

CONSTITUTION

OKANAGAN HISTORICAL SOCIETY

1. NAME: The Name of the Society is Okanagan Historical Society.

2. PURPOSES: The purposes of the Society are:

(a) To stimulate active interest in our heritage, more particularly its historical and archaeological aspects;

(b) To promote the preservation of historical sites, monuments, buildings, pictures, writings and names;

(c) From time to time and as circumstances permit, to accurately record and publish the current and past history of the Okanagan, Similkameen and Shuswap areas and other matters of significant interest to the Society;

(d) To cooperate with museum boards and educational institutions.

BYLAWS

OKANAGAN HISTORICAL SOCIETY

1. Definitions and Interpretations

“Act” means the Societies Act of British Columbia as amended from time to time.

“Society” means the Okanagan Historical Society.

“Bylaws” means these Bylaws as altered from time to time.

“Director” means an individual who has been designated, elected or appointed to the executive council.

“Executive Council” consists of the table officers (president, vice-president, secretary, editor and treasurer) and past president plus the president of each branch, two representatives from each branch and the chairs of the various committees.

“General Meeting” means a general meeting of members of the society.

“Ordinary Resolution” means a resolution passed at a general meeting by a simple majority of votes cast by the voting members.

“Special Resolution” means a resolution passed at a general meeting by at least 2/3 of the members present.

1.1 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations shall prevail.

2. Membership

- 2.1 Ordinary Membership shall be comprised of persons and corporate bodies who subscribe to the constitution and Bylaws of the Society and pay the usual membership fee.
- 2.2 Life Membership shall be comprised of members upon whom the Society has conferred the honour of "Life Member", the conditions for which are set forth in these Bylaws.
- 2.3 A person shall cease to be a member in good standing of the Society if he/she delivers his or her resignation to the Secretary of the Society or fails to pay his or her annual dues for one year.
- 2.4 A member may be expelled by a special resolution of the membership. The dismissed member must be sent a written notice and be given a reasonable opportunity to respond.

3. Membership Fees

Membership fees shall be set annually at an Executive Council meeting and will be the price of our Annual Reports.

4. Officers

- 4.1 The Society shall, at its Annual General Meeting, elect the following Officers, all of whom shall be members in good standing and over the age of 18: President, Vice-President, Secretary, Treasurer, Editor. They will hold office for one year from date of election or until successors have been elected. Where vacancies occur, these positions may be appointed by the Executive Council.
- 4.2 The Society may also appoint at its Annual General Meeting a person to audit or provide a financial review for the ensuing year. If during that year the financial reviewer resigns or dies, the Executive Council can appoint a replacement. The society may remove the financial reviewer by special resolution at a special meeting called for that purpose. It may also appoint a new person as financial reviewer. The person who is proposed to be removed must be given written notice of the meeting and all materials sent to the membership in connection with the meeting.
- 4.3 In event of an Officer of the society being unable to act, the office shall be filled by appointment by the Executive Council until the next Annual General Meeting of the Society.

5. Directors

- 5.1 In like manner, each Branch shall elect two Directors to hold office for one year, all of whom shall be members in good standing of the Okanagan Historical Society.
- 5.2 The Executive Council may appoint Directors-at-Large to meet specific needs for a period of one year. In the event that a Director resigns or dies before the end of his/her term, the Executive Council shall appoint a replacement.

6. Executive Council

- 6.1 The Immediate Past President, Table Officers, Directors and Directors-at-Large, together with the Branch Presidents, constitute the Executive Council.
- 6.2 A majority of the members of the Executive Council shall constitute a Quorum.
- 6.3 The accidental omission to send notice of an Executive Council meeting to a member does not invalidate any proceeds at the meeting.

7. Boundaries

The activities of the Society will be carried out chiefly in the Okanagan, Similkameen and Shuswap areas in the Province of British Columbia.

8. Branch Organization

- 8.1 The Society may organize and operate such branches as it may determine and shall require of each adherence to the Okanagan Historical Society type of organization, that is to say, each branch shall elect as officers: President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer may be combined as one), Branch Editor.
- 8.2 The Executive Committee can not be less than three members, all of whom must be a member in good standing of the Okanagan Historical Society.
- 8.3 Each Branch will be required to hold an annual meeting for the election of officers and executive committee and to pass on reports of the year's work. The Branch President shall report in writing upon the state of his/her Branch to the Society's President.
- 8.4 A Branch may have its own bank account for Branch use. There must be three signing officers from their executive committee, any two of which may sign financial documents.

- 8.5 All donations received by the Branches that require a tax receipt shall be sent directly to the Society Treasurer, who will return a cheque to the branch and issue a charitable tax receipt.
- 8.6 In rare circumstances and only with written approval by the Okanagan Historical Society Executive Council, a Branch may, on a temporary basis, operate under the auspices of a "committee" until Officers and Directors can be elected.

9. Meeting of Executive Council

- 9.1 The President may call a meeting of the Executive Council at any time, due notice of which shall be sent to each member of the Council.
- 9.2 A meeting of the Council can be called upon the signed request of five members of the Council and presented to the Secretary.
- 9.3 Meetings of Executive Council shall be held at least three times per year in addition to the Annual General Meeting in April.

10. Editorial Committee

Shall consist of a Chairperson or "Chair", usually the Editor, and the Branch Editors.

11. Duties of Officers

- 11.1 The President shall:
- a) Preside at all meetings of the Society and the Executive Council;
 - b) Maintain contact with the several Branches and committees to project the goals and objectives of the Executive Council;
 - c) Be the spokesperson for the Society and may represent it at local heritage events;
 - d) Act in a supervisory capacity in relation to the work of the other Officers.
- 11.2 The Vice-President shall:
- a) Carry out the duties of the President in all his/her absence;
 - b) Normally chair the Finance Committee.
- 11.3 The Secretary shall:
- a) Conduct the Society's correspondence, issue notices convening meetings of the Society and the Executive Council, keep minutes of these meetings and furnish a copy of said minutes to each of the members of the Council;
 - b) Comply with the requirements of the Society Act, reporting annually to the Registrar of Companies;
 - c) Maintain the membership list;

- d) Submit important documents to the Okanagan Historical Society archive, which is housed in the Greater Vernon Museum and Archive;
- e) Make available on request by a member the annual financial reports or minutes;
- f) Maintain at his/her office a supply of stationery from which to service the Branches and the Officers of the Society.

11.4 The Treasurer shall:

- a) Be or appoint the custodian of the Society's reports, old and new, and shall supply copies to the Society's Branches for local distribution and also ensure that a complete set of all the Society's published Reports are kept in safe storage;
- b) Receive from the Branches their reports of fees collected and Okanagan Historical Society Reports distributed and keep records of having done so;
- c) Deposit all monies received by him/her in a financial institution designated by the Executive Council;
- d) Pay all accounts by cheque, except for pre-authorized electronic debits. He or she shall see that all accounts due by the Society are processed for payment and duly paid;
- e) Comply with the Canada Revenue Act and/or relevant Government Agencies;
- f) Not open any new account with another financial institution without authority of the Executive Council;
- g) Present a budget to the Executive Council at the last meeting before the Annual General Meeting. Prepare an annual financial report, have it certified as correct, and present it in printed form at the Society's Annual General Meeting.

11.5 The Editor shall:

- a) Chair the Editorial Committee and receive, select, edit and acknowledge all submissions for publication in the Annual Report titled "Okanagan History." He or she may request articles on specific topics from authors and shall return all manuscripts and illustrations to the owners;
- b) Supply the printer with a fair copy, select the cover design of the Report, work out a publication schedule with the printer, and arrange for proofreading. He or she shall inform the Executive Council of progress in these and other related matters;
- c) Follow guidelines as contained in Editors Handbook;
- d) Adhere to all copyright legislation.

12. General Control

The Executive Council shall make adequate arrangements for establishing policies. Approved policies will be kept separately by the Secretary and copies of all policies shall be circulated to the Branches as they are written. All policies can be reviewed on an annual basis by the Executive Council.

13. Voluntary Service

- 13.1 The Society is a non-profit organization and all services rendered by members to, for, or on account of the Society are deemed to be voluntary and for which no compensation has been contracted or implied, with the exception that the Executive Council may set honoraria for services provided by Directors.
- 13.2 All articles submitted to the Editor are deemed to be absolutely free of any monetary consideration. In the case of photographs, pictures or other matter of an illustrating nature, no compensation can be allowed for their use, unless a special authorization has been granted by the President.
- 13.3 Honoraria are to be established annually by the Executive Council, the amount set will be at the discretion of the Executive Council and will not to exceed a total of \$5,000 per annum.

14. Expense Reimbursement

Notwithstanding the foregoing provisions, the Society may reimburse its Directors for out-of-pocket expenses incurred on behalf of the Society. The Directors must submit receipts for those expenses. Branches may likewise set up their own expense funds.

15. Annual Report

The Society may publish each year, or from time to time as circumstances permit, an Okanagan Historical Society Report. Content will follow our Constitution and Purposes. Purchasers of this Report shall be deemed to be members of the Society.

16. Membership Year

Because the membership year is geared to the date of publishing the Okanagan Historical Society Annual Report and the holding of the Society's Annual General Meeting, the membership year shall begin on May 1 and run for the following twelve months. This will ensure that members receive their copy of the Report and that they have voting privileges at the Annual General Meeting in April.

17. Banking Signatures

Three members of the Society, one of whom shall be the Treasurer, shall be designated at the Annual General Meeting and given authority to sign cheques and to conduct the Society's financial business; any two of these signatures shall be sufficient authority to pay. It shall be the duty of the Treasurer to notify the financial institution of any change of signing authority.

18. Elections

Any Ordinary Member in good standing shall be eligible for election to office. Retiring officers and members of the Executive Council are eligible for re-election.

19. Voting at Meetings

Normally, the chairman at any meeting of the Society will not vote, but in the event of a tie, the presiding officer will have the deciding vote. There shall be no proxy votes at any of the Society's meetings; vote will be by show of hands unless a secret ballot is requested by any member in good standing and all members shall have a vote on that request.

20. Special Meeting

The Executive Council may call a special meeting of the Society by giving members at least two weeks notice of the date, time and place of the meeting. If 10% or more of the membership request a Special Meeting, they must sign the request, state in 200 words or less the purpose of the meeting, and send it to every director and member of the Society. After receiving the request, the Executive Council must call the meeting within 60 days by informing the membership of the purpose of the meeting. If within 21 days after the receipt of this request, the Executive Council has not called the meeting, the members making the request may call the meeting. Notice of special meeting must include the text of any special resolution to be submitted to the meeting.

21. Appeal of Decision

An appeal from the decision of the Chairman will be allowed when two-thirds of the members present support the appeal.

22. Dismissal

A member of the Executive Council may be dismissed for cause when his/her colleagues present in regular or special meeting of the said Council vote two-thirds in favour of such action. The dismissed member must be sent a written notice and be given a reasonable opportunity to respond.

23. Appeal Against Dismissal

An appeal against dismissal will lie with the general meeting of the Society, which may be called by the Executive Council or, on a petition signed by twelve (12) members in good standing, such general meeting shall be called. Due notice shall be given all ordinary

members in good standing. An appeal must be lodged with the Secretary within thirty (30) days of rendering the dismissal.

24. Credential Committee

Before any general meeting convenes, on the request of any member, the President shall appoint a credentials committee to check the standing of members.

25. Amendments

These Bylaws may be amended at the Annual General Meeting, or any General Meeting. Any proposed amendments to Society's Bylaws must be given in writing to the Executive Council. The proposed amendments must be given in writing to the Branches of the Society 45 days prior to the Annual General Meeting or General Meeting. They must be made Special Resolutions.

26. Borrowing

Subject to the provisions of the Act, the borrowing powers of the Society may be exercised only by the Executive Council.

27. Financial Year

The Society's Financial Year shall begin January 1st and terminate December 31st .

28. Annual General Meeting

The Annual General Meeting shall be held at the place and time agreed upon at an Executive Council Meeting or, in the absence of such agreement, at a place and time within the boundaries of the Society's area of operations, the date falling during the month of April to be determined by the Executive Council.

29. Agenda for Annual Meeting

The agenda for the Annual General Meeting shall be as follows:

1. Reading "Notice of Call"
2. Adoption of the rules of order
3. Minutes of previous Annual General Meeting
4. Business arising from Minutes

5. Correspondence
6. Reports of Table Officers, Branches and Committees
7. Unfinished Business
8. New Business
9. Appointment of Auditor or Financial Reviewer
10. Election of Officers
11. Complimentary Resolutions
12. Setting date and place of next Annual General Meeting
13. Adjournment

30. Agenda for Executive Council

The agenda for the Executive Council meeting shall be as follows:

1. Roll Call (if requested)
2. Adoption of the rules of order
3. Minutes of previous meeting
4. Business arising from minutes
5. Correspondence
6. Reports of Table Officers, Branches and Committees
7. Unfinished Business
8. New Business
9. Adjournment

31. Branch Presidents' Committee

The Branch Presidents' Committee shall be a standing committee to be chaired by the President of the Society, of which each Branch President shall be a member during his or her term of office. The Committee shall be convened at the last Executive Council Meeting held before the Annual General Meeting to consider Life Memberships and other awards.

32. Awards

- 32.1 Life Membership may be conferred by the Branch Presidents' Committee on those members who have rendered outstanding service to the Society over a period of years. The name of a Life Member shall be printed at the head of the membership list in the Okanagan Historical Society Annual Report.
- 32.2 The Branch Presidents' Committee may, with the approval of the Executive Council, establish lesser awards to recognize the contribution of deserving persons to the work of the Society.

33. Finance Committee

The finance committee is generally chaired by the Vice President. It is comprised of table officers and one representative from each Branch. It meets at the call of the chair, usually early in the new year.

34. Nominating Committee

Usually the Past President will chair this Committee with power to add members as required. Slate of Officers will be presented by the Past President who will conduct the election at the April Annual General Meeting.

35. Access to Records

All members have access to the Okanagan Historical Society's records, which can be found in the Greater Vernon Museum and Archives, or by contacting the Secretary.

36. Dissolution

In the event of dissolution and after the payment of all liabilities, the remaining assets of the Society shall be donated to a recognized charitable organization with similar purposes to this Society. This dissolution agreement (which was previously unalterable) must be approved by a two-thirds vote of the membership present at an Annual General Meeting or a Special Meeting.