

2020

# MHS Constitution & Bylaws



Linda Kennedy

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# **Constitution & Bylaws**

*Of the*

## **Maryhill Historical Society Inc.**

*Approved by the Board July 13 and October 20, 2020*  
*Adopted by the Membership – November 22, 2020*

### **Constitution**

#### **Title and Origin**

The Society was formed following the 150th Anniversary celebrations of St. Boniface parish in 1977.

The Society is a not for profit organization which was incorporated under the Corporations Act of Ontario on 13th September 1980 [00473077] by the name of the "Historical Society of St. Boniface and Maryhill Community Inc."

The name of the Society was changed to the "Maryhill Historical Society Inc." by special resolution at the Annual Meeting of members in November 2019.

The Society is a member of the Ontario Historical Society [#2642].

#### **Mission Statement**

The purpose and mandate of the Society is to collect, preserve and exhibit and publish the history of the area; to diffuse information relative to the history of the community; to encourage and develop within the community the study of history and to maintain a resource centre in the area.

#### **Objectives**

The objectives of the Maryhill Historical Society Inc. shall be the:

- collection, preservation, exhibition and publication of material pertaining to St. Boniface parish, St. Boniface school, the Maryhill community in particular and the area in general;
- acquisition of documents and manuscripts and the obtaining of narratives and records of pioneers;
- maintenance of a gallery of historical portraits, exhibition and publication of material pertaining to the parish, the school, Maryhill community in particular and the area in general;
- encouragement and development of the study of history within this community.

#### **Affairs of the Society**

The management and operation of the Society shall be conducted by a volunteer Board of Directors, elected from amongst the membership. The founding Board consisted of 8 Directors. The number of directors was expanded in subsequent years.

# General Bylaws

## 1. Definitions

In these by-laws, unless the context otherwise requires:

"Act" means either the Corporations Act of Ontario (OCA) or the Ontario Not-for-Profit Corporations Act, 2010 (ONCA) and includes the regulations made in either, as amended or re-enacted from time to time;

"Annual meeting" "General meeting" or "Special meeting" means meeting called for the attendance and voting of resolutions by the Membership whereby Directors must be in attendance. In accordance with the Act, any meeting of members not called by the directors and/or in the absence of a quorum of the Board is deemed not to be a duly constituted meeting of the Society;

"Board" means the Board of Directors of the Society;

"Board Meeting" means a meeting called exclusively for the Board;

"By-laws" means these by-laws and all attached Appendixes;

"Chair" means the chair of the Board who is responsible to chair all meetings;

"Director" means an individual occupying the position of Director of the Society;

"Ex Officio" means by virtue of one's status or position but carry no voting rights;

"Executive" means the "Officers" collectively;

"Member" means an individual person who is member of the Society;

"Members" or "Membership" means the collective membership of the Society;

"Officers" means the Directors elected or appointed to the positions of President, Vice President, Secretary, Treasurer and Past President;

"Policy" means a separate document approved by Board Resolution outlining duties, responsibilities and operating procedures which are in force and which may be amended by the Board from time to time;

"Quorum" means the minimum number of Directors or members required to be present at their respective meetings to make the proceedings of the meeting valid;

"Regular Meeting" means a meeting of the Board of which members may attend;

"Resolution" means a decision made by a motion passed into effect by the majority.

## **2. Severability and Precedence**

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

## **3. Registered Office**

The headquarters of the Society shall be in the resource centre located at 1338B Maryhill Road, in the village of Maryhill, Township of Woolwich, Region of Waterloo Ontario. The resource centre is called the "Halter House."

## **4. Execution of Contracts**

The "Maryhill Historical Society Inc." is the legal name of the Society which must be used in its entirety to identify the entity of the Society in all legal documents, contracts and official written correspondence, in accordance with the Act. The Society has no official seal. Assignments, contracts, obligations and other instruments in writing requiring execution by the Society must be signed by any two of its Officers.

Use of the name without the suffix "Inc." is permitted for advertising and promotional purposes.

## **5. Membership**

### **Composition**

Membership may include any individual residing anywhere in the world who has an ancestral connection to the Maryhill area; or such other individuals, businesses or organizations having an interest in the historical and cultural aspects of the Maryhill area or in furthering the Society's purposes; who have been accepted into membership in the Society by board resolution.

The Society shall be composed of the following classes of members:

- Annual & Life Members
- Honorary Members
- Ex Officio Members

Payment of either an annual or life membership fee is required. These fees are set and adjusted as necessary by the Board.

Honorary and Ex Officio Members shall be chosen by the unanimous vote by the Board at any Regular meeting or at a Board meeting.

Ex Officio members may include organizations, associations, clubs, societies and other groups having like interests; the Federal and Provincial members of Parliament in respective ridings representing the community, the Mayor and the elected members of Woolwich Township Council and the Pastor/Administrator of St. Boniface Church.

Honorary and Ex Officio members pay no membership fees.

### **Member Rights and Privileges**

Members of all classes are welcome to attend any Annual, General or Special meeting called for the members and entitled to participate in the proceedings, including the election of Officers and Directors. Each member is entitled to one vote. Ex Officio members have no voting rights.

Members may also attend any Regular Meeting but do not carry a vote.

Only Annual and Life Members over the age of 18, who meet the qualifications in Appendix "B" and as prescribed by the Act are eligible to run for election as a Director.

All members are entitled and encouraged to participate in all social activities hosted by the Society.

Members have the privilege of receiving newsletters and related publications prepared by the Society for the membership from time to time; as well as the opportunity to purchase publications prepared for sale from the Society.

Members have the right to be removed from mailing lists so as not to receive any Notice of meetings, newsletters or other publications distributed to the membership.

Members are not granted exclusive access to the Halter House, but such may be considered by Board approval. Members are welcome to attend the Halter House during open hours or by appointment. Members do not have the right to take-out on loan or otherwise remove any documents or research material from the Halter House.

Members have no individual ownership rights in any assets of the Society or of any resource documents, collections or artifacts regardless of however and/or from whomever donated, researched or collected; and have no entitlement to claiming ownership of any for removal from the Halter House.

Members have no rights for their personal use of the Society's logo, slogans or other markings used currently or in past to identify the Society.

## **Protection of Members**

A member shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Society or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Society.

## **Termination of Membership**

Termination of a membership will be done in accordance with Appendix "A."

## **6. Directors, Officers and Committees**

### **Election and Term**

Eligibility to qualify as a Director is in accordance with Appendix "B."

Directors and Officers shall be nominated and elected by the Members at an Annual meeting and with the exception of the President; shall remain in office until the close of the next Annual meeting (1 year term).

The President shall be elected by the Members at an Annual meeting and shall remain on the board until the close of the 4<sup>th</sup> next annual meeting (4 year term). The first 2 years of this mandate will be in the office as President, the remaining 2 years in the position of Past President. An individual is not eligible to be elected to the President's position for two consecutive (2 year) terms. The President also holds the office of Chair.

If Directors and Officers are not elected at an Annual meeting, the incumbent Directors and Officers shall remain in office until their successors are elected.

The offices of Secretary and Treasurer may be held by the same person in the event a candidate is not presented for election to one of these positions.

The Board may be comprised of up to 14 Directors including Officers, but shall be no less than a minimum of 3 Directors.

### **Director Vacancy**

Procedures for Vacancy or removal of a Director or Officer shall be in accordance with Appendix "C."

## **Director Roles, Responsibilities, Remuneration**

The roles and responsibilities of Directors and Officers will be as prescribed in Appendixes "D" and "E".

Directors and Officers shall serve as such without remuneration.

Directors and Officers may be reimbursed for reasonable expenses in connection with goods or services provided to the Society, provided that such expenses were approved by the Board before such expense is incurred; and is in compliance with their respective duties, the Purchase Procurement Policy and the conflict of interest provisions of the Act.

## **Committees**

The Board may appoint Standing Committees annually as it deems necessary to assist with the management and operation of the Society. Policies for duties and procedures for these Committees will be developed by the Board as required from time to time.

Standing Committees are not limited exclusively to Directors and may include other members of the Society or from the community.

Any Officer may be appointed an ex-officio member on any Standing committees.

## **Protection of Directors, Officers and Committee Members**

Every Director, Officer or committee member shall be indemnified and saved harmless by the Society from and against:

Liability for any acts or neglects of any other Director, Officer, committee member; or by any resolution of the Board or affairs of the Society resulting in any loss, damage or expense happening to the Society or others.

Any tortious action of any person, firm, or Corporation against the Society; or as a result from the execution of the duties of their respective office or trust; provided that the Director, Officer or committee member complied with the Act and the Societies articles and By-laws; and exercised their powers and discharged their duties in accordance with the Act.

The Society shall purchase and maintain insurance for the protection of its Directors Officers, Committee members and others determined by the Board from time to time.

## **7. Financial**

### **Fiscal Year**

The financial year is the 12 month period running from November 1<sup>st</sup> to October 31<sup>st</sup>.

### **Revenues**

All monies received or collected shall be deposited in a chartered bank or credit union to the credit of the Maryhill Historical Society Inc.

### **Accounts and Expenses**

Cheques for the payment of accounts shall be signed by any two of the following officers: President, Secretary, and Treasurer. Payments for re-occurring or monthly expenses may be made through pre-authorized debit from the bank or credit union.

All expenditures for, including but not limited to; goods, services, dues and fees shall be made in accordance with the Purchasing Procurement Policy and must be approved by the board at a Regular or Board meeting prior to purchase.

### **Audit or Review Engagement**

In accordance with the Act, one or more qualified individuals will be appointed at the Annual meeting to conduct a Review Engagement of the Treasurer's Report and annual financial statements for the subsequent year; for presentation and approval by the Board prior to the next Annual meeting.

At the demand of the membership, an auditor may be appointed at the Annual General Meeting to review the Treasurer's Report and annual financial statements, as in accordance with the Act.

### **Distribution of Annual Financial Statement**

The annual financial statement upon the completion of the Review Engagement (or audit) and approval by the Board, shall be made available to every member at the Annual Meeting. Members may also request a copy of this financial report in advance of the Annual Meeting.

## **8. Meetings**

Roberts Rules of Order shall govern the meetings in all cases to which they are applicable. Where they are inconsistent with the bylaws or rules of the Society, the bylaws or rules will prevail.

### **Meeting Chair**

Meetings will be chaired by the Chair of the Board, unless the Chair delegates this duty to another Director. In the case of an Annual meeting, this duty may be delegated to a member present at the meeting.

The Chair of the meeting, as member is entitled to vote, but will sustain from voting until all other votes are cast. The Chair may exercise this right in order to break a tie vote, but in no case is entitled to a second or 'casting' vote.

## **9. Regular and Board Meetings**

Meetings of the Board shall be held on the call of the President or upon request to the President of any three (3) members of the Board.

Regular meetings – As Members may attend Regular (monthly) meetings, both members and directors must be notified not less than ten (10) days prior to the date of the meeting. Regular meetings are held "in person." Upon declaration of a 'State of Emergency' or enactment of an 'Emergency Order' by any level of government or regulatory authority, the meetings may be cancelled.

Board meetings - Directors must be notified not less than five (5) days prior to the date of the meeting. Notification may be by telephonic or electronic means.

Board meetings may be conducted "in person" at the Halter House or such other location or remotely by telephonic or electronic means if acceptable to all Directors.

**Quorum**: Five members of the Board shall constitute a quorum at a Regular or Special Board meeting.

### **Executive Meetings**

Officers meet as required at the request of the President. Other Directors and members may attend only by invitation from the President.

## **10. Annual and General Meetings**

The Annual General Meeting of this Society shall be held as soon as practical after October 31<sup>st</sup> but in all cases, no later than January 31<sup>st</sup>. The meeting shall be for the election of officers, approval of financial statements, presentation of reports on activities and transactions since the last Annual meeting.

### **Location and Time**

The location and time of the meeting shall be as determined by the Board. In the event of any declared 'State of Emergency' or enactment of an 'Emergency Order' by any level of government or regulatory authority, the meeting may be postponed and rescheduled or may be conducted by telephonic or electronic means.

### **Notice**

Members must be notified within ten (10) days in advance of the date of the Annual General Meeting or Annual and Special General Meeting. Notification may be by mail, or by electronic or telephonic means.

**Quorum:** Twelve (12) members shall constitute a quorum for the Annual Meeting.

### **Voting**

Each member is entitled to one vote for every elected position and on every resolution. Voting will be by a show of hands unless a ballot is demanded by a member entitled to vote. A ballot may be demanded before or after the vote.

### **Vote by Proxy**

Members unable to attend the meeting may by means of a proxy appoint a proxyholder or alternative proxyholders as the member's nominee to attend and act in the manner to the extent of the authority conveyed on the proxy. Proxy forms shall be included with the Notice of meeting which must be signed by the member and returned to the secretary within the timelines prescribed in the Notice of Meeting.

### **Members Right to submit a Proposal**

A group of members as described in the Act, may give notice to the Board of any matter they propose to raise at the meeting for resolution by the members. The proposal shall be included in the Notice of Meeting to all members.

In accordance with the Act, such proposal shall not exceed 300 words and the members shall pay the cost including the proposal and any accompanying statement with the Notice of meeting. This proposal must be submitted to the Secretary of the Board within a minimum of sixty (60) days prior to the meeting.

## **Order of Business**

The Annual Meeting shall follow the Agenda in Appendix "F"

## **General Meetings**

General or Special meetings may be held during the year as deemed necessary by the Executive. Notifications to the membership of such meetings must be not less than ten (10) days or more than fifty (50) days in advance of the meeting in accordance with the Act. Notifications may be by mail, telephonic or electronic means.

## **11. Dissolving the Society**

In the event that the Maryhill Historical Society Inc. should cease to function, the following course of action must be followed:

- the existing executive becomes responsible for the disposal of property, money, artifacts. Articles on loan are to be returned to owners.
- all Society assets are to be used for the benefit of the immediate community.

No dispersion of assets or loaned articles shall take place prior to twelve (12) months after decision to dissolve the Society.

## **12. Amendments**

The Constitution or the bylaws may be altered or amended by a two-thirds vote of the members present at an Annual Meeting. To inform the members of the proposed amendment(s), the meeting Notice must specify it is a "Notice of the Annual and Special General Meeting" and a description of the proposed amendment(s) must be included in the meeting Notice.

## **Appendix "A"**

*(Attached to and forming part of the Bylaws of the Maryhill Historical Society Inc. Adopted Nov 22, 2020)*

### **Termination of Membership**

A member may decline to renew their annual membership or cancel their life membership at any time, without reimbursement of any membership fees.

A membership will be considered terminated when a member dies. Membership is not transferrable to anyone other than a surviving spouse.

If the surviving spouse desires to continue the membership, in the case of a life member, upon written request, the membership may be changed to the name of the surviving spouse. In the case of an annual membership upon written request, the renewal can be issued in the name of the surviving spouse.

### **Termination of Membership for Cause**

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing the termination of membership for violating any provision of the articles or By-laws, in accordance with the Act.

The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the termination not less than 5 days before the end of the 15-day period.

The Board shall consider this written submission before making a final decision regarding termination of membership.

## **Appendix "B"**

*(Attached to and forming part of the Bylaws of the Maryhill Historical Society Inc. Adopted Nov 22, 2020)*

### **Eligibility for Election to the Board of Directors**

Individuals must be a member of the Society in good standing to be eligible to run for election to the board, subject to the following:

- The individual must have attained the age of 18 years;
- The individual has not been found under the Substitute Decisions Act, or under the Mental Health Act to be incapable of managing property;
- The individual has not been found to be incapable by any court in Canada or elsewhere;
- The individual does not have the status of bankrupt.

### **Consent**

If an individual has not consented to hold office as a director before or within 10 days after the election or appointment, the individual is deemed not to have been elected or appointed as a director and therefore is not a director.

### **Term Limits or Age Limits**

The membership may by resolution, elect a Director or Directors for a term other than indicated in Section 6. Term limits need not be the same for all Directors.

In no case shall a single term for a Director extend beyond the 4<sup>th</sup> Annual meeting from the meeting they were first elected.

Where the membership extends term limits for any Directors other than the President, at least one third of the Board must rotate annually.

There are no maximum number of consecutive terms a Director may be re-elected.

There is no upper age limit for an individual to run for election or be re-elected.

## **Appendix "C"**

*(Attached to and forming part of the Bylaws of the Maryhill Historical Society Inc. Adopted Nov 22, 2020)*

### **Director Vacancy and Removal of a Director**

A Director ceases to hold office when the director dies, resigns, becomes disqualified or is removed by ordinary resolution at a Special meeting.

#### **Disqualification**

A Director becomes disqualified from holding the office when the Director:

- has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; or has,
- been found to be incapable by any court in Canada or elsewhere; or,
- has been declared the status of bankrupt; or has,
- missed or has been absent from three (3) consecutive board meetings without receiving prior consent to do so from the Board.

#### **Resignation**

In the event a Director resigns during their term in office, the resignation becomes effective at the time the resignation is received by the Society at a Regular meeting or at the time specified in the resignation, whichever is later.

#### **Vacancy**

In the event of a vacancy due to resignation, death, or disqualification, the Board may, appoint an individual by resolution having a two-thirds vote at a Regular monthly meeting or at a Board meeting, to fill the vacant position for the remaining term up until the next annual meeting.

The total number of Directors appointed by the Board shall not exceed one third of the number of Directors elected at the previous Annual meeting.

#### **Removal of Directors**

A Special meeting of members may be called for the removal of a Director deemed necessary out of blatant disregard of these bylaws, fiduciary responsibilities, Code of conduct or conflict of interest rules.

Members may, by ordinary resolution at a Special meeting, remove from office any Director or Directors by majority vote at the meeting.

The vacancy or vacancies created by this resolution for removal may be filled by election by the members at the same Special meeting.

## **Appendix "D"**

*(Attached to and forming part of the Bylaws of the Maryhill Historical Society Inc. Adopted Nov 22, 2020)*

### **Roles and Responsibilities of Directors**

The Board of Directors shall assume all responsibility for the management and operation of the affairs of the Society. These include but are not limited to: the approval of new members, expenses, financial statements, Treasurer's Reports, Board minutes, committee reports, development of budgets and policies, appointment of Standing Committees, Risk Management, Board succession and advancement of the Society.

### **Governance, Duty of Care, Fiduciary Duty**

Directors have an obligation to act in good faith and in the best interests of the Society. Directors are expected to adhere to the Code of Conduct, Conflict of Interest, Confidentiality and any other policy enacted by the Board.

### **Authority**

The Board as a whole is the authoritative body charged with making decisions and commitments for the Society. Board decisions become the position of the Society. Aside from the President and the authority granted to Officers for the fulfillment of duties, an individual Director carries no authority to speak on behalf of the board, cause any expense or make any commitments on behalf of the Board or Society.

### **Conflict of Interest**

Any Director who in any way directly or indirectly or who has a family member who in any way directly or indirectly has an interest in a proposed or existing decision, contract or transaction of the Society shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board.

### **Attendance and Participation at Meetings**

Directors are expected to make themselves available to attend any meetings called or scheduled for the year, whenever possible.

In accordance with the Act, any Director being absent from three (3) consecutive board meetings without receiving prior consent to do so from the Board, shall be disqualified as being a Director.

Any Director may not appoint another individual to attend any meeting to vote on their behalf if the Director is unable to attend a meeting.

Any Director, whether present at a meeting or not present at the meeting is deemed to have given consent to any of the proceedings of the meeting, unless the Director requests that their dissent be recorded in the minutes.

## **Appendix "E"**

*(Attached to and forming part of the Bylaws of the Maryhill Historical Society Inc. Adopted Nov 22, 2020)*

### **Roles of Officers**

#### **Executive**

The Executive provides assistance to the President in formulating activities and work plans, standing committees and agendas for discussion and approval by the entire board. The Executive may assist the Treasurer with developing an annual budget. The Executive helps mentor the Board, setting a high standard for Board conduct and may assist the Past President and Directors with succession planning.

The Executive in isolation does not hold authority to commit the Society, but presents recommendations to the Board for consideration.

#### **President**

The President also serves as Board Chair and shall preside at all meetings of the Society. The President provides leadership to the Board, ensures the integrity of processes and that meetings are effective and efficient; and that the Board fulfills its governance responsibilities.

The President facilitates co-operative relationships among Directors, encourages full participation by all Directors at a meeting and ensures that the Board discusses all matters relating to the Board's mandate.

The President represents the Board to outside parties and serves as the Board's primary contact to the public.

#### **Vice President**

The Vice President may assist with the duties of the President and other Officers.

Notwithstanding Section 8, in absence of the President, the Vice President shall assume to duties of the President and preside at any meeting.

#### **Past President**

The role of the Past President is primarily honorary and advisory. Succession planning is the main duty of the Past President and to assist the President and the Board in preparing a slate of officers and directors for the following year's Board.

## **Secretary**

The secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities and may assist in the establishment of agendas and ensure that a schedule of Board meetings is prepared annually.

The Secretary shall issue all notices of meetings, shall keep correct minutes of Board meetings held and shall share electronically such minutes or present such minutes as well as reports from Standing Committees at the next regular meeting.

The Secretary will also be responsible for all correspondence on behalf of the Board and ensure that all reports are prepared and filed as required by law.

The Secretary also ensures that all minute books, documents, registers and the roll of the names and addresses of the Members are maintained as required by law.

The Secretary shall present a report at the Annual General Meeting.

## **Treasurer**

The Treasurer works collaboratively with the President to support the Board in achieving its fiduciary responsibilities.

The Treasurer shall receive, collect, hold, and record all fees and other monies received and disperse them as authorized by the Board.

The Treasurer shall keep detailed records of the finances of the society following accepted standard conventions.

The Treasurer shall present the financial statements approved by the board at the Annual meeting together with the report from the person who has conducted the review engagement or of the auditor, as the case may be.

The Treasurer shall such perform other duties as may from time to time be directed by the Board, including but not limited to the oversight of application for grants, and application and payment of license fees.

## **Appendix "F"**

*(Attached to and forming part of the Bylaws of the Maryhill Historical Society Inc. Adopted Nov 22, 2020)*

### **ANNUAL GENERAL MEETING**

#### **Order of Business**

- Call to order\* & declaration of quorum
- Overview of the Agenda
- Moment of Remembrance for members who have died since last AGM
- Minutes of previous Annual General Meeting
- Correspondence
- President's Address
- Secretary's Report
- Treasurer's Report
- Standing Committee written reports available to membership
- Appointment of Review Engagement or (if requested, an Auditor)
- Amendments to Constitution and/or Bylaws\*\*
- Election of Officers and Board
- Adjournment

\* In accordance with Section 8, the President as Chair of the Board, may delegate the duty of Chair to another member present at the meeting.

*\*\*The Corporations Act outlines that the business to the members only include: the approval of the minutes of the last Annual Meeting, presentation of the Financial Statement, Appointment of Review Engagement or Auditor and Election of Directors.*

*A bylaw amendment is to be done by a Special General Meeting. It is acceptable to include the amendment in the agenda as such however the Act requires specific notice to notify members of the additional content. "Notice of Annual and Special General Meeting" including the proposed change is acceptable in the notice.*