

Bylaws of British Columbia Genealogical Society

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British Columbia Genealogical Society (the “Society”)

Part 1 Interpretation

Definitions

1.1 In these Bylaws:

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

“**Board**” means the directors of the Society;

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

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

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

Part 2 Membership

Application for membership

2.1 Except for those classifications of membership as set out below, a person becomes a “Full Member” of the Society upon submission of an application to the BCGS Membership Committee and payment of the appropriate membership dues.

Membership Classifications

2.2 In addition to Full Members, the Society consists of the following classifications of members:

2.2.1 “Youth Member”: a person who is 25 years of age or under;;

2.2.2 “Life Member”: a person who contributed to the establishment and setup of the BCGS Library and who was granted such a designation in return;

2.2.3 “Associate Member”: any relative of a full member or an individual residing at the same address as a full member;

2.2.4 “Institutional Member”: a corporation, society, non-profit, or charitable organization, library, or other similar body;

2.2.5 “Affiliate Society”: any genealogical society or organization with similar goals and objectives;

- 2.2.6 “Honorary Member”: A person granted such a designation by the Board in recognition of their contribution to the cause of genealogy, or the furtherance of the objects of the Society; and
- 2.2.7 Membership in the Society is contingent on submission of an application to the Membership Committee of the Society and payment of the annual membership dues set for that classification of membership.

Voting and Non-Voting Memberships

2.3 The Society consists of voting and non-voting classes of members, as follows:

- 2.3.1 Full Members, Youth Members, and Life Members are voting members of the Society;
- 2.3.2 Associate Members, Institutional Members, Affiliate Societies and Honorary Members are non-voting members of the Society.

Duties of members

2.4 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount and payment of membership dues

2.5 The amount of the annual membership dues, if any, for each classification of membership must be determined by the Society, upon recommendation of the Board and may be prorated for new members who join the Society after June 1.

Following the initial payment of dues upon becoming a member, a member must pay annual dues each calendar year, payable as of December 31.

Member not in good standing

2.6 A member is not in good standing if the member fails to pay the annual membership dues in advance of the annual general meeting or any other debt owing by the member to the Society, and the member is not in good standing for so long as the debt remains unpaid.

Member not in good standing may not vote

2.7 A member who is not in good standing may not:

- 2.7.1 vote at any meeting of the Society, or
- 2.7.2 be nominated for a position of director; or
- 2.7.3 consent to a resolution of members.

Termination of membership if member not in good standing

2.8 Membership in the Society is terminated if a member is not in good standing for nine consecutive months from the beginning of the calendar year.

Discipline

2.9 In accordance with the requirements of S. 70 of the Societies Act, if the conduct of any member or membership group is prejudicial to the welfare of the Society or its members, the Board of Directors may, after holding a hearing at which the member concerned shall have the right to be present and make representation, suspend or expel such member from the Society, provided always that:

- 2.9.1 such member shall have the right to appeal to a general meeting of the Society;
- 2.9.2 the resulting decision is final; and
- 2.9.3 the member shall have the right to re-apply after a period of three years.

3 Member Meetings

Time and place of meeting

3.1 A general meeting:

- 3.1.1** must be held at a time and place determined by the Board, except in the case of severe inclement weather or a state of emergency as determined by any level of government. When a meeting is cancelled, all business will be moved forward to the next scheduled general meeting.
- 3.1.2** will be held monthly when practical; and
- 3.1.3** the annual general meeting will be held in March, ordinarily in conjunction with the March general meeting.

Notice of meetings

3.2 In accordance with the provisions of the Act regarding notice of a general meeting that must be sent to all members of the Society:

- 3.2.1 for all meetings of the Society, notice must be sent at least 14 days before the meeting and not more than 60 days in advance;
- 3.2.2 written notice of any proposed amendment to the constitution or bylaws or other special resolution, must be given in full, together with the date, time and location of the meeting;
- 3.2.3 so long as the Society has more than 250 members, notice may be sent by email and published on the Society's website and any regular publication of the Society, under the terms provided for by the Act;
- 3.2.4 Accidental omission to give notification or non-receipt of a notice will not invalidate the proceedings of any meeting.

Rules of Order

3.3 The fundamental principles of the latest edition of Robert's Rules of Order shall govern the proceedings of the Society as long as such principles are not in conflict with Societies Act, the Society's Constitution, Bylaws and Standing Rules. The Directors may permit informality at meetings of the Board of Directors.

Notice of special business

- 3.4** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of meeting

- 3.5** One of the following officers must preside as the chair of a general meeting:
- 3.5.1 the president;
 - 3.5.2 either of the two vice-presidents, if the president is unable to preside as the chair;
 - 3.5.3 any other director present at the meeting, if the president and vice-presidents are unable to preside as the chair.

Alternate chair of meeting

- 3.6** If, at a general meeting, there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum requirements

- 3.7** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting of the Society unless a quorum of voting members is present.
- 3.8** The quorum for the transaction of business is 20 voting members for any general meeting.

Lack of quorum at commencement of meeting

- 3.9** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:
- 3.9.1 in the case of a meeting convened on the requisition of members, the meeting is terminated;
 - 3.9.2 in all other cases, any business will be adjourned to the next regular general meeting; and
 - 3.9.3 any educational content may proceed as planned.

If quorum ceases to be present

- 3.10** If at any time during a general meeting there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournment by chair

- 3.11** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no

business may be conducted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give any notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- 3.13.1 determine that there is a quorum;
- 3.13.2 approve the agenda;
- 3.13.3 approve the minutes from the last general meeting;
- 3.13.4 consider the financial statements of the Society and any further report from the treasurer;
- 3.13.5 consider directors' reports, if any, to the members;
- 3.13.6 deal with unfinished business from the last general meeting;
- 3.13.7 deal with new business, including any matters about which notice has been given to the members in the notice of meeting or any business arising not requiring the passing of a special resolution;
- 3.13.8 any educational session planned by the Society;
- 3.13.9 close of the meeting.

Annual general meeting

3.14 the following considerations apply to the annual general meeting:

- 3.14. 1 the Board will nominate a person, not to include any member or director standing for election, to chair the meeting and the membership shall agree by a show of hands, or nominate another individual;
- 3.14. 2 approve the minutes of the previous year's annual general meeting;
- 3.14. 3 receive the directors' report on the financial statements of the Society for the previous financial year, which will consist normally of a Notice to Reader review, prepared by a qualified professional accountant or retired professional accountant; and the treasurer's report, if any, on those statements;
- 3.14. 4 receive any other reports of directors' activities and decisions since the previous annual general meeting;
- 3.14. 5 elect directors;
- 3.14. 6 approve any changes to annual dues recommended by the Board, by a majority vote;
- 3.14. 7 appoint or confirm the BCGS Library Administrator and the Editor of the British Columbia Genealogist.

Additional general meeting

3.15 the following considerations apply to any additional general meeting:

- 3.15.1 may be called upon a motion approved by the Board of Directors;

- 3.15.2 must in any case be called if so requested in writing by no less than 10% of the Members;
- 3.15.3 the notice shall specify the business to be conducted at such meeting. The venue, quorum, and procedures for notice shall be the same as that specified for the Annual General Meeting;

Methods of voting

3.16 Requirements for voting are as follows:

- 3.16.1 Voting shall be by a show of hands unless a secret ballot is requested and approved by a simple majority. The declaration of the chair shall be conclusive evidence of the results of a vote;
- 3.16.2 A special resolution will require a majority of 2/3rds of those voting in attendance at the meeting; and
- 3.16.3 The Society may consider electronic voting subject to the majority support of the membership and the availability of adequate technology to ensure full involvement of all voting members.

Announcement of result

- 3.17 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting

- 3.18 Voting by proxy is not permitted.

Part 4 Directors

Number of directors

- 4.1 The Society must have no fewer than 14 directors or greater number as set by the members at a prior general meeting, which must include:
 - 4.1.1 the immediate past president and BCGS Library Administrator shall be ex officio directors who are entitled to vote; and
 - 4.1.2 those directors elected at the annual general meeting or subsequently appointed in the case of a vacancy;
 - 4.1.3 directors at large (those not holding an executive position) will be elected for a three-year (3) term, with two directors at large being elected every year on a rotating basis.

Election or appointment of directors

- 4.2 At each annual general meeting:
 - 4.2.1 Candidates for all director positions shall be a member in good standing for a minimum of one year;
 - 4.2.2 the directors must retire from office, at which time their successors are elected;

- 4.2.2 subject to the terms of office for the Board executive positions, a director may stand for re-election; and
- 4.2.3 the voting members entitled to vote for the election of directors must elect a Board.

Directors may fill any vacancy on Board

- 4.3 The directors may, at any time, appoint a member as a director to fill a vacancy that arises on the Board of directors because of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling vacancy

- 4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the next AGM, at which time the position is to be filled by election.

Remuneration of directors

- 4.5 The directors shall not be remunerated for performance of their duties; however, a Director is entitled to be reimbursed for all reasonable expenses incurred while conducting authorized Society business.

Part 5 Proceedings of Directors

Directors' meetings

- 5.1 The president, or any two other directors may at any time call a directors' meeting and, so long as practicable, will occur once a month, except December.

Notice of directors' meeting

- 5.2 A notice of at least seven days must be given for a meeting of directors, unless all the directors agree to a shorter notice period.

Meeting valid despite omission to give notice

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at that meeting.

Conduct of meetings

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 5.5 The directors may from time to time set the quorum necessary to conduct the business of the directors, and, if not so set, the quorum is a majority of the directors.

Part 6 Board of Directors

Election or appointment to executive positions

6.1 Directors are to be elected or appointed to the following executive positions:

- 6.1.1 president;
- 6.1.2 two vice-presidents;
- 6.1.3 recording secretary;
- 6.1.4 correspondence secretary;
- 6.1.5 treasurer.

Director may not hold more than one position

6.2 A director may not hold more than one executive position, with the following exceptions:

- 6.2.1 A vice president may also hold the position of recording secretary or correspondence secretary; and
- 6.2.2 The recording secretary may also hold the position of correspondence secretary.

Limits on terms for executive positions

6.3 The executive positions noted in 6.1 above shall be filled at each annual general meeting of the Society for a term of one year.

An individual is eligible to serve a maximum of three consecutive terms in the same position, except that the Treasurer may serve up to five consecutive terms.

Executive Committee

6.4 The executive directors listed in 6.1 above plus the immediate past president must form an executive committee whose responsibility is to maintain the ongoing operation of the Society between meetings of the Board of Directors. Meetings of the executive committee shall be held at such times and places as the executive directors shall determine, or at the call of the President.

Directors at large

6.5 Directors who are elected or appointed to positions in addition to executive positions above are elected or appointed as directors at large.

Role of president

6.6 The president serves as the chair of the Board and is responsible for:

- 6.6.1 coordinating the activities of the Society; and
- 6.6.2 serving as an ex officio member of all Society Committees.

Role of vice presidents

- 6.7** Either vice-president may serve as the vice chair of the Board of directors and are responsible for carrying out the duties of the president if the president is absent or unable to act.

Role of recording secretary

- 6.8** The recording secretary is responsible for doing, or making the necessary arrangements for, the following:

- 6.8.1 issuing notices of general meetings and directors' meetings;
- 6.8.2 taking minutes of general meetings and directors' meetings;
- 6.8.3 keeping the records of the Society in accordance with the Act; and
- 6.8.4 have custody of the common seal of the society, if provided by the Board.

Role of corresponding secretary

- 6.9** The corresponding secretary is responsible for:

- 6.9.1 overseeing incoming and outgoing communications of the Society; and
- 6.9.2 where necessary, providing information to the Board and Society members.

Role of treasurer

- 6.10** The treasurer is responsible for undertaking, or making the necessary arrangements for, the following:

- 6.10.1 receiving and banking monies collected from the members or other sources;
- 6.10.2 keeping accounting records in respect of the Society's financial transactions;
- 6.10.3 preparing the Society's financial statements;
- 6.10.4 filing the annual report of the Society and making any other filings with the registrar under the Act;
- 6.10.5 overseeing the Society's filings respecting taxes; and
- 6.10.6 Liaising with the accountant to prepare the Notice to Reader.

Part 7 Board Committees and Policies

- 7.1** The Board may appoint one or more committees that it considers appropriate and may delegate any, but not all, of its powers to the committee, and may not delegate the powers to fill vacancies on the Board.

Committee meetings

- 7.2** A committee established by the Board may regulate its meetings and proceedings as it thinks fit.

Obligations of committee

- 7.3** A committee established by the Board, in order to exercise the powers delegated to it, must:
- 7.3.1 conform to rules set by the Board, and
 - 7.3.2 report every action or thing done in the exercise of those powers to the earliest directors' meeting held after the action or thing has been done.

Policies

- 7.4** The directors may adopt and maintain policies regarding the operation of the Society, the conduct of the Board, and the discharge of their duties that are not inconsistent with the Act or these Bylaws.

Part 8 Signing Authority

Signing authority

- 8.1** A contract or other record to be signed by the Society must be signed on behalf of the Society:
- 8.1.1 by the president, together with one other director;
 - 8.1.2 if the president is unable to provide a signature, by a vice-president together with one other director;
 - 8.1.3 if the president and vice-president are both unable to provide signatures, by any two other directors; or
 - 8.1.4 in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.
- 8.2** Cheques on behalf of the Society shall be signed by any two of the following directors:
- 8.2.1 president;
 - 8.2.2 vice-president
 - 8.2.3 past president;
 - 8.2.4 treasurer; or
 - 8.2.5 two other directors as authorized by the board.

Seal

- 8.3** The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 8.4** The common seal must be affixed only when authorized by a resolution of the Board and then only in the presence of the persons prescribed in the resolution or, if no persons are specified, in the presence of any two directors who under these bylaws have signing authority for a contract or other record.

Part 9 Previous Constitution Provisions

The following provisions have moved from the Constitution, by order of the Province of BC:

- (3)** The operations of the Society are to be chiefly carried on in the Province of British Columbia.

- (4)** If upon winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the Members, but shall be given or transferred to another Canadian charitable organization or organizations having cognate or similar objects, provided that such organization is a charitable organization within the meaning of the Canada Income tax Act for the time being in force. Such organization or organizations shall be determined by a majority of Members attending the first meeting called by the liquidator on the winding up or dissolution of the Society. This provision was previously unalterable.