Whistler Museum and Archives Society
Bylaws - June, 11 2025

General

1. The operations of the Society are to be carried on in the Resort Municipality of Whistler and the surrounding areas. This provision is alterable.

2. The Society shall be carried on without purpose of gain for its members. Any profits or other accretions to the Society shall be used to promote its purposes. This provision is unalterable.

3. In the event of dissolution or wind-up of the organization, all remaining assets of the Society, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada. This provision is unalterable.
"Addendum: It would be preferred that the assets be turned over to charities based in Whistler."

Membership

4. The membership in the Society shall consist of the following:

    a) Such persons as may apply to and be accepted as active members by the Board of Trustees in the manner hereinafter described.
    b) Honourary membership in recognition of service to the Society or the community at large may be bestowed by vote of the Board of Trustees. A Honourary member shall not have the right to vote.

5. Eligibility to serve as officers or trustees of the Society shall be vested in active members in good standing.

6. The right to vote on Society affairs shall be vested in active members in good standing. Proxy voting is not allowed.

7. Active members shall be persons who wish to participate in the affairs of the Society by the exercise of full voting privileges in accordance with the provisions of these Bylaws.

8. The amount of the annual membership dues shall be determined by the Board of Trustees.

9. On being admitted to membership, each member is entitled to a copy of the Constitution and Bylaws of the Society.

10. Membership in the Society shall terminate on failure to pay the annual membership fee or on expulsion by the Board of Trustees for violation of the Constitution and Bylaws or rules and regulations of the Society as prescribed by the Board of Trustees.

    a) All members are in good standing except a member who has failed to pay his current annual membership fee, or any other subscription or debt due and owing by him to the Society, and he is not in good standing so long as the debt remains unpaid.

    b) A member may be expelled by a special resolution of the members passed at a general meeting.

    c) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.

    d) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Meetings

8. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and after that, an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after holding of the last preceding annual general meeting.

9. At least fourteen (14) days' notice of any general meeting, specifying the place, the date and the hour of meeting shall be given to the members, but the non-receipt of such nature by any member shall not invalidate the proceedings at any general meeting.

10. A special meeting may be called by the President or the Executive Council or on written request of five (5) active members. Written notice of such a meeting must be given one (1) week in advance and include the place, the date, the hour and the purpose of the meeting.

11. Six (6) active members may constitute a quorum at any general meeting.

Board of Trustees

12. The Board of Trustees of the Society shall consist of up to fourteen (14) trustees, all of whom shall be elected for a term of two (2) years or until their successors are elected, with approximately one half of that number being elected in alternate years, at the regular annual general meeting of the Society. The Executive Council, that is the President, Vice President, Secretary and Treasurer shall be elected at the next General Meeting of the Board. A trustee shall be eligible to

serve for five (5) consecutive terms, unless continued service is approved by a two-thirds (2/3) majority of the members at the annual general meeting.

13. The Council of the Resort Municipality of Whistler may appoint an ex-officio trustee. This trustee shall only receive voting privileges after approval of the appointee by the general membership at the next annual general meeting of the Society, or with the authority of the Board for the balance of the year before the next annual general meeting of the Society.

14. The Board of Trustees shall transact all the business and exercise all the powers of the Society. They shall have authority to fill any vacancy occurring in the Board from the general membership for the balance of the year during which such a vacancy occurred.

15. 50% of the current Trustees shall constitute a quorum at any meeting of the Trustees.

16. The President shall preside at all meetings and shall see that the general policy and objects of the Society are carried out and generally supervise the business of the Society. The President may vote, and shall have the casting vote in the event of a tie vote upon any resolution. He/she shall jointly, with a person designated by the Board of Trustees, sign all written contracts made in the name of the Society.

17. The Vice-President shall, in the absence or demise of the President, perform the duties of the President, and when so acting, he/she shall have all the powers and be subject to all the responsibility hereby given or imposed upon the President.

18. Either the Secretary or the Executive Director shall keep or cause to be kept an accurate record of the proceedings at all meetings, give notice of meetings, and carry on correspondence. They shall be responsible for the management of all secretarial records.

19. Both the Treasurer and the Executive Director shall have responsibility for all funds, and shall keep or cause to be kept accurate financial records. Both shall be responsible for the management of all accounting records. The Board of Trustees shall be responsible for determining the signing authority at the Society's financial institution.

Funds

20. The Society shall exercise such borrowing paper as may from time to time be approved by a Board of Trustees' resolution passed by a majority of the Board.

Audit

21. Prior to the annual general meeting, all accounts shall be audited or reviewed and at such other times as may be deemed necessary by the Board of Trustees.

Committees

22. The Board of Trustees shall appoint such committees as the Board deems necessary to carry on the business of the Society, and may delegate to any such committee as much of its authority as it desires.

Alteration of Bylaws

23. The Bylaws of the Society shall not be altered or added to except by a special resolution passed by a majority of not less than two-thirds (2/3) of the members in good standing at a general meeting.

Affiliation

24. This Society may affiliate with and co-operate with any other society or association, whether incorporated or not, whose objects are considered by the Board of Trustees to be similar, in whole or in part, to those of this Society.

Executive Director

25. When required, the Board of Trustees shall appoint an Executive Director to operate the museum and who will be responsible for carrying out, or delegating another person to carry out, their policies or other such duties which they may assign in keeping with Section 27.

26. The Board of Trustees shall enter into a written contractual agreement with the Executive Director establishing his/her duties, the conditions of his/her employment, and any other relevant topics.

27. The Executive Director shall be appointed or terminated only at a duly-called meeting of the Board of Trustees at which there is a quorum, and for which notice of the discussion of appointment or termination has been sent to each Trustee at least ten (10) days prior to the meeting.

28. The Board of Trustees shall arrange for the Executive Director to be paid at a rate and according to conditions dealt with in the contract.

29. The Executive Director may delegate some, but not all, of his/her duties to other employees, volunteers or others.

30. The Executive Director shall attend as a non-voting participant all meetings of the Board of Trustees and their committees, plus all annual and general meetings of the Society. The Board of Trustees may, by majority vote, ask the Executive Director to leave a meeting only for such a period of time that discussion concerns him/her directly.

31. The Executive Director shall present a written report on the activities of the museum, and he/she shall speak to the report, at all annual and general meetings of the Society, at regular meetings of the Board of Trustees, and at such other occasions decided upon by the Board of Trustees.

Policies of the Museum

33. The Board of Trustees shall adopt and, from time to time, review policies on the subjects of:
    a) the ethical conduct of the Board of Trustees, employees, and volunteers of the Society;
    b) the purposes of the Society;
    c) the management of the museum's collection, including procedures for accessioning and deaccessioning items.

34. The Board of Trustees shall adopt such other written policies which may be needed from time to time.

35. The Board of Trustees shall provide themselves and the Executive Director with written copies of all current policies adopted by the Board of Trustees.

Review of Bylaws

36. That these bylaws be reviewed every five (5) years, or more frequently if required or requested by the membership [Section 23].

Parliamentary Authority

37. The Society shall be governed, where not otherwise directed by the Bylaws and Standing Rules, by Roberts Rules of Order: The Modern Edition.

Amended by resolution of the General Membership at a General Meeting, June 11, 2025.

Kathy Macalister, Secretary

John Hetherington, President