



**Museum at Campbell River
Amendments to By-Laws
Annual General Meeting – April 25, 2018**

RESOLUTION – Amendments to By-Laws

Special Resolution (By-Law 35) requires approval of not less than 75% of the votes cast by the members of the Society entitled to vote at the meeting.

WHEREAS the Board of Trustees of the Campbell River and District Museum and Archives Society has considered the wording of the By-Laws and recommends amendments to update the wording of the By-Laws; and,

WHEREAS the Board requires ratification of this proposal (By-Law 35) through a special resolution.

THEREFORE BE IT RESOLVED that the following sections of the By-Laws be amended as follows and that all sections not listed here remain unchanged:

Note: Specific changes to sections of the By-Laws are highlighted in yellow.

BY-LAWS

1. **Section 1** of the By-Laws be amended to read:

- (a) *Individual* membership provides all membership benefits to one person;
- (b) *Student* members shall be bona fide students of any educational institution while they remain students;
- (c) *Senior* members shall be persons 65 years of age and over;
- (d) *Family* membership shall be members of one family living at one address; and
- (e) *Business* membership shall be institutions, organizations and commercial enterprises.

Honourary lifetime membership may be bestowed at the discretion of the Board and all lifetime members shall be considered as Active Members.

2. **Section 2(a)** of the By-Laws be amended to read:

- (a) The right to vote on Society affairs shall be vested in Active Members in good standing, except for employees of the society.

3. **Section 2(c)** of the By-Laws be amended to read:

A proxy may be assigned by any eligible voting member to any other eligible voting member attending a general or a special meeting. A signed form indicating the assignment of a proxy must be provided to the Board President, prior to the start of the meeting for which the proxy is in force. The use of the proxy is limited to voting on amendments to the constitution and by-laws and the election of trustees.

4. **Section 2(d)** of the By-Laws be amended to read:

(d) Active Members shall only vote on resolutions relating to:

 - (i) Alteration of the Society's bylaws or constitution
 - (ii) The election and removal of directors
 - (iii) Matters required by the Societies Act to be approved by Special Resolution and the Society's affairs will otherwise be managed and governed in accordance with paragraphs 13 and 23 of the Bylaws.

5. **Section 3** of the By-Laws be amended to read:

Only active Members of the Society may serve on the Board of Trustees. Only members of the Board of Trustees may serve as Officers of the Society.

6. **Section 7** of the By-Laws be amended to read:

The Board of Trustees shall have power by a three-quarter vote of the whole Trustees, which may be by letter-ballot, to remove from membership rolls the name of any person who, in the opinion of the Board of Trustees, is no longer worthy of being connected with the Society and such person shall cease to be connected in any way with the Society but the Trustees shall first give to such person the right to appear before the Trustees and to be heard.

7. **Section 8** of the By-Laws be amended to read:

The Annual General Meeting shall be held within six months of the fiscal year end. The specific date of the Annual General Meeting shall be decided by the Trustees with 14 days written notice given by e-mail or mail to members. The fiscal year of the Society shall be the calendar year, January 1 to December 31.

8. **Section 11** of the By-Laws be amended to read:

At least one-tenth of the Active Members in good standing or 12 voting members (whichever is less) shall be necessary to constitute a quorum at any regular general meeting.

9. **Section 13** of the By-Laws be amended to read:

Board of Trustees and Officers

The Board of Trustees shall consist of up to 10 members, nine of whom shall be elected at the Annual General Meeting and one of whom as a non-voting liaison appointed by the City of Campbell River. The affairs of the Museum and Archives shall be controlled by the Board of Trustees consisting of the nine elected members. The Trustees shall be elected at the Annual General Meeting and shall hold office for a period of two years. The officers shall be elected by the Trustees from among the elected Trustees at the first meeting of the Trustees following the Annual General Meeting and in the manner approved by the Trustees.

10. **Section 14** of the By-Laws be amended to read:

The officers of the Society are appointed by the Board of Trustees and shall be a President, a Vice-President, a Secretary and a Treasurer.

11. **Section 16** of the By-Laws be amended to read:
The President shall preside at all meetings of the Society.
12. **Section 20** of the By-Laws be amended to read:
Any Officer or Board Trustee of the Society shall be deemed to have vacated his or her office or position:
 - (c) if he or she is absent from three consecutive meetings of the Board of Trustees subject to Board review.
13. **Section 24** of the By-Laws be amended to read:
Participation of at least five voting members of the Trustees shall be necessary to constitute a quorum at a meeting of the Trustees.
14. **Section 25** of the By-Laws be amended to read:
Questions arising at any meetings shall be decided by a majority vote of those participating.
15. **Section 26** of the By-Laws be amended to read:
It shall be the duty of the Board of Trustees to formulate the general policies for the operation of the Museum and Archives and for the care, custody and control of all Museum and Archives properties and records. The Board of Trustees shall render, at least once each year, a report of the operation of the Museum and Archives to the members of the Society. The Board of Trustees shall by resolution set policy for the signing of all written contracts in the name of the Society.
16. **Section 27** of the By-Laws be amended to read:
 - (a) The Society may have an Executive Director who shall be appointed by the Board of Trustees for such term as it may fix;
 - (b) In accordance with the B.C. Societies act the Executive Director is a senior Manager as that term is defined in the Act.
 - (c) The Executive Director shall receive such salary as the Board of Trustees may from time to time determine;
 - (d) The Executive Director shall be an ex-officio member of the Board of Trustees ; and
 - (e) The Executive Director shall be responsible for overseeing the preparation and custody of minutes of meetings of the Society and Board of Trustees
17. **Section 28** of the by-Laws be amended to read:
The Society shall exercise such borrowing power as may, from time to time, be approved by a Trustees' resolution passed by a majority of the Board of Trustees.
18. **Section 30** of the By-Laws be amended to read:
On any motion or question involving the financial arrangements or transactions of the Society voting shall be limited to Active Members subject to the voting rights outlined in the By-Law.

19. **Section 37** of the By-Laws be amended to read:

City of Campbell River

The Society shall operate within the terms of any contract or agreement negotiated between the Trustees and the **City** of Campbell River.

20. **Section 39** of the By-Laws be amended to read:

Dissolution Clause

In the event of the dissolution or wind-up of the Campbell River and District Museum and Archives Society all its remaining assets, after payment of liabilities, shall be distributed to the City of Campbell River. This clause was previously unalterable.