

**HASTINGS COUNTY HISTORICAL SOCIETY**

**By-Law No. 1**

**A by-law relating generally to the transaction of the affairs of the**

**HASTINGS COUNTY HISTORICAL SOCIETY**

**FINAL DRAFT    JANUARY 2016**

**Section 1 - GENERAL**

**1.01 – Definitions**

In this By-law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the Board of Directors of the Hastings County Historical Society, herein referred to as the Society;
- c. “By-laws” means this By-law (including the schedules to this By-law) and all other by-laws of the Society, as amended and which are, from time to time, in force;
- d. “Chair” means Chair of the Board;
- e. “Corporation” means the Hastings County Historical Society that has passed this By-law under the Act or that is deemed to have passed this by-law under the Act;
- f. “Director” means an individual occupying the position of director of the Hastings County Historical Society by whatever name he or she is called;
- g. “Member” means a member of the Hastings County Historical Society;
- h. “Members” means the collective membership of the Hastings County Historical Society;
- i. “Officer” means an officer of the Hastings County Historical Society.

### **1.02 – Interpretation**

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act.

Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Unless the context otherwise requires, references to persons shall include firms and corporations.

### **1.03 - Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### **1.04 – Seal**

The seal of the Hastings County Historical Society, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Society, and shall be maintained in a secure location for use as necessary.

### **1.05 - Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed, when authorized by the Board, by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which, and the person by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document if required. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

## **Section 2 - DIRECTORS**

### **2.01 - Election, Term and Powers**

The affairs of the Society shall be managed by a Board of up to thirteen Directors:

- a. who shall be elected by the Members;

- b. each of whom at the time of his election, or within ten days thereafter, and throughout his term of office shall be a Member of the Society;
- c. whose term of office (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which he is elected or appointed until the next annual meeting, or until his successor is elected or appointed.
- d. who shall administer the affairs of the Society in all things and make or cause to be made on behalf of the Society any kind of contract which the Society may lawfully enter into, and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts as the Society is, by its charter or otherwise, authorized to exercise and do.
- e. who shall see that all necessary books and records of the Society required by the by-laws of the Society, or by any applicable statute or law, are regularly and properly kept.

## **2.02 – Vacancies**

At the discretion of the Board, a Director may be removed if he is absent from three consecutive regular meetings of the Board.

The office of a Director shall be vacated immediately if:

- a. the Director resigns office by written notice to the President, which resignation shall be effective at the time it is received, or at the time specified in the notice, whichever is later;
- b. the Director dies or becomes bankrupt ;
- c. the Director is found to be incapable of managing property by a court or under Ontario law or
- d. at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members present at the meeting, removing the Director before the expiration of the Director's term of office. A notice specifying the intention to pass such a resolution must be sent to the Members in advance of such a meeting.

## **2.03 - Filling Vacancies**

A vacancy on the Board of Directors shall be filled as follows:

- a. A quorum of Directors may fill a vacancy among the Directors;
- b. If there is not a quorum of Directors, or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote, and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

#### **2.04 – Committees**

Committees may be established by the Board:

- a. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities;
- b. The Board shall determine the composition and terms of reference for any such committee;
- c. The Board may dissolve any committee by resolution at any time.

#### **2.05 - Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Director's duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with the services they provide to the Society in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii approved by the Board for payment by resolution passed before such payment is made; and
  - iii in compliance with the conflict of interest provisions of the Act; and

- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity unless the provisions of the Act and the law applicable to charitable corporations are complied with.

### **Section 3 - BOARD MEETINGS**

#### **3.01 - Calling of Meetings**

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-law.

#### **3.02 - Regular Meetings**

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

#### **3.03 - Notice**

- a. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Society not less than seven days before the date that the meeting is to be held.
- b. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.
- c. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Society.

#### **3.04 – Quorum**

A quorum for the transaction of business of the Society consists of a majority of the current Directors.

#### **3.05 - Meeting Chair**

The President shall preside at Board Meetings.

In the absence of the President, the Vice President shall preside. In the absence of both the President and Vice President, the Directors shall choose one of their number to act as the Chair.

### **3.06 – Voting**

- a. Each Director has one vote.
- b. Questions arising at any Board meeting shall be decided by a majority of votes.
- c. The Chair shall not vote except in the case of an equality of votes, in which case he/she shall have a casting vote.

### **3.07 - Participation by Telephone or Other Communications Facilities**

If all of the Directors of the Society consent, a Director may participate in a meeting of the Board or of a Committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## **Section 4 - FINANCIAL**

### **4.01 - Banking**

The Board shall by resolution from time to time designate the bank or other financial institution in which the Society's money, bonds or securities shall be placed for safekeeping.

### **4.02 - Financial Year**

Unless otherwise agreed by resolution of the Board of Directors, the fiscal year of the Society shall terminate on December 31 in each year.

## **Section 5 - OFFICERS**

### **5.01 - Election / Appointment**

- a. At the first meeting following the Annual Meeting at which the Board of Directors is elected, the Board shall elect from among its members a President, a Vice President, a Secretary, and a Treasurer. Such election of Officers shall be chaired by the Past-President, who shall hold office until his successor is elected.
- b. The Board may appoint such other Agents or Committee Chairs as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. Such other Agents and/or Committee Chairs of the

Society need not be members of the Board of Directors, but must be Members of the Society.

- c. One Director may hold more than one office except the office of President.

#### **5.02 - Office held at the Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

#### **5.03 - Duties of Officers**

Officers shall be responsible for the duties and terms of engagement assigned to them by the Board, and from time to time they may delegate to others the performance of any or all such duties, subject to the approval of the Board.

#### **5.04 - Duties of the President**

The President shall perform the duties described in sections 3.05 and 9.05 of this By-law, and in Schedule A, as well as such other duties as may be required by law, or as the Board may determine from time to time.

#### **5.05 - Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule B and other such duties as may be required by law or as the Board may determine from time to time.

#### **5.06 - Duties of the Secretary**

The Secretary shall perform the duties described in Schedule C and other such duties as may be required by law or as the Board may determine from time to time.

### **Section 6 - PROTECTION of DIRECTORS and OTHERS**

#### **6.01 - Protection of Directors and Officers**

The Society shall maintain appropriate liability insurance to cover the Directors, Committee Chairs, Agents and the activities of the Society.

No Director, Officer or Agent or Committee Member of the Society is liable:

- a. for the acts, neglects or defaults of any other Director, Officer, Committee Member, Agent or employee of the Society;

- b. for joining in any receipt or for any loss, damage, or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for or on behalf of the Society;
- c. for the insufficiency or deficiency of any security in or upon which any of the money of, or belonging to, the Society shall be placed out or invested;
- d. for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited;
- e. for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
  - i. complied with the Act and the Society's articles and by-laws; and
  - ii. exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 - CONFLICT of INTEREST**

### **7.01 - Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Society shall make the disclosure required by the Act.

Except as provided by the Act, no such Director shall attend any part of a meeting of Directors, or vote on any resolution to approve any such contract or transaction.

### **7.02 - Charitable Corporations**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Society unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 8 - MEMBERS**

### **8.01 - Members**

Membership in the Society shall consist of the incorporators named in the articles and such other persons interested in furthering the Society's purposes, and who have been accepted into membership in the Society by resolution of the Board.

## **8.02 - Membership**

A membership in the Society is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

Each Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members, and family members in good standing shall be entitled to up to two votes on each question, provided that each vote be cast by adult members of the family who are present at the meeting.

## **8.03 - Classes of Membership**

There shall be two general classes of membership in the Society: Active and Honourary;

Within the Active category, there shall be five sub-categories:

1. Individual membership;
2. Family membership consisting of a husband, wife and their children domiciled with them;
3. Life membership being those individuals who have paid the membership fee fixed by the Directors and who have been designated by the Board as Life Members;
4. Corporate;
5. Not-for-Profit Organizations.

The Honourary category shall consist of those persons designated by the Board of Directors as Honourary Members.

Members may resign by written notice of resignation which shall be effective upon acceptance thereof by the Board of Directors.

## **8.04 - Membership Dues**

Membership dues for all classes of membership shall be from time to time fixed by a majority vote of the Board of Directors.

The Secretary or Membership Chair shall notify the Members of the dues or fees at any time

payable by the Members and, if they are not paid within 60 days of the date of such notice, the Members in default shall automatically cease to be Members of the Society. However, with the payment of outstanding Membership dues, any such Members may be reinstated on approval of the Membership Chair.

#### **8.05 - Disciplinary Act or Termination of Membership for Cause**

- a. Upon 15 days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or by-laws of the Society;
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15 day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### **Section 9 - MEMBERS' MEETINGS**

#### **9.01 - Annual Meeting**

The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the Annual Meeting with a copy of the approved financial statements (Notice to Reader) and other financial information required by the Society's by-laws or articles.

The business transacted at the Annual Meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous Annual or subsequent Special Meetings;
- c. consideration of the financial statements;
- d. election of Board of Directors, and
- e. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual

Meeting in accordance with the Act, so that such item of new business can be included in the Notice of Annual Meeting.

### **9.02 - Special Meetings**

The Directors may call a Special Meeting of the Members at any time.

The Board is required to convene a Special Meeting within twenty-one days of receiving a written requisition from not less than one-tenth of the Members, for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with Act.

### **9.03 - Notice of Meeting**

Subject to the Act, not less than 10 and not more than 50 days written notice of any Annual or Special Members' Meeting shall be given in the manner specified in the Act to each Member.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

Notice of each meeting must remind the Member of the right to vote by proxy.

### **9.04 - Quorum for Annual or Members' Meetings**

In no case can any meeting, Annual, Members' or Special Members' Meeting, be held unless there are fifteen Members present in person.

A quorum for the transaction of business at a Members' Meeting is the majority of the Members who are entitled to vote, whether present in person at the meeting or by proxy.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.05 - Chair of the Meeting**

The President shall be the Chair of the Members' meeting. In his/her absence, the Members present shall choose another Director to chair the meeting, and if no Director is present, or if all of the Directors decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

### **9.06 - Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Society's By-law provided that:

- a. each Individual Member shall be entitled to one vote at any meeting;
- b. families holding a Family Membership will be entitled to up to two votes, each of which must be cast by one adult member of the family present at the meeting;
- c. votes shall be taken by a show of hands among all Members present;
- d. the Chair of the meeting shall not have a vote;
- e. an abstention shall not be considered a vote cast;
- f. before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded, shall be taken in such manner as the Chair of the meeting shall direct;
- g. if there is a tie vote, the Chair of the meeting shall require a written ballot in which the Chair of the meeting shall have a vote. If there is a tie vote upon written ballot, the motion is lost;
- h. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

### **9.07 – Adjournments**

The Chair of the meeting, with the majority consent of any Members' meeting, may adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the meeting.

Such adjournment may be made notwithstanding that the meeting lacks a quorum.

## **Section 10 - NOTICES**

### **10.01 – Service**

For the purpose of sending any notice, the address of any Member, Director, or Officer, shall be the latest address as shown in the records of the Society. Such notice may be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means.

Notice may be waived, or the time for the notice may be waived or abridged, at any time with the consent in writing of the person entitled to receive such notice.

### **10.02 - Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.03 - Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 11 - ADOPTION and AMENDMENT of BY-LAWS**

### **11.01 - Amendments to By-laws**

The Members may from time to time amend this By-law by a majority of votes cast.

The Board may from time to time in accordance with the Act, pass or amend this By-law, other than a provision respecting the transfer of a membership, or to change the method of voting by Members not in attendance at a Meeting of Members.

**Approved by Board of Directors on Monday, January 4, 2016** for presentation to the Membership at the Annual General Meeting (Tuesday, January 19, 2016)

**Approved by Membership & Enacted:**

On \_\_\_\_\_ at Belleville, Ontario

President: \_\_\_\_\_ Secretary: \_\_\_\_\_