

**CONSTITUTION AND BYLAWS
of
SANDON HISTORICAL SOCIETY**

CONSTITUTION

1. The name of the Society shall be the "Sandon Historical Society".

2. PURPOSES:
 1. To educate the public at large as to the unique position of Sandon in the history of the Kootenay region of BC, of BC as a whole, of adjacent areas to the south and of western Canadian development.
 2. To acquire, manage and dispose of assets to enhance the heritage values of Sandon.
 3. To do all things needful to achieve the purposes of the Society including, but not limited to the preservation, restoration and replication of historic structures in Sandon.
 4. To accept, hold and disburse funds received for the purposes of the Society.
 5. The by-laws as passed from time to time at a general meeting of the Society shall govern the operation of the Society, and are attached to and form part of this Constitution.
 6. The goals of the Society are to:
 - a) provide and publish materials relevant to the townsite of Sandon and the surrounding

mining camps and their roles in the development of the above areas;

b) undertake and supervise projects to enhance public awareness of Sandon and its history;

c) sponsor special events and services carried out under the Society's control and supervision for the further education of visitors to the Sandon area;

d) foster the protection and preservation and longevity of the historic and aesthetic values represented by the mining camp and community of Sandon, with its unique place in western Canadian history by educating the public as to the nature of the townsite and the methods employed in the surrounding mines.

e) promote investment as a means of sustaining Sandon's future.

f) obtain photographs, slides, motion pictures, videotapes and any other materials, records and artifacts for purposes of explaining and interpreting facts relating to the history, ethnology, life sciences and earth sciences pertaining to the townsite of Sandon, the mines and surrounding area and to maintain direct control of these interpretive materials.

g) publish bulletins, related to Sandon and area and featuring historic events, places or facilities, provided by other authorities for the benefit and education of visitors to the area.

h) print, publish and distribute government and private publications dealing with the Sandon area. To prepare and display photographic slides and postcards pertaining to historic events and/or natural features relating to the interpretive story of the development of the townsite of Sandon and its historic significance and that of the nearby mines.

3. The Society shall be carried on without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its objects.

4. In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada.

5. Articles 3, 4 and 5 are unalterable in accordance with Section 22 of the Society Act of British Columbia.

BYLAWS OF THE SANDON HISTORICAL SOCIETY

BYLAW 1.000 MEMBERSHIP

1.1 Membership types may include:

1.1a) Regular: Any person over the age of 16 years interested in the purposes of the Society may apply for membership. This type of membership carries voting rights at all General Meetings, is valid for the calendar year in which it is granted and is renewable yearly subject to all other relevant provisions of this by-law. A new member will not have voting rights for a probationary period of 45 days.

1.1b) Associate: Granted to a person who pays the prescribed annual fee and supports the Society, its aims and objects, but does not vote.

1.1c) Family: Granted to a family group upon payment of a prescribed fee. This is a sustaining membership, and has no voting priveleges.

1.1d) Honourary: Granted to a person nominated by any Society member for an outstanding contribution to the objects of the Society and confirmed by vote at a Regular Meeting. An Honourary Member has voting rights but is not required to pay membership fees.

1.1e) Junior: Granted to a person under the age of 16 years who pays dues and receives designated publications of the Society, but has no voting rights.

1.1f) Senior: Granted to a person of age 60 years or older who pays fees, has voting rights and receives designated publications of the Society.

1.1g) Lifetime: Granted to any person as in the provisions of 1.1a) except that on payment of the prescribed lifetime fee no renewal is required.

1.2 Membership fees. Fees for each class of member will be prescribed by the Board of Directors or recommended and approved at an Annual or Special General Meeting. A membership fee for the calendar year will be due at January 1 of the year, and will entitle that member to receive all Annual Reports of the Society and to vote in any election or on any issue put to the voting members in that calendar year.

1.3 A special membership fee for Junior and Senior categories may be created by the Board for those members that do not wish to receive Society publications or notices.

1.4 Termination of membership:

1.4a) Any member who desires to withdraw from membership in the Society may notify the

Board of Directors in writing to that effect, and on receipt by the Board of Directors of such notice, the member shall cease to be a member. No membership fee shall be refunded to a withdrawn member.

1.4b) Membership shall cease and not be renewed for a member who fails to pay the annual membership fee by March 31 of the calendar year.

1.4c) Any member may be expelled from the Society by a Special Resolution of the members passed in a General Meeting called for that purpose.

1.4d) At a meeting described in 1.4c), a member or delegate has the right to speak on his or her own behalf.

1.4e) An expelled member may be reinstated by a special resolution passed by a general meeting.

1.5 Assessments: No fines or special assessments may be made against any member of the Society. Furthermore, members are entitled to free admission to the Society's museum and archives during regular public hours. The Society may charge differential fees to members and non-members for attendance at Society sponsored functions, use of the society's property, and copies of publications, photographs, records or other data.

BYLAW 2.000 MEETINGS

2.1 The Society shall hold an Annual General Meeting at Sandon or an alternate appropriate place during the month of October. Notice of the time and place of such a meeting and the agenda thereof shall be given by mail at least thirty (30) days prior to the meeting to all voting members of the Society. The Society Secretary shall give the Annual Report of the activities of the Society and its plans for the future. The Treasurer shall give a report of the financial condition of the Society. The Board of Directors will be elected at the Annual General Meeting.

2.2 The Society shall hold Special Meetings from time to time as deemed necessary or required by the Board of Directors. The Board of Directors is obliged however to call a Special Meeting upon receiving a petition in writing from ten (10%) percent of the paid-up members of the Society stating the reasons for calling the meeting. Notice of time and place of special meetings and the agenda thereof shall be given by mail at least thirty (30) days prior to the meeting to all voting members of the Society.

2.3 A quorum at all General Meetings shall consist of ten (10) members or one third of the total voting membership whichever is the lesser.

2.4 All meetings will be conducted according to the most recent Canadian edition of Robert's Rules of Order, of which a copy will be kept on hand by the Society.

2.5 All meetings of the Board shall be public. In camera discussions shall be restricted to matters of land acquisitions and sales, personnel & legal matters.

BYLAW 3.000 ELECTIONS

3.1 The Board of Directors will be elected at the Annual General Meeting. There shall be a maximum of seven (7) directors, each member to serve a one-year term. The president and vice-president, secretary, treasurer and three (3) directors shall each be directly elected.

3.2 Nomination Procedure: Nomination shall be made by voting members and only Regular, Lifetime and Honourary Members shall be eligible to vote and hold office. The Board may submit a nomination list, and must make this known to the membership on the notice of meeting. Other nominations may be made from the floor at the meeting.

3.3 Balloting Procedure: Elections are to be by secret ballot. At the Annual General Meeting, the Chair shall appoint a committee to count all ballots. Voting members shall be supplied with ballots.

3.4 Duties of the Board at the Annual General Meeting: The outgoing Board shall surrender all possessions and responsibilities of their offices to the new Board as their last official action before adjournment of the Annual General Meeting.

3.5 By-Elections: The voting membership shall have the power to remove officers by a two-thirds majority vote and to fill the vacancies which may occur in any office by a by-election. All voting members must be notified by the Board at least two weeks in advance of any meeting for removing or by-election of officers.

3.6 Proxy voting shall not be allowed.

3.7 No member may serve more than five (5) consecutive terms on the Board of Directors.

BYLAW 4 DIRECTORS AND ADVISORY COMMITTEE:

4.1 The Board will consist of seven (7) officers, all of whom shall serve without compensation for the ensuing year or until a successor is elected, viz:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Director (3)

The positions of Secretary and Treasurer need not be two different persons if, in the opinion of the Board, it is felt that one person could act as Secretary/Treasurer adequately.

4.2 At its first meeting, the directors shall establish regular meeting times for the remainder of the year.

4.3 A Special Meeting of the Board shall be communicated to all directors as to time, place and agenda at least 48 hours prior to such meeting taking place, at which time four of the Board shall form a quorum. Such a meeting shall not be held without the concurrence of two thirds (2/3) of the Board Members.

4.4 Subject to 4.3, a Special Meeting may be called by the President or any two (2) directors.

4.5 Duties of Officers:

4.5a) The President shall chair all formal meetings of the membership and Board of Directors, direct the Society in all matters of its business, co-sign any financial and business transactions of the Society, oversee the other officers in the execution of their duties and perform other duties appropriate to his position.

4.5b) The Vice-President shall participate as necessary in all aspects of the Society's administration. In the absence of the President, he shall, in addition, assume the duties of the President

4.5c) The Secretary shall keep all Seals of the Society and have responsibility for the official correspondence of the Society. The Secretary shall supply to the Registrar of Societies an up-to-date list of the Board of Directors and their addresses; and also a copy of the yearly financial statements of the Society.

4.5d) The Treasurer shall keep the financial records, including books of account necessary to comply with the Society Act; and to render financial statements to the Directors, members and others as required; and to administer any accounting activities contracted out on behalf of the Society by the Board of Directors.

4.5e) Notwithstanding 4.5c) and 4.5d), the Board shall be empowered to hire employee(s) to keep the financial records and prepare minutes and official correspondence under the direction of the Secretary and/or Treasurer.

4.6 Society directors' duties To manage the affairs of the Society according to the Constitution and Bylaws of the Society, and to recommend such changes to the Constitution and Bylaws as may be needful.

4.7 The Board of Directors may appoint an Advisory Committee. The Advisory Committee shall be a non-voting committee composed of interested specialists and friends of Sandon who are available for consultation on Society matters and technical questions. They shall represent the

principal fields of the Society's endeavours and shall be invited and encouraged to offer suggestions and criticisms of the policies and work of the Society. The Advisory Committee shall be selected and appointed by the Board of Directors as it sees fit. Members of this committee shall hold office until the next Annual General Meeting. All immediate past directors are ex officio members of this committee. Inactive members may be replaced upon notice by the Board of Directors.

4.8 The officers of the Society can be removed from office prior to their terms expiring by a petition, stating the reasons for removal to be submitted to the Board of Directors, from a majority of the voting membership. The issue must be presented in the form of a motion at a Special General Meeting and must receive the support of a 2/3 majority of the voting members in attendance.

4.9 Notwithstanding 4.8, a Special General Meeting to remove a Board Member may be called by petition signed by five (5) Board Members.

BYLAW 5. BORROWING PAPERS

For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued

without the sanction of the Board of Directors of the Society and without approval by a Special Resolution of the Society.

BYLAW 6. AUDITING

The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant appointed by the Board, or by two (2) members of the Society elected for that purpose at a General Meeting of the Society.

BYLAW 7. SEALS

The seals of the Society shall be under the control of the Board of Directors and the responsibility for their use and custody shall be with the Board of Directors.

BYLAW 8. AMENDMENTS:

The bylaws of the Society may be rescinded, altered or added to by a Special Resolution passed by a majority of not less than three-fourths (3/4) of such members voting as are present at a General Meeting. Members shall be given one (1) month's written notice specifying the intention to propose a Special Resolution to amend, repeal or add to the bylaws and the details of the proposed changes at such General Meeting.

BYLAW 9. MINUTES AND RECORDS

9.1 The Secretary, or some other officer or employee specifically charged by the Board of Directors with the duty shall maintain and have charge of the Minute Books of the Society and shall record or cause to be recorded therein the minutes of proceedings of all meetings of

members and the Board of Directors.

9.2 The books and records of the Society shall be kept by the Secretary and shall be available for inspection upon due notice by members of the Society. These books and records shall include, but not be restricted to, such documents, electronic recordings, computer and/or digital records that may be found needful to the smooth operating of the Society.

9.3 Notwithstanding 9.2, the Recording Secretary shall be empowered to make electronic recordings of such meetings that the board may deem needful, for the purpose of keeping accurate minutes, and these recordings shall not be part of the official records of the Society.

BYLAW 10 ■■■ OPERATIONAL POLICIES AND DIRECTIVES:

Each action approved by the Board of Directors which serves to establish new policies or to establish new administrative procedures will be designated a "Directive". The Secretary of the Society shall consecutively number in chronological order each Directive and shall be responsible for forwarding the contents thereof to the Society and to any publication of the Society.