

LADYSMITH & DISTRICT HISTORICAL SOCIETY

LDHS ByLaws

PRINCIPAL PROPOSED CHANGES

December 2019

Part 2: Membership

Term of Membership

- 2.4 a). The term of membership shall be one (1) year (January 1 to December 31 of the calendar year.)
- b). All members in good standing are entitled to vote at an Ordinary General, Special General, or Annual General Meeting of the Society thirty-one (31) days after commencement of their membership.

Part 3: Meetings of Members

3.1 Ordinary General Meetings

- 3.1.3 At an Ordinary General Meeting, a quorum shall be 10% of the total membership in good standing of the Society, but never less than seven (7) persons.
- 3.1.10 A member in good standing present at an Ordinary General Meeting of members is entitled to one vote.
- 3.1.11 Voting must be performed in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings).

3.2 Annual General Meetings

- 3.2.3 At an Annual General Meeting of members each member in good standing is entitled to one vote. A member may designate a proxy to vote on his/her behalf, said proxy to be registered with the Society Secretary a minimum of three days prior to the meeting in accordance with the protocol outlined in LDHS Policy 001 (Appointment of Proxy). Proxy voting must be performed in accordance with LDHS Policy 002 (Exercise of Proxy). With the exception of Special Resolutions, all matters shall be decided by majority vote.
- 3.2.4 Motions shall be voted by a show of voting cards, unless (i) the Chairperson of the meeting requests a vote by ballot and/or (ii) a Member moves a resolution to have the matter decided by ballot which is seconded and approved by majority vote. With the exception of Special Resolutions all matters shall be decided by majority vote. Voting

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must be performed in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings).

- 3.2.5 A quorum for an Annual General Meeting shall be not less than **25%** of the members in good standing present in person or by Proxy, as shown by the most recent membership roll.
- 3.2.11 In the case of a tie vote between candidates for position of Board Director, a second ballot for this directorship position with the same candidates shall occur. In the case of a tie vote the second time around, names shall be put on identical pieces of paper and drawn from a hat by the elections officer.
- 3.2.12 Executive Board positions shall be decided subsequent to the Annual General Meeting by the duly elected Board.

3.3 Special General Meetings

- 3.3.4 A quorum for a Special General Meeting shall be not less than 25% of the members in good standing present in person or by Proxy as shown by the most recent membership roll.
- 3.3.6 At a Special General Meeting of members each member in good standing is entitled to one vote. A member in good standing may designate a proxy to vote on his behalf, said proxy to be registered with the Society Secretary a minimum of three days prior to the meeting in accordance with the protocol outlined in LDHS Policy 001 (Appointment of Proxy). Proxy voting must be performed in accordance with LDHS Policy 002 (Exercise of Proxy).
- 3.3.7 Motions shall be voted by a show of voting cards, unless (i) the Chairperson of the meeting requests a vote by ballot and/or (ii) a Member moves a resolution to have the matter decided by ballot which is seconded and approved by majority vote. Voting must be performed in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings).
- 3.3.8 Special Resolutions require a minimum of 2/3 approval vote to pass.

Part 4: Board of Directors

- 4.3 Members at the Annual General Meeting of the Society shall elect persons to fill the position of retiring Board directors or those whose terms of office have expired.
- 4.4 The elected Board shall appoint Board members to vacant executive Board positions.
- 4.5 The term of office of each Director shall be for two (2) years. At a commencement date determined by the Board of Directors one-half (½) of the Directors may have a term of one (1) year, and one-half (½) of the Directors may have a term of two (2)

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years, with each Director elected at subsequent Annual General Meetings to have a term of two (2) years.

- 4.8 Directors may appoint a member to be a Director in order to fill a vacant Board Executive position. An Executive Director so appointed holds office only until the next Annual General Meeting of the Society; but is eligible for re-election at that meeting.
- 4.11 Any member of the Board of Directors may be removed from the Board by their letter of resignation or by Special Resolution passed by the membership.
- 4.12 Any Executive Member of the Board may be removed from their Executive Office by their letter of resignation or by a Resolution of the Board.

Part 7: Committees

7.2 Nominating Committee

- 7.2.1 A Nominating Committee shall be responsible for recording nomination candidates for the election of Directors to the Board at each Annual General Meeting.
- 7.2.2 The Nominating Committee for election of Directors of the Board shall consist of the Secretary of the Society and at least two (2) but no more than four (4) other members appointed by the Directors; The Society Secretary shall act as Chairperson of the Nominating Committee.
- 7.2.3 The Committee shall not accept nomination of a candidate for election as a Director at any Annual General Meeting unless:
 - a. Notice of such candidate's proposed nomination signed by the candidate and by five (5) members in good standing has been delivered to the Secretary of the Society at least ten (10) days before the Annual General Meeting, and has been published online on the Society website at least five (5) days prior to the scheduled Annual General Meeting.
 - b. The candidate has been a member in good standing for a minimum twenty-one (21) days prior to the date of the Annual General Meeting. With the exception of incumbents, all new members standing for election must be present at the Annual General Meeting.
- 7.2.4 Nomination of candidates for election to the Board must be moved and seconded by members of the Society in good standing present at the meeting.

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POLICIES

Definitions

A Policy is a written directive, guiding principle, or appropriate procedure that has been developed to facilitate the conducting of society business.

A Proxy is a written authorization given to enable the proxy holder to act on behalf of the LDHS Member giving the proxy, as referenced in the LDHS By-Laws – Sec. 3.2.3.

In this document the acronym **LDHS** is used to refer to the **Ladysmith & District Historical Society**.

LDHS Policy 001: Appointment of Proxy

Appointment of Proxy:

- must be in writing per Form A – LDHS Proxy Appointment.
- can be given for general purposes in a meeting or meetings or for a specified resolution in a specified meeting.
- can be revoked at any time by the person appointing the proxy.
- can be held by any person appointed by an LDHS Member or Family Member in 'Good Standing' per Sec. 2.4 of the Bylaws.

A proxy holder may do anything the person appointing the proxy can do, including voting, proposing and seconding motions and participating in discussion at an annual or special general meeting, unless limited in LDHS Form A - Proxy Appointment document.

LDHS Policy 002: Exercise of Proxy

For a person to exercise their proxy, they must:

- notify, at the beginning of the meeting, the Chairperson of the meeting in which they wish to exercise their proxy of their intention to do so.
- provide the Chairperson with a signed and completed duplicate copy of LDHS Form A – Proxy Appointment
- provide the Chairperson with Identification proving that they are indeed the proxy holder
- proceed to vote/participate in the meeting(s) as authorised under the limitations (if any) of their proxy and in accordance with the protocol outlined in LDHS Policy 003 (Voting at Meetings).

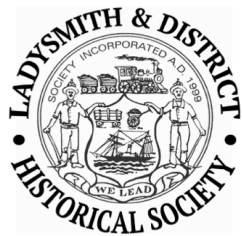
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LDHS Policy 003: Voting at Meetings

Voting at Ordinary, Special and Annual General Meetings must adhere to the following:

- a voting card must be issued to all eligible voters upon their entry to the meeting
- generally, votes are decided on a show of voting cards.
- the Chairperson may decide on the manner of the vote unless an eligible voter requests a precise count, in which case the chair must decide whether the vote count will be by roll call, secret ballot or some other method.
- if an eligible voter requests a secret ballot, and this is seconded and approved by majority vote, the Chairperson will direct the vote to be taken by secret ballot.
- If voting by secret ballot, each person holding a voter card will be issued a voting slip on which they are to indicate in writing their vote; this completed slip to be given to the voting officer for counting.
- the outcome of each vote (including the number of votes for and against the resolution, or for a candidate, if a precise count is requested) must be announced by the Chairperson and recorded in the minutes of the meeting.
- With the exception of Special Resolutions, in the case of a tie vote, a second vote on the resolution or candidacy must be taken.
- a second tie vote on the same resolution/candidacy will be broken by the President of the Society, or in the absence of the President, the person who has assumed the role as Chairperson for the purposes of the meeting, by either casting a vote or deciding how the tie will be broken.

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Form A

Ladysmith and District Historical Society Proxy Appointment

This form is to be completed in duplicate in blue or black ink: One copy to be submitted to the LDHS Secretary in accordance with LDHS Policy 001 (Appointment of a Proxy) a minimum of three days prior to the meeting at which the proxy is to be exercised. The remaining copy to be provided as per LDHS Policy 002 (Exercise of Proxy) to the Chairperson of the meeting(s) at which the proxy holder is authorized.

[Check only one box]

1 Proxy for a specific meeting

I/We, _____ *[name(s)]*, the owner(s) a registered LDHS Member or Family Member in 'Good Standing' hereby appoint _____ *[name of appointee]* to act as my/our proxy at the Annual / Special (*strike out meeting categories not covered by this proxy*) general meeting(s) to be held on _____ *[month day, year]*.

2 Proxy for a specific resolution

I/We, _____ *[name(s)]*, the owner(s) a registered LDHS Member in 'Good Standing' hereby appoint _____ *[name of appointee]* to act as my/our proxy at the annual or special general meeting to be held on _____ *[month day, year]* in relation to the following resolution as circulated in advance of this meeting:

" [wording of resolution]"

Voting instructions (if any):

Voting, as defined by the Chair of the Meeting.

Limitations on Proxy, if any:

[As defined by the Resolution being put by the Chair.]

Date: _____ *[month day, year]*

Date: _____ *[month, day, year]*

Signature of LDHS Member giving this proxy

Signature of LDHS Member or person receiving this proxy