



## **THE BRITISH COLUMBIA MUSEUMS ASSOCIATION BYLAWS**

**AMENDED OCTOBER 2018**

### MEMBERSHIP

1. The Association shall consist of Members in the following categories:
  - (a) *Institutional Member*: shall be restricted to museums and related institutions qualifying as such under the definition set out in By-law 27, and which are situated the Province of British Columbia.
  - (b) *Affiliate Member - Institutional*: is open to institutions which operate in areas of museological interest, whether non-profit or commercial.
  - (c) *Affiliate Member – Individual*: shall be open to individuals who earn income through contracts or service provision or other commercial activities for museums, galleries, heritage organizations or related cultural institutions.
  - (d) *Individual Member*: shall be open to any person who wishes to promote the aims of the Association, whether or not he or she is connected with a museum.
  - (e) *Student/Volunteer*: is open to bona fide students of any educational institution while they remain students. This category is also open to museum volunteers.
  - (f) *Honorary Members*. The Council, may from time to time, appoint Honorary Members, in recognition of their efforts on behalf of the organization or the museum community in general.
  - (f) *Life Member*. This refers to Members who have paid a special fee to be Members for life.

All memberships will be subject to the approval of Council.

### VOTING RIGHTS

2.
  - (a) Each Institutional, Individual, Student/Unemployed in good standing and each Honorary and Life Member, shall be entitled to one vote. Institutional Members shall provide to the President of the Association, a signed notice, listing the name of a person who will vote on behalf of the institution.
  - (b) A Proxy may be assigned by any eligible voting Member to any other eligible voting Member attending a general or special meeting. A signed form indicating the assignment of a proxy, must be provided to the President, prior to the start of the meeting for which to 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 officers and Council.



#### ELIGIBILITY TO HOLD OFFICE

3. Eligibility to hold office or serve as a member of the Council, except where otherwise specified in these By-laws, shall be limited to voting Members of the Association who are in good standing.

#### ANNUAL FEES

4. The annual fees for the various categories of membership shall be as decided from time to time by the Council.

#### RESIGNATIONS

5. Any Member may terminate their connection with the Association by sending their resignation, in writing, to the President of the Association, and their name shall be removed from the membership roll.

#### SUSPENSIONS

6. Any Member whose dues are in arrears for six months shall forfeit their good standing, and shall be removed from the Membership roll.

#### EXPULSIONS

7. The Council shall have power, by a three-quarter vote of the whole Council, which may be by ballot, to remove from the Membership rolls the name of any Member who has ceased to be in good standing or who is otherwise in breach of his or her obligations as Member of the Association; who has engaged in conduct that is unbecoming or inconsistent with the mission and values of the Association; or who, in the opinion of the Council, at its sole discretion, is no longer worthy of being connected with the Association.
  - (a) The Council shall first give the Member the right to appear before the Council and be heard.
  - (b) In the case of expulsion due to breach of a Member's obligations as a Member of the Association, provide the Member with an opportunity to rectify the breach to the satisfaction of Council; provided that the period for rectification shall not exceed 30 days absent the express approval of three-quarters of Council.
  - (c) Should Council not approve expulsion in any case that may be brought to its attention, the matter shall not be entered in the minutes of the Council.

#### MEETINGS

8.
  - (a) The Council shall be responsible for determining the time and place of the Annual General Meeting. Written notice of 14 days shall be required for an Annual General Meeting.
  - (b) General meetings may be called by the Council. General meetings may also be requested by the membership in accordance with the *Societies Act*.
  - (c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

As provided by the *Societies Act* a copy of the financial statements of the Association shall be provided to each member at least 10 days before the date of the Annual General meeting. Before circulation, the



financial statements must be approved by Council.

9. A quorum at a General Meeting shall be one-fifth of the total number of eligible voting Members or 15 voting Members (whichever is less), in person, but shall never be less than 5 persons.

#### OFFICERS

10. (a) The officers of the Association shall be a President, Past President, Vice-President, Secretary, and the Treasurer.
- (b) President, Past President, Vice-President, Secretary shall be elected at the Annual General Meeting and shall hold office for a period of one year.
- (c) Treasurer shall be elected at the Annual General Meeting and shall hold office for a period of two years.
- (d) The officers shall assume office following the close of the Annual General Meeting at which they were elected.
- (e) Any officer shall be eligible for re-election, but may not serve more than two consecutive terms in the office to which they have been elected.
- (f) In the event of the resignation of the President, the Vice-President shall take over. In the event of the Vice President resigning, the Council may appoint a member of Council to complete the Vice- President's unexpired term of office.

#### COUNCIL

11. (a) There shall be a Council consisting of the officers of the Association, a Past President, six Councillors, plus a Councillor from a British Columbia academic institution and a Councillor from a non-museum profession and such other members as are specifically provided by these By-laws. The Council shall have a maximum of 13 members.
- (b) Councillors shall be elected at the Annual General Meeting and shall hold office for a period of two years, their terms being so arranged that three shall be elected each year.
- (c) Councillors shall assume office following the close of the Annual General Meeting at which they were elected.
- (d) Councillors shall be eligible for re-election, but shall not serve more than two consecutive terms as Councillors.
- (e) In the event that a Councillor is unable to complete his or her term of office, the Council may appoint any Member of the Association, in conformity with Article 3 to hold office until the next Annual General Meeting, where, if necessary, an election will be held to complete the term.
- (f) The Executive Director is not eligible to serve on the Council of the Association.
12. The quorum for a meeting of the Council shall be fifty percent plus one Voting Members present.



#### EXECUTIVE DIRECTOR

13. (a) The Council may appoint an Executive Director, and fix his or her terms of employment.
- (b) The Executive Director shall receive such salary as the Council may from time to time determine.
- (c) The Executive Director shall be an *ex-officio* member of the Council.
- (d) The Executive Director shall be responsible for overseeing the preparation and custody of minutes of meetings of the Association and Council.

#### DUTIES AND POWERS OF OFFICERS AND COUNCIL

14. The President shall preside at all meetings of the Association.
15. The Vice-President shall, in the absence of the President, perform the duties of the President, and when so acting, shall have all the powers and be subject to all the responsibility hereby given or imposed upon the President.
16. (a) Council members shall be subject to the *Societies Act* in relation to conflict of interest.
- (b) No voting members of the Executive or Council shall receive remuneration or other financial benefits for their services performed to the Association, regardless of the type of service performed.
17. The Council shall:
  - (a) Be responsible for the management of the property, revenue, business and affairs of the Association.
  - (b) Establish operational policies for the Association within which the administration of the Association shall operate.
  - (c) Monitor the execution of policies through a variety of formal and informal reports from the administration on the affairs of the Association.
18. A member of the Council may be suspended or expelled in the same manner that any other Member of the Association may be suspended or expelled.

#### BORROWING POWERS

19. (a) In order to carry out the purposes of the Association, the Council may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as they decide, subject to the *Societies Act*.
- (b) The Members may by special resolution restrict the borrowing powers of the Council but a restriction so imposed expires at the next Annual General Meeting.

#### RECORDS

20. Members may inspect and copy the records of the Association; provided, however, that access to membership and accounting records may be subject to such restrictions as the Treasurer may determine at his or her reasonable discretion or as permitted by the *Societies Act*. Records may be



inspected by the Members at the Association's registered office or such other location within British Columbia as may be agreed by Council.

#### COMMITTEES / SECRETARIAT

21. The Council shall appoint such committees as the Council deems necessary to carry on the business of the Association, and may delegate to any such committee as much of its authority as it desires.
22. The Council may delegate to the Executive Director as much of its authority as it desires for the operation of the Association.
23. The Executive Director, may within the guidelines laid out by the Council, hire staff and/or appoint volunteers to assist with carrying out the objectives of the Association. The Executive Director, hired staff and volunteers shall be collectively known as the Secretariat.
24. The president shall appoint a nomination committee at least six months prior to the Annual General Meeting.

#### CHANGES TO THE CONSTITUTION AND BY-LAWS

25. The Constitution and By-laws of the Association shall not be altered or added to except by a Special Resolution of the Association passed at a General Meeting of the Association by a majority of not less than two-thirds of the voting Members present at a General Meeting of the Association. Notice to propose a Special Resolution shall be deemed to be duly given if signed by a proposer and a seconder, who shall be Members in good standing, and delivered to the Secretary not less than 20 days prior to the General Meeting and the Secretary has notified eligible voting Members not less than 14 days before the General Meeting at which it will be dealt with.

#### RULES OF ORDER

26. *Robert's Rules of Order Newly Revised* [10<sup>th</sup> Edition], where not inconsistent with these By-laws or the *Societies Act*, shall be used, so far as applicable, at all Meetings of the Association.

#### DEFINITION OF MUSEUMS AND RELATED INSTITUTIONS

27. The definition of a museum shall be that used by the Canadian Museums Association. This definition is based on the International Council of Museums and its most recent museum definition as adopted at the 21<sup>st</sup> General Conference in Vienna, Austria, in 2007:

*Definitions:*

1. Museums are institutions created in the public interest. They engage their visitors, foster deeper understanding and promote the enjoyment and sharing of authentic cultural and natural heritage. Museums acquire, preserve, research, interpret and exhibit the tangible and intangible evidence of society and nature. As educational institutions, museums provide a physical forum for critical inquiry and investigation. Museums are permanent, not-for-profit institutions whose exhibits are regularly open to the general public.
  - (a) *The above definition of a museum shall be applied without any limitation arising from the nature of the governing body, the territorial character, the functional structure or the orientation of the collections of the institution concerned.*



- (b) *In addition to institutions designated as “museums” the following qualify as museums for the purposes of this definition:*
- (i) *art galleries*
  - (ii) *natural, archeological and ethnographic monuments and sites and historical monuments and sites of a museum nature that acquire, conserve and communicate material evidence of people and their environment;*
  - (iii) *institutions holding collections of and displaying live specimens of plants and animals, such as botanical and zoological gardens, aquaria and vivaria;*
  - (iv) *science centres and planetaria;*
  - (v) *conservation institutes and exhibition galleries permanently maintained by libraries and archive centres;*
  - (vi) *nature reserves;*
  - (vii) *such other institutions as the Executive Council, after seeking the advice of Council and Committees, considers as having some or all of the characteristics of a museum or as supporting museums and professional museum workers through museological research, education or training, such as heritage organizations.*

#### OTHER DEFINITIONS

28. In these by-laws, the following terms have the following meanings”

*Association* means the British Columbia Museums Association.

*Council* means the directors of the Association; *Councillor* has a corresponding meaning.

*Member* means a member of the Association.

*The Societies Act* means the The Societies Act [SBC 2015] Chapter 18, as amended from time to time.

Other capitalized terms not defined in these by-laws have the meanings ascribed to them in the Societies Act.

#### PREVIOUS CONSTITUTIONAL PROVISIONS

29. The operations of the Association are to be chiefly carried on in Victoria in the Province of British Columbia.

30. In the event of dissolution or winding up of the organization, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada, or to a Canadian Municipality. This provision was previously unalterable.