

THE ALBERNI PROJECT SOCIETY



BYLAWS

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The Alberni Project Society

CONSTITUTION

1. The name of this society hereby constituted shall be known as The Alberni Project Society.
2. The purpose of the society shall be to collect, preserve, interpret and maintain The Alberni Project - HMCS Alberni Memorial and Exhibit and educational exhibits, museum, and websites representing the military and civilian heritage of WWII and the history of HMCS Alberni, U480, and their respective crew members.

BYLAWS

1--Membership

Sec. 1-1. Membership shall consist of any person interested in the purposes of the society who applies for membership in an appropriate classification of membership and who tenders the necessary dues shall thereby become a member.

Sec. 1-2. Annual dues for Individual Membership (one person) shall be \$20.00. This level of paid membership will have one vote and may exercise that vote on every matter without restrictions.

Sec. 1-3. Annual dues for Family Membership (Two or more adults and children in the same household) shall be \$30.00. This level of paid membership will have one vote and may exercise that vote on every matter without restrictions.

Sec. 1-4. Annual dues for Corporate Membership (businesses, organizations, churches, professional associations) shall be \$50.00. This level of paid membership will have one vote and may exercise that vote on every matter without restrictions.

Sec. 1-5. Annual dues shall be payable in advance, and members in arrears more than three months after payment is due shall be dropped from membership.

Sec. 1-6. Annual dues shall be for a full calendar year (12 months) starting in the month of paid membership.

Sec. 1-7. Should a new membership be paid within the last 5 days of a calendar month, that membership may be considered to begin the next calendar month at the discretion of the Membership Officer.

Sec. 1-7. The Project will not discriminate in its membership practices against any individual because of race, color, religious creed, ancestry, age, sex, national origin, handicap or disability.

2--Board of Directors

Sec. 2-1. The governing body of the society shall be its Board of Directors, composed of 5 general members in good standing, elected by ballot vote at the annual AGM meeting in April.

Sec. 2-2. At least one of the directors of the society must be a legal resident of British Columbia.

Sec. 2-3. Directors shall be elected for two-year terms. Directors are eligible to serve more than one term. Directors assume office on the first Sunday of May (Battle of the Atlantic Sunday) of each year.

Sec. 2-4. Members of the Board of Directors shall be expected to attend all meetings of the Board, either in person or via digital media, except upon good cause or reasonable excuse. The seat of any Director who misses three successive, regular meetings without prior notification shall be declared vacant by the President after verification of absenteeism.

Sec. 2-5. Any vacancy on the Board of Directors due to termination, resignation, or any other reason, shall be filled for the unexpired term by appointment of another general member by the Board of Directors.

Sec. 2-6. Notice of a change of Directors of the society must be filed with the registrar within one month of the change.

Sec. 2-7. The Board of Directors and officers shall serve without compensation.

Sec. 2-8. The Board of Directors may establish committees of the Board to conduct regular business. The chairmanship of and appointments to the committees will be made by the President of the Board.

3--First Directors

Sec. 3-1. The First Directors are those named in the list of First Directors filed with the BC Registrar and are hereby known as First Directors.

Sec. 3-2. First Directors shall be appointed at time of formation and will serve until new officers can be elected.

Sec. 3-3. First Directors can be re-elected for their positions on the Board of Directors at the next AGM from the date of formation.

Sec. 3-4. First Directors must conduct themselves by the same Officer bylaws of The Society as elected Board of Directors.

4--Officers

Sec. 4-1. The officers of the Board of Directors (herein referred to as the Board) shall be a President, Vice- President, Secretary, and Treasurer.

Sec. 4-2. The officers shall be elected for a term of two years, but are eligible for reelection.

Sec. 4-3. The officers for the Board shall be elected at the April AGM meeting.

Sec. 4-4. A Board member of the society must (a) act honestly and in good faith and in the best interests of the society, and (b) exercise the care, diligence and skill of a reasonably prudent person.

5--Duties of Officers on the Board

Sec. 5-1. The duties of the President shall be as follows.

Sec. 5-2. The President shall direct and administer the affairs of the society as its executive head.

Sec. 5-3. The President shall supervise all phases of its activities, subject to instructions by the Board.

Sec. 5-4. The President shall serve as the principal spokesperson of the society, with his or her signature required on all correspondence stating the Board's position on issues as authorized by the Board.

Sec. 5-5. The President shall serve as an ex-officio and voting member of all committees. The President shall prepare the agenda and preside at all meetings of the Board; see that all orders of the Board are carried out; and perform other such duties as required by the Bylaws and the Board.

Sec. 5-6. The President shall call the meetings of the Board and AGM within by-law time limits.

Sec. 5-7. The President shall also submit to appropriate sponsors and government agencies an annual budget of the society.

Sec. 5-8. The duties of the Vice President shall be as follows.

Sec. 5-9. The Vice President shall assist the President in carrying out his or her duties. Whenever the President is unable to act, the Vice President shall preside over meetings of the Board and carry out all other duties of the President.

Sec. 5-10. The duties of the Secretary shall be as follows.

Sec. 5-11. The Secretary shall record true and accurate minutes of all meetings of the Board and shall make them available to each Board member before the next succeeding meeting.

Sec. 5-12. The Secretary shall maintain an attendance list for meetings of the Board and a list of all active committees, including their chairpersons and membership.

Sec. 5-13. The Secretary shall conduct the correspondence of the organization as needed, except as otherwise conducted by others.

Sec. 5-14. The Secretary shall provide copies of approved minutes and correspondence to the office manager for maintenance in the society office. Original copies of these documents can be held by the Secretary for the current year and the year prior. However, following the April meeting, all documents for the prior year shall be transferred to the society archives.

Sec. 5-15. The Secretary shall keep all records and registrations of the society up to date.

Sec. 5-16. The duties of the Treasurer shall be as follows.

Sec. 5-17. The Treasurer shall be responsible for the prompt deposit of all receipts with a reliable banking company in the name of the society; make payments as necessary or as ordered by the Board; and maintain an accurate accounting of income and expenditures.

Sec. 5-18. The Treasurer shall give monthly reports to the Board of the organization's finances.

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6--Committees

Sec 6-1. Committees related to the advancement and operation of the society can be formed by the Board consisting of at least one Board member and the appropriate number of general members.

Sec. 6-2. Committees have no term limits and can be formed or dissolved according to the society needs as per Board instructions.

Sec. 6-3. Committees must complete a progress report to the Board at the next occurring Board meeting.

7--Meetings

Sec. 7-1. The Board shall hold annual quarterly meetings at a location, time, and date within British Columbia as determined by the Board.

Sec. 7-2. A meeting of the Board may be called by the President at any time and may be called by a majority of the Board at any time. In the event of a called meeting, all members shall be notified of such session at least one day before the meeting is convened.

Sec. 7-3. Quorum of three Board members is required for each meeting.

Sec. 7-4. The order of business meetings of the society shall be in accordance with *Robert's Rules of Order*.

Sec. 7-5. The Board may adopt rules and procedures for its conduct, which shall be included as amendments to the bylaws.

Sec. 7-6. All business of the society shall be transacted by voice vote except the election of the Board, which shall be done by ballot. Voting can also be accepted by telephone or other communications medium.

Sec. 7-7. The Annual General Meeting of the society will be held annually in the month of April.

Sec. 7-8. All members of the society are to receive notice of AGM no less than 45 days prior to the AGM. Methods of contact include but are not limited to email, phone and social media.

Sec. 7-9. Membership voting will be considered as valid by votes in person, email, mail or via digital media such as Skype if available at AGM.

Sec. 7-10. Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof at a duly held meeting may be taken without a

meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or the committee.

8--Project Director

Sec. 8-1. The Board may appoint and employ a chief administrator of the society, designated as Project Director. The Project Director shall serve at the pleasure of the Board.

Sec. 8-2 Should the Project Director also be a Board member, the position of Project Director shall remain free of any compensation.

Sec. 8-3. When deemed necessary, the Board may require an employment service contract with the appointed Project Director.

Sec. 8-4. Duties of the Project Director are the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Project Director shall be the chief officer of the staff of the society and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Project Director shall have such powers and duties as may be designated by the Board.

Sec. 8-5. The Project Director shall be responsible for managing the HMCS Alberni Memorial and Exhibit hall, Mobile Exhibit and Website in accordance to directives from the Board.

Sec. 8-6. Termination of the Project Director, and replacement for the position, must be by unanimous decision of the entire Board.

9--The Society Funds

Sec. 9-1. The fiscal year will be April 1 through March 31.

Sec. 9-2. Funds received by the society shall be expended for the acquisition, restoration, maintenance, fixtures, rental/lease, insurance, collections and articles for the the society permanent exhibit/museum location, website and mobile exhibit; for the society events and programming; for promotion of the society; and for compensation of supporting staff or contractors as approved by the Board.

Sec. 9-3. No part of the net earnings, income, property, and acquisition of the society shall ever inure to the benefit of any of its members or any other individual, excepting solely such reasonable compensation to non-members that the society shall pay for services actually rendered to the corporation.

Sec. 9-4. Funds may be used for the society related education bursaries and scholarships providing such programs are in compliance with Article 1 (1-6) and are approved by the general membership at the AGM prior to creation.

Sec. 9-5. The President and the Treasurer shall be authorized to sign checks. Joint signatures shall be required for all expenditures.

Sec. 9-6. Expenditures equal to or exceeding \$1000 must be approved by majority of Board.

Sec. 9-7. Financial records shall be reviewed by an audit committee at the end of each fiscal year.

10--Dissolution

Sec. 10-1. In the event of the dissolution of the society--whether by voluntary dissolution or operation of law--all property, assets, and money then on hand, or belonging to the society, or in which the society is the owner of an interest, shall pass to and vest in a local charity selected by the final Board for the benefit of the public subject to any outstanding debts, loans of artifacts or fixtures, or contractual obligations.