

Constitution and Bylaws of the North Grenville Historical Society

The provisions of the Corporations Act of the Province of Ontario (R.S.O. 1990, Chapter C.38 and any revisions to that Act) and Robert's Rules of Order shall prevail in any disputed procedural matter in the running of the Society.

Article 1: Name and Definitions

- 1.1 The Society shall be called the North Grenville Historical Society.
- 1.2 The word "Society" when used in the following and any future by-laws enacted shall mean the North Grenville Historical Society
- 1.3 The words "in good standing" when applied to a member of the Society shall mean a member who has paid the applicable fees that have been duly imposed by the Society.
- 1.4 The words "Annual General Meeting" or "AGM" shall mean a meeting of the members in good standing of the Society, at which certain regular yearly business of the Society is conducted. (The business to be conducted at the AGM is defined in Article 11.)
- 1.5 The words "Special General Meeting" shall mean a meeting of members in good standing of the Society, which has been called for one specific matter of business that is of such an urgent nature that it cannot be deferred to the next AGM.
- 1.6 The words "public meeting" shall mean an open meeting for members and the public.
- 1.7 The words "family membership" shall mean a membership entitling all members of a household over the age of 18 to full voting membership in the Society upon payment of a set fee.
- 1.8 The words "conflict of interest" shall be interpreted according to ethical guidelines laid down from time to time by the Board.
- 1.9 The words "standing committee" shall refer to any of the following committees; Archives, Finance and Fundraising, Program, Public Relations, Publications and Research and any other committee the Board shall form and designate as a standing committee.

- 1.10 The words "the Board" shall mean the Board of Directors of the Society duly elected at the AGM by the members of the Society, except where the Board temporarily fills a vacancy as provided for in Article 8.8.

Article 2: Objectives

- 2.1 The objectives of the Society shall be:
 - 2.1.1 to arouse and stimulate public interest in the heritage and history of the people and places of the North Grenville area;
 - 2.1.2 to advance education by improving the public's understanding and awareness of the history of North Grenville by hosting events, supporting programs, producing educational materials, etc.;
 - 2.1.3 to support the North Grenville Archives through the Society Archives Committee, alone or in partnership with others in order to ensure access to local heritage records and artifacts by members and the general public.
- 2.2 The objectives of the Society Archives Committee shall be:
 - 2.2.1 to collect, classify and preserve information and artifacts relating to North Grenville and to maintain this material in the Archives as a resource centre accessible to members and the general public.
- 2.3 The organization shall be carried on without purpose of gain for its members, and any profits or gains to the organization shall be used in promoting its objectives

Article 3: Methods of Operation

- 3.1 In pursuing its objectives, the Society may use the following methods amongst others:
 - holding public meetings;
 - publishing periodicals, monographs, books and reports;
 - organizing technical workshops, seminars, special events;
 - staffing the North Grenville Archives with hours open to the public.

Article 4: Finance

- 4.1 The elected officials and directors shall serve without remuneration and will follow conflict of interest guidelines laid down from time to time by the Board.

- 4.2 The Society shall operate on a budget presented to and approved by the members at the AGM. All expenditures shall remain within the budgetary limits. Any exceptions shall require approval by at least two thirds of the Board.
- 4.3 The fiscal year of the Society shall be from January1 to December 31.

Article 5: Membership

- 5.1 The annual membership shall be from February 1 to January 31.
- 5.2 Categories of membership and associated fee structures will be approved from time to time by the Board.
- 5.3 Individual membership is open to any person 18 years of age or older.
- 5.4 Institutional memberships are available to other historical societies and heritage groups, libraries, schools, etc. Institutional members shall be entitled to one vote at meetings.
- 5.5 Honorary membership may be conferred by the Society on the recommendation of the Board. Honorary members are non-voting members.
- 5.6 Memberships are non-transferable.

Article 6: Membership Privileges

- 6.1 All members who have renewed and new members who have joined the Society 30 days prior to the call to order of the AGM shall have a vote at the AGM, a special meeting, or regular business meeting.

Article 7: Officers

- 7.1 The officers of the Society shall be: President, Vice-President, Treasurer, Secretary, and Archivist.
- 7.2 The duties of the respective officers shall be as follows:
 - 7.2.1 The President shall preside at all meetings and shall be the official head of the Society. If the presidency becomes vacant in the course of the year, the Vice-President shall discharge the duties of the President and the Board shall name one of the directors to serve as Vice-President until the next AGM. The President shall be an ex-officio member of all committees.

- 7.2.2 The Vice-President shall discharge the duties of the President in the event of the latter's absence. The Vice-President may be assigned duties from time to time by the Board.
- 7.2.3 The Treasurer shall receive and keep custody of all Society monies and such other property as may be committed to his/her charge by the Board of Directors. The Treasurer's accounts shall be audited annually by an auditor appointed by the members at the AGM. The Treasurer must ensure that the Society's audited statement for the preceding fiscal year shall be available to its members at the AGM. The Treasurer shall be responsible for keeping such financial records as may be prescribed by law or may be required by the Board.
- 7.2.4 The Secretary shall keep the minutes of all Society meetings: i.e., Board, AGM, Special General and public meetings. The Secretary shall be responsible for ensuring that such records and appropriate correspondence are duly kept in order.
- 7.2.5 The Archivist will manage and supervise the archives and will be responsible for organizing, cataloguing, and preservation of preserving the collection. The Archivist is an elected director of the Society who is appointed by the Board.

Article 8: Board of Directors

- 8.1 All individuals who are members in good standing are eligible for election to the Board.
- 8.2 The Board shall consist of the officers of the Society; namely, the President, Vice-President, Treasurer, Secretary, Archivist, and a maximum of six directors-at-large.
- 8.3 The Board shall have the power to fill, until the next AGM, any elective or appointed position that becomes vacant for any reason.
- 8.4 A position on the Board shall be deemed vacant:
- upon the death of an officer or director;
 - upon receipt of a written resignation;
 - upon the loss of standing as a member of the Society;
 - upon failure to attend three consecutive scheduled Board meetings without cause.
- 8.5 The Board shall administer the affairs of the Society pursuant to all directions received at the AGM, consistent with the Ontario Corporations Act. It shall have

charge of the financial affairs of the Society and for issuing the Society's publications. It shall, in general, attend to all the routine business of the Society.

- 8.6 It shall be the responsibility of the Board to maintain the Society's non-profit corporate status (corporation number 001503098) under the aegis of the Ontario Historical Society (OHS), and its membership in the OHS (membership number 8226) in good standing.
- 8.7 Quorum for a meeting of the Board of Directors shall be a majority of those elected to the Board at the AGM or appointed in the interim.
- 8.8 Decisions shall be reached by a simple majority of the voting members present at a lawful meeting, except in the case of prior approval of budget overruns as mentioned above.
- 8.9 Meetings of the Board of Directors shall be held at least three times a year upon the call of the President or some officer designated to act for the President, or if the officers declined to act, at the request of any three members of the Board.
- 8.10 The Board shall form standing and select committees and make appointments as it deems necessary for the effective operation of the Society.

Article 9: Elections

- 9.1 A Nominating Committee shall be formed to provide a list of nominations for all vacant positions of officers and directors for consideration by the members at the next AGM.
- 9.2 Any member in good standing may be nominated from the floor of the AGM.
- 9.3 If an election is required, voting will be by secret ballot and a simple majority shall prevail. Two scrutineers shall be appointed by the chair of the meeting.
- 9.4 Board members and officers shall be elected for a two-year term and shall be eligible for re-election.

Article 10: Publications

- 10.1 The Society may engage in such publishing activity as may promote in the general public an understanding and awareness of the history and heritage of the North Grenville area or better preserve historical records by publishing.

Article 11: Meetings of the Society

- 11.1 A public meeting of the Society shall be held at least 4 four times each year at the call of the President. Such meetings will normally include a short business meeting.
- 11.2 The AGM shall be held annually within two months of the end of the fiscal year. Members must be given at least 30-days' notice by mail of the AGM.
- 11.3 Quorum for the AGM and Special General Meeting shall be 15 members in good standing.
- 11.4 The business of the AGM shall be the following:
- to receive the audited financial reports, statements and budget, to receive the reports of the Society's officers and committees and to take appropriate action upon them;
 - to appoint an auditor for the ensuing year;
 - to elect officers and directors;
 - to transact such other business as may be required including approval of any changes to the constitution or by-laws which may have been approved by the Board of Directors in the course of the preceding year.
- 11.5 A Special General Meeting of the Society may be called by the President or designate or at the request of three members of the Board of Directors.
- 11.6 A Special General Meeting may be called by petition of at least ten members in good standing to the Secretary, stating the nature and purpose of the Special General Meeting and shall be acted on within 21 days of the date the Board receives it.
- 11.7 Notice of a Special General Meeting shall be given to all members at least 30 days in advance by mail, stating the nature and purpose of the meeting.
- 11.7 At all meetings, the Chair shall declare the meeting open punctually at the hour appointed and, in case 30 minutes elapse without a quorum, the meeting shall be adjourned until such time as the Chair may decide.
- 11.8 Every member in good standing shall be entitled to have one vote at meetings of the Society.

Article 12: Signing Authority

- 12.1 The signing officers shall be the President and the Treasurer and one other signing officer, designated by the Board. Two of the three shall jointly sign all notes, drafts, checks and contractual documents on behalf of the Society.

Article 13: Auditors

- 13.1 The Board shall nominate and the AGM appoint annually one member of the public to audit the financial records of the Society for the ensuing year.
- 13.2 The remuneration, if required, of the auditor shall be approved by the Board.
- 13.3 Should the holder of the office of Treasurer change prior to the expiry of his/her term, a full audit shall be conducted.

Article 14: Borrowing Authority

- 14.1 The Board is authorized to borrow money required for operating expenses upon the credit of the Society in such amounts and on such terms as may be deemed expedient by the Board, obtaining loans or advances, by way of bank overdraft, or otherwise.

Article 15: Indemnification and Insurance

- 15.1 Every officer director and member of the Board shall be indemnified and saved harmless from and against all costs and expenses which such person incurs on any occasion resulting from any action, suit or proceeding that is brought against him/her in respect of any act or thing made done or permitted by him/her in the execution of his/her office, except such costs or expenses as were occasioned by his/her own dishonesty or willful neglect.
- 15.2 To accomplish this end, the Board shall purchase annually sufficient General Liability Insurance and Director's and Officers' Liability Insurance through the Ontario Historical Society, or otherwise.

Article 16: Amendments to the Constitution and Bylaws

- 16.1 The enactment of the constitution and bylaws and any repeal, amendment, addition of further general bylaws, or re-enactment may be initiated by the Board. The effective date of any such change is the date it is approved by the directors. It must then be confirmed by at least two-thirds of the votes cast at the next duly constituted AGM of the Society to which notice has been given, as stipulated in Article 11.2.
- 16.2 To be included on the agenda of the AGM, any proposed repeal, amendment, addition to or re-enactment of the constitution or of its by-laws not initiated by the Board must be given to the Secretary in writing and signed by a member of the Society at least 40 days before the AGM. Copies of such proposals shall be included with the notice of meeting, to be sent 30 days before the AGM, by mail or e-mail.

- 16.3 Recommendations by the Board proposing repeal, amendment, addition to or re-enactment of the constitution or its by-laws must, similarly, be included with the notice of the AGM.
- 16.4 The Board shall review the constitution and its bylaws every two years to consider proposing to the membership any repeal, amendment, addition to or re-enactment of its terms that the Board may deem appropriate.

Article 17: Dissolution

- 17.1 After payment of all debts and liabilities, any remaining surplus funds and other assets of the Corporation shall be distributed or disposed of to charitable organizations at the discretion of a two-thirds majority of the members in attendance at a special meeting called for the purpose of dissolution. It is the desire of the Corporation that any remaining assets be transferred to charities the objects of which are beneficial to the communities of North Grenville.