

## **BYLAWS of the RICHMOND MUSEUM SOCIETY**

### **Amended June 19, 2024**

Here set forth, in numbered clauses, the Bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other Bylaws.

#### **Part 1 - Interpretation**

1. a) In these Bylaws, unless the context otherwise requires,
  - i) “Directors” means the directors of the Society;
  - ii) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - iii) “Registered address” of a member means their address as recorded in the register of members;
  - iv) “Member” shall mean a voting member of the Society who has applied for membership and whose membership ceases when not renewed on an annual basis;
  - v) “Richmond Museum Facilities” shall mean any museum facility leased or owned by the City of Richmond, whether or not such museum facilities are operated and administered by the City of Richmond itself or are operated by some other person or organization other than the City of Richmond pursuant to any agreement with the City of Richmond;
- b) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa, as the context may require.

#### **Part 2 - Membership**

1. A person may apply to the Directors for membership in the Society and on acceptance by the Directors is a member of the Richmond Museum Society for the annual term membership.
2. Every member shall uphold the constitution and comply with these Bylaws.

3. A person shall cease to be a member of the Society
  - a) by delivering a written resignation to the Society or by e-mailing, mailing, or delivering it to the address of the Society;
  - b) at the time of the member's death; or
  - c) on being expelled;
  - d) on having been a member not in good standing for 12 consecutive months.
4. a) A member may be expelled by a special resolution of the directors passed at a general meeting, if that member has been guilty of unbecoming conduct including but not limited to;
  - i) a breach of Bylaws;
  - ii) any conduct which brings the Society discredit;
  - iii) any actions which are detrimental to the objectives of the Society.
- b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion.
- c) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a general meeting before the special resolution is put to vote.
5. Any member who resigns, withdraws, or is expelled from the Society shall forth with forfeit all right, claim, and interest arising from or associated with membership in the Society.
6. All members are in good standing, except a member who has failed in their attendance at three (3) consecutive meetings without good cause or notice.
7. Every person is considered a member in good standing if their annual membership subscription is current. A member ceases to be a member when their annual membership subscription is not renewed.

### **Part 3 - Meeting of Members**

1. The annual general meeting of the Society shall be held once a year at the registered office of the Society or elsewhere in British Columbia as the directors may determine and on a day, time and place to be fixed by the directors, and fourteen (14) days written notice of such meeting shall be given to every director, either in person or by emailing or mailing to their registered address.

2. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that an annual meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
3. General meetings of the Society shall be held at such times and places, in accordance with the Society Act, that the directors may decide.
4. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
5. Extraordinary general meeting of the Society shall be called by the Chairperson at the request of the majority of the directors or upon the written request of at least ten (10) percent of the directors of the Society entitled to vote, or any other time or times as the directors may think fit.
6. The Richmond Museum Society Heritage Advisory Committee will be invited to meet annually (or as required) with the Richmond Museum Society Board of Directors and Membership to share information about common issues, to provide an opportunity for coordination and networking.

#### **Part 4 - Proceedings at General Meetings**

1. A quorum of any general meeting shall be 50% plus one (1) Directors in good standing, present in person or remote.
2. If at any time during a general meeting there ceases to be a quorum present, business then in process shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
3. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of directors, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the directors present shall constitute a quorum, provided there is never fewer than three (3) directors personally present at all times.
4. The Chairperson of the Society, or in the absence of the Chairperson, the Vice-Chairperson of the Society, or in the absence of both, one of the other directors present shall preside as a Chairperson of a general meeting.
5. If at a general meeting there is no Chairperson, Vice-Chairperson, or other Director present within thirty (30) minutes after the time appointed for holding the meeting; or if the Chairperson, Vice-Chairperson, and all other Directors present are unwilling to act as

Chairperson, the directors present shall choose one of their numbers to be Chairperson of the meeting.

6. Except as otherwise provided herein, all meetings of the members of the Society shall be governed by the parliamentary rules and usage set out in Roberts Rules of Order Revised.
7. At any annual general meeting of the Society the following items must be on the agenda for the meeting;
  - a) the consideration of the last financial statements of the Society;
  - b) the report of directors;
  - c) the report of the accountant, if any; (amended 03 July 03)
  - d) any other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of directors issued with the notice convening the annual general meeting; and
  - e) subject to reasonable time constraints, any other matters raised by members.
8. Any general meeting may be adjourned from time to time and from place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
  - a) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
  - b) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
9. Every resolution proposed at a meeting needs to be seconded and the Chairperson of a meeting may move or propose a resolution.
  - a) In case of an equality of votes, the Chairperson shall not have a casting or second in addition to the vote to which they may be entitled as a director and the proposed resolution shall not pass.
10. A member in good standing present at a meeting of members is entitled to one vote. A member that is not in good standing at the time that the meeting is commenced shall not be entitled to vote at that meeting.
  - a) Voting is by a show of hands.
  - b) Voting by proxy is not permitted.

## Part 5 - Directors and Officers

1. The affairs of the Society shall be managed by the directors, who at the time of their appointments and throughout the terms of office shall be and remain members of the Society, and
  - a) the directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
    - i) all laws affecting the Society;
    - ii) these bylaws;
    - iii) rules, regulations relating to the operation of the Society which are not inconsistent with these bylaws, made from time to time by the Society in general meeting;
  - b) no rules or regulation, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule or regulation had not been made;
  - c) no act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office;
  - d) every director shall serve as such without re-numeration and no director shall directly or indirectly receive any profit from the position as such, provided that the director may be paid reasonable expenses occurred by them in the performance of their duties; and
  - e) each director shall be a member in good standing.
2. The number of Directors shall be determined by the Richmond Museum Society Board, with total number not to exceed thirteen (13).
3. The Directors shall consist of up to thirteen (13) members elected from the community at large.
4. All Directors must apply for membership in the society and if accepted,
5. Each Director shall be appointed for a two (2) year term. The terms of the appointment should be staggered so as to provide continuity to the Board.
6. a) All directors are in good standing except a director who has failed to attend three (3) consecutive meetings without good cause or notice; and

- b) Directors may be removed following the same procedure as the expulsion of a member as set out in Part 2, Article 4.
7. A vacancy caused by the resignation, removal, or ceasing to hold office of a Director shall be filled by election by the members at large.
8. The following officers shall be appointed from the Directors of the Society;
- a) the Chairperson,
  - b) the Vice-Chairperson,
  - c) the Secretary, and
  - d) the Treasurer, and
- other officers of the Society may be appointed to their positions from the directors. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall initially be appointed by the first directors of the Society as filed with the Registrar of Companies pursuant to the provisions of the Society Act, and shall thereafter be appointed by the directors in accordance with these Bylaws.
9. The Society may, hire employee(s) of the Society. The directors may delegate to the Society employee(s) authority to manage and direct the business and affairs of the Society (except such matters and dues as by law must be transacted or performed by the directors or by the members in general meeting).

## **Part 6 - Proceedings of Directors**

1. Subject to these Bylaws, the Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. The directors shall meet at least eight (8) times in any calendar year, at times determine by the chairperson, and at any additional times as reasonably requested in writing to the chairperson by any directors.

For any meetings other than meetings called on an emergency basis, at least twenty-four (24) hours notice shall be given to all directors whether by telephone (in which event the details of contact shall be recorded in the minutes for any absent director) or such notice may be contained in minutes of the previous meeting.

Where the Chairperson or other director acting in the place of the chairperson determines that a meeting of directors is required of an emergency basis, in which event the minutes shall reflect the emergency basis on which the meeting was called, an attempt shall be made to contact all directors by person or by telephone, the details of

attempted contact shall be recorded in the minutes for any absent director, and no notice period shall apply.

Notwithstanding anything contained in these Bylaws, no meeting of directors shall be held and no business or decisions purported to be done or made shall be valid unless the proper procedures for notice have been followed as herein before set out.

3. The Directors may, from time to time, fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office, provided that one (1) of the director in attendance must be either the Chairperson, Vice-Chairperson, Secretary or Treasurer.
4. The Chairperson shall be the Chairperson of all meetings of the directors but if at a meeting the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-Chairperson shall act as Chairperson; but if neither is present the directors may choose one of their number to be Chairperson at the meeting.
5. The directors may delegate any, but not all, of their powers to committees consisting of those of the directors as they think fit.
  - a) A committee so formed in the exercise of powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
  - b) A committee may elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson of such committee is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee may choose one of their number to be a chairperson of the meeting.
  - c) The members of a committee may meet and adjourn as they think proper.
  - d) The Society shall have an executive committee consisting of the Chairperson, Vice-Chairperson, Secretary and Treasurer.
6. For a first meeting of directors held immediately following the appointment or election of a director(s) at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the director it is not necessary to give notice of the meeting to the newly elected or appointed director(s) for the meeting to be constituted if a quorum of the directors is present.
7. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, facsimile transmission or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn.

- a) no notice of meeting of directors shall be sent to that director, and
  - b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
8. Questions arising at a meeting of the directors and a committee of directors shall be decided by a majority or votes.
- a) In case of an equality of votes, the Chairperson of a meeting of the directors or a committee of the director shall not have a second or casting vote in addition to the vote they may be entitled to as a director and the proposed resolution shall not pass;
  - b) No resolution proposed at a meeting of directors or committee of directors need be seconded and the Chairperson of a meeting may move or propose a resolution;
  - c) Notwithstanding the foregoing, a resolution, in writing, signed by all the directors and placed in the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
  - d) Except as otherwise provided herein, all meetings of the directors or a committee of the directors of the Society shall be governed by the parliamentary rules and usage set out in Roberts Rules of Order Revised.

## **Part 7- Duties of Officers**

1. The Chairperson shall be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties. The Chairperson shall be responsible for calling meetings of the directors, and shall act as Chairperson of all meetings of the directors and of the executive committee and of all general meetings of the Society. The Chairperson shall also act as an ex-officio member of all other committees.
2. The Vice-Chairperson shall carry out the duties of the Chairperson during their absence. The Vice-Chairperson may also have one or more project responsibilities and shall have such other responsibilities as may, from time to time, be delegated to them by the Chairperson. If the Chairperson shall be unable to act as Chairperson for any reason whatsoever, the Vice-Chairperson shall be appointed by the Chairperson or by the directors to assume the full responsibilities of the office of the Chairperson.
3. a) The Secretary shall have the following responsibilities:
  - i) conduct the correspondence of the Society;



- ii) issue notices of meetings of the Society and directors:
  - iii) oversee the administrative management of meetings, including making appropriate location arrangements and pre-meeting set-up;
  - iv) cause to be kept minutes of all meetings of the Society and directors;
  - v) have custody of all records and documents of the Society except those required to be kept by the Treasurer; which shall include correspondence to and from the Society;
  - vi) have custody of the common seal of the Society;
  - vii) maintain the register of members; and
  - viii) perform any other responsibilities that may be delegated to them by the Chairperson or the directors.
- b) In the absence of the Secretary the directors shall appoint another person to assume the responsibilities of the Secretary.
4. a) The Treasurer shall have the following responsibilities;
- i) cause to be kept the financial records, including books of account, necessary to comply with the Society Act;
  - ii) cause to be rendered financial statement to the directors, members and others when required;
  - iii) act as chairperson of the finance committee; and
  - iv) perform any other responsibility that may be delegated to them by the Chairperson or the director.
- b) In the absence of the Treasurer, the directors shall appoint another person to assume the responsibilities of the Treasurer.
5. The individual directors and officers shall have such additional responsibilities as may from time to time be delegated to them by the Chairperson or by the directors.
6. The directors shall have the power to appoint committee Chairpersons and committees as may be deemed necessary to perform the work of the Society.
7. It shall be the duty and responsibility of the directors to:
- a) prepare after appropriate consultation with the officers of the Society an annual budget;
  - b) prepare and implement a program of activities during its period of office;

- c) organize the annual meeting; and
- d) generally be responsible to handle the day-to-day affairs of the Society and perform such other duties, responsibilities and obligations as may be required by law or as may be otherwise provided for herein.

#### **Part 8 - Seal and Authorized Signatories**

1. The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
2. The common seal shall be affixed only when authorized by a resolution of the director and the only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the Chairperson and Secretary or Chairperson and Treasurer.
3. All cheques, bills or exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the directors and any one of such officers or agents may alone endorse notes and drafts for election on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### **Part 9 - Borrowing**

1. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, and only when authorized by special resolution of the members, raise or secure the payment or repayment of money in the manner they decide.

#### **Part 10 – Accountant**

1. The Accountant shall be appointed for a term of one year by the Board of Directors at its first meeting within two weeks following the Annual General Meeting and no Director or Officer of the Society of the Richmond Museum Society shall be eligible for such appointment.

2. The duties of the Accountant (amended from Auditor 03 July 03) shall be to audit all accounts and books of the Society at least annually, as at December 31<sup>st</sup> of each year, or as often as deemed necessary, and to report the result of the audit at the Annual General Meeting.

#### **Part 11 - Fiscal Year**

1. The fiscal year of the Society shall commence on the 1st day of January of each year, unless the fiscal year is changed by resolution of the board of directors.

#### **Part 12 - Notice to Members**

1. A notice may be given to a member, either personally or by mail to them at their registered address.
2. A notice sent by mail shall have been deemed to have been given on the second day following that on which the notice was posted.
3. Notice of a general meeting shall be given to in accordance with Part 3 of these Bylaws, and to the accountant by mail or email at the business address provided, if Part 10 applies.

#### **Part 13 - Bylaws**

1. On being admitted to membership, each member is entitled to and can request, without charge, a copy of the constitution and bylaws of the Society.
2. These bylaws shall not be altered or added to except by special resolution.
3. The activities of the Society shall be carried out without purpose of gain for its members and any income, profits or other accretions to the Society shall be used in promoting the purposes of the Society.
4. Upon dissolution of the Society and after the payment of all its debts and liabilities, any remaining property shall be turned over, transferred and assigned to any organization in the City of Richmond (which may include the City of Richmond itself) as may be directly involved with the administration and operation of *Richmond Museum facilities*, or to such other charitable organization operating in the City of Richmond as directed by the Richmond City Council.
5. Paragraphs 3, 4 and 5 have been previously unalterable.

Additional requirements:

- Add provision to allow for e-voting for Directors
- Allow for e-mail communication
- Add provision around conflict of interest disclosure
- Add special resolution voting threshold<sup>1</sup>

Additional opportunities:

- Add provision to allow for virtual participation in meetings
- Add provision for senior manager
- Consider allowing proxy voting
- Consider minimum age for Director, if under 18
- Consider term limits for Executive positions

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<sup>1</sup> A special resolution requires 2/3 of the votes cast, but a society can set a higher threshold for special resolutions in its bylaws (up to 100% of voting members). The higher threshold can apply generally or be set for specific special resolutions. For example, the bylaws can require a unanimous vote to change the bylaw that sets out who gets the society's assets on dissolution, while retaining the default threshold of 2/3 of the votes cast for other bylaw amendments.