



Constitution & Bylaws

Constitution

(as transitioned to amendments to the Societies Act (2016) with 2023 amendments)

THE BRITISH COLUMBIA HISTORICAL FEDERATION

Incorporation Number S0001582

1. The name of the Society is THE BRITISH COLUMBIA HISTORICAL FEDERATION
2. The purpose of the Society is to support, promote, and communicate diverse practices of public history in British Columbia through commemoration, recognition, and publication.

THE BRITISH COLUMBIA HISTORICAL FEDERATION

Organized October 12, 1922, as “The British Columbia Historical Association”, and registered under the Societies Act, March 2, 1927. Change of name registered under the Society Act, July 29, 1983.

Bylaws

(as transitioned to the 2016 Societies Act with 2023 amendments)

1. 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 Federation;
- “**Bylaws**” means these Bylaws as altered from time to time;
- “**the Federation**” or “**the BCHF**” means The British Columbia Historical Federation

1.2. The definitions in the Act apply to these bylaws.

- 1.3. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, will prevail.

2. Memberships

- 2.1. There shall be four classes of membership:
 - 1) Member Organizations: organizations with a mandate for history, heritage, or culture whose values are consistent with those of the Federation are entitled to become Member Organizations of the Federation.
 - 2) Affiliate Members: Organizations, institutions and for-profit businesses who support the mandate of the BCHF are invited to become Affiliate Members.
 - 3) Individual Members: Individuals are invited to become Individual Members of the British Columbia Historical Federation.
 - 4) Honorary Members: Individuals distinguished for their work in advancing and supporting knowledge of British Columbia's history or otherwise deemed worthy of honorary membership, shall be elected unanimously by the Board on the nomination of a President of a Member Organization on the instructions of that Organization. They shall be nominated from the members of the Federation and shall be elected at the Board meeting immediately preceding the Annual General Meeting. Up to three (3) Honorary Member may be elected in any one year, and the maximum shall be twenty-five (25) Honorary Members. Honorary Members shall have the same privileges as Individual Members for life and are exempt from the payment of annual dues.
- 2.2. Application for membership
 - 2.2.1. Individuals or organizations may apply to the Board for membership in the Federation. The individual or organization becomes a member upon the Federation's receipt of the application and payment of annual dues.
- 2.3. Duties of Members
 - 2.3.1. Every member must uphold the constitution of the Federation and must comply with these Bylaws.
 - 2.3.2. Members will pay annual dues to the Federation based on their class of membership as determined by the board.
- 2.4. A member shall cease to be a member of the Federation:
 - 1) By sending written notice of withdrawal signed by an officer of the organization to the Federation.

- 2) By failing to forward dues within 6 months of the membership renewal date.
 - 3) For cause that is detrimental to the Federation, specified by special resolution of the Board by a 75 percent majority vote of Board members present. Twenty-one days' notice in writing of the special resolution of expulsion must be given to the organization or individual and such organization or individual shall be given an opportunity to be heard at the meeting of the Board before the special resolution is put to the vote. An appeal for reconsideration may be made to the next succeeding annual general meeting of the Federation.
- 2.5. Honorary Patron: The Federation may invite individuals, such as their Honour, the Lieutenant-Governor of the Province of British Columbia, to be Honorary Patron of the Federation.
 - 2.6. Honorary President: The Federation may have an Honorary President nominated and elected by the Board annually.

3. Meetings of Members

- 3.1. A general meeting must be held at the time and, if applicable, place the Board determines.
- 3.2. Notice of a general meeting shall specify the place, the day and the hour of meeting and shall state the nature of the business of that meeting.
- 3.3. The Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
- 3.4. Seventy-five percent of the Board, or no less than 10 per cent of the members of the Federation, may request an extraordinary general meeting of the Federation for any purpose. Any persons calling an extraordinary general meeting of the membership of the Federation shall be responsible for the administration and preparation of the meeting.
- 3.5. All members of the Federation shall have the right to attend and to speak at meetings of the Board but only members of the Board shall have the right to vote.
- 3.6. All members of the Federation are entitled to attend and take part in discussions at general meetings. Voting at any general meeting of the Federation shall be by:
 - 1) Each member of the Board in attendance shall have one vote;

- 2) Member Organizations with dues paying members nominate voting delegates accredited by those Member Organizations – one (1) delegate for each ten (10) or part thereof paid-up members;
 - 3) Member Organizations without dues paying members have one voting delegate accredited by that Member Organization;
 - 4) One voting delegate accredited by each Affiliate Member.
 - 5) Individual members do not have voting privileges.
- 3.7. The Chair of any general meeting shall be the President. If the President is unable to chair the meeting, the Chair may be the Vice President, or another member of the Board selected by those present at the meeting.
- a) Any resolution or motion shall be deemed passed if a majority of the voting members present vote in favour of such resolution or motion unless otherwise stipulated in the Bylaws.
 - b) The Chair does not have a second vote, and proxies will not be accepted.
- 3.8. A quorum at the general meeting shall be twenty voting members.
- 3.9. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not in attendance,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and,
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 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 in attendance or until the meeting is adjourned or terminated.
- 3.11. The order of business at a general meeting is as follows:
- a) elect an individual to chair the meeting, if necessary;
 - b) determine that there is a quorum;
 - c) approve the agenda;
 - d) approve the minutes from the last general meeting;
 - e) deal with unfinished business from the last general meeting;
 - f) if the meeting is an annual general meeting,

- 1) receive the directors' report on the financial statements of the Federation for the previous financial year, and the auditor's report, if any, on those statements,
- 2) receive any other reports of directors' activities and decisions since the previous annual general meeting,
- 3) elect or appoint directors, and
- 4) appoint an auditor, if any;
- 5) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- 6) terminate the meeting.

3.12. Notice of any general meeting shall be given to all members at least 21 days in advance of the date of the meeting.

3.13. Voting delegates of Member Organizations and Affiliate Members must register and present authorized voting credentials to the Federation Secretary before the general meeting of the Federation.

4. Officers of the Federation

4.1. The Officers of the Federation shall consist of the President, Vice President, immediate Past-President (ex officio), Secretary, and Treasurer.

4.2. The President may not serve more than three consecutive years and shall not be eligible for re-election as President for at least three years.

4.3. The offices of Secretary and Treasurer may be combined into one office – that of Secretary-Treasurer.

4.4. The President, Vice-President, Secretary, Treasurer for the ensuing year shall be elected at a properly constituted election at the Annual General Meeting, at which meeting they may be re-elected subject to the limitation in Bylaw 4.2 relating to the length of service of the President.

4.4.1. Elections shall be held for each office to be filled by directors serving at large.

4.4.2. An election may be by acclamation, otherwise it shall be by ballot, oral vote, show of hand, or other method that adequately discloses the intention of the voting members.

4.4.3. If no successor is elected the person previously elected or appointed may continue to hold office, except for the President as provided by Bylaw 4.2.

4.4.4. These positions may be filled by suitably qualified members of the Federation who need not be members elected to the Board for the ensuing year.

- 4.5. The Board may, by special resolution passed by 75 per cent majority vote of the Board members present, remove an Officer before the expiration of their term of office because of behaviour that is detrimental to the Federation. The remaining members of the Board may appoint a member to take the place of the former Officer.
- 4.6. Where a member of the Board must step down from their role prior to the end of their term the remaining members of the Board may appoint a member to take the place of the former Officer.

5. Duties of Officers

- 5.1. The President:
 - 1) shall preside at all meetings of the Federation and of the Board, unless the members of the Board otherwise decide;
 - 2) is the chief executive officer of the Federation and shall supervise the other officers in the execution of their duties.
- 5.2. The Vice President shall carry out the duties of the President should they be absent
- 5.3. The Secretary is responsible for doing or making necessary arrangements for the following:
 - 1) Issuing notices of general meetings and director's meetings;
 - 2) Taking minutes at general meetings and director's meetings;
 - 3) Keeping the records of the Federation in accordance with the Act, including ensuring that renewal reminders and expulsion notices are issued;
 - 4) Conducting the correspondence of the Board;
 - 5) Filing the annual report of the Society and making other filings with the registrar under the Act.
 - 5.3.1. In the absence of the secretary from a meeting the Board must appoint another individual to act as secretary for the meeting.
- 5.4. The Treasurer is responsible for doing or making necessary arrangements for the following:
 - 1) Receiving and banking monies collected from the members or other sources;
 - 2) Keeping accounting records in respect of the Federation's financial transactions;
 - 3) Preparing the Federation's financial statements;
 - 4) Making the Federation's filings respecting taxes.

5.5. Other Officers and Directors shall perform such duties as the Board may decide.

6. The Board

6.1. The affairs of the Federation shall be administered by a Board consisting of the Officers of the Federation and between three and ten directors

6.2. The Board (Officers and other Directors) shall hold office from the time of the first Board meeting after the Federation's Annual General Meeting until the end of the following Annual General Meeting.

6.3. Following the Annual General Meeting the incoming Board, including Officers shall meet for the purpose of dealing with business as may come before them.

6.4. The Board shall have custody and disposal of the property of the Federation.

6.5. Five voting members of the Board shall constitute a quorum.

6.6. In case of equality of votes, the President does not have a second vote, and the motion fails.

6.7. The Board shall hold at least one meeting each year other than the ones immediately preceding and following the Annual General Meeting.

6.8. The Board shall have the power to make policies for the operation of the Federation, providing they are in accordance with these Bylaws.

6.9. The Board may meet by electronic means to transact Board business in order to minimize travel time and costs and to be able to react to concerns of an urgent or immediate nature.

7. Remuneration of Officers and Directors

7.1. These Bylaws do not permit the Federation to pay to an officer or director remuneration for being an officer or director, but the Federation may, subject to the Act, pay remuneration to a director for services provided to the Federation in another capacity.

8. Executive Committee

8.1. The Executive Committee shall consist of the regularly elected Officers: President, Vice-President, Secretary, Treasurer and the immediate Past President.

8.2. The Executive Committee shall meet at the call of the President or of three of its members. It shall have no power to originate policies independent of the Board, and it shall report any activities to the succeeding meeting of the Board for appropriate action.

9. Miscellaneous

- 9.1. Resolutions: A resolution signed, or approved by electronic means, by the majority of the members of the Board and placed with the Minutes of the Board shall be as valid and effectual as if passed at a meeting of the Board duly called and properly constituted. Meetings held by electronic means will be permitted.
- 9.2. Signing Authority: Signing authorities for the Federation shall be appointed by a motion at a Board meeting.
 - 9.2.1. A contract or other record to be signed by the Federation must be signed on behalf of the Federation:
 - 1) By the President, together with one other director that has been appointed as a signing authority;
 - 2) If the president is unable to provide a signature by the Vice President together with another director that is a signing authority;
 - 3) By one or more individuals authorized by the board to sign the record on behalf of the Federation.
- 9.3. Financial Year: The financial year of the Federation shall be from April 1st to March 31st of the following year.
- 9.4. An audit of the Federation's finances may be requested at an annual general meeting by a motion passed by the majority of voting members in attendance.
- 9.5. Annual Dues: The annual Federation Dues for all members shall be set at the Annual General Meeting for the succeeding financial year.
- 9.6. Borrowing Powers: The Federation shall exercise no borrowing powers.
- 9.7. Seal: The Seal of the Federation shall not be affixed to any instrument except by authority of a resolution of the Board, or of the Executive Committee, and in the presence of such officers as may be prescribed in and by such resolution.
- 9.8. Amendments to the Bylaws: Bylaws shall be amended only by special resolution at a general meeting of the Federation. Motions to amend the Bylaws may be proposed by the Board, or by a Member Organization transmitting the proposed amending motion through its Secretary to the Federation Secretary. Such motions, together with reasons therefore, will be distributed to all Member Organizations of the Federation at least one month before the meeting. A 75 per cent majority vote of the Board members and of accredited delegates in attendance will be required to pass the amendment(s).

- 9.9. Nominations for Directors may be submitted in writing or e-mail by Member Organizations. These must be received by the President at least twenty-one days prior to the Annual General Meeting. The operations of the Federation are to be carried on chiefly within the Province of British Columbia.
- 9.10. The purposes of the Federation shall be carried out without purpose of gain for its members and any profits and other accretions to the Federation shall be used for promoting its purposes. This provision was previously unalterable.
- 9.11. In the event of winding up or dissolution of the Federation, any funds of the Federation remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organizations promoting the same object of this Federation as may be determined by the members of the Federation at the time of winding up or dissolution. And if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided that such organization referred to in this paragraph shall be a registered charity recognized by the Canada Revenue Agency, as qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.