

## CONSTITUTION AND BY-LAWS

### 1. Definitions

“*Society*” is the short title for “Fultz Corner Restoration Society” (FCRS), commonly known as Fultz House Museum (FHM).

“*Member*” is an individual, society, club, or organization who, being a volunteer, has joined the Fultz Corner Restoration Society and who is up-to-date with their paid membership dues.

“*Board Member*” is a member who has been elected by the membership to serve as an executive member on the Board of Directors.

“*Arms-length*” is a relationship where two or more members act freely and independently of each other and without some special relationship such as being related by blood, marriage or family.

“*Proxy Vote*” is a document written by a member, designating another member to vote, in their absence, on a specific matter as identified in the document.

“*Voting*” refers to an Annual General Meeting (AGM), a general meeting, a special meeting, a meeting over the phone or a committee meeting, done in person, attended by phone or held virtually in real time.

### 2. Name

This association shall legally be known as “The Fultz Corner Restoration Society” and more commonly as “Fultz House Museum”.

### 3. Object

To provide a Society where the members shall act as a united body, to protect, preserve and restore for community use, the artifact collection, the archive collection, the outbuildings, the house and property known as “Fultz House Museum”.

### 4. Vision, Mission and Tagline

#### a) Vision

Understanding -> building a better future.

#### b) Mission

To collect, preserve, and present the history and interests of Sackville, Lucasville, Beaver Bank, Kinsac, and the surrounding areas.

#### c) Tagline

Sackville’s Heritage Portal

## **5. Qualification of Members to Vote**

- a) The following are the regulations pertaining to the identification of a voting member:
- i. An individual who, upon payment of the annual dues of twelve (\$12.00) dollars, is identified as a member of the Society, and is entitled to one vote.
  - ii. Societies, organizations and/or club memberships, who, upon payment of the annual dues of twenty-five (\$25.00) dollars, (payable at the Annual General Meeting), are identified as a member of the Society and are entitled to one vote, providing the society, organization and/or club have had a representative in attendance for two monthly meetings in the previous year/current year, whichever applies. If in attendance, each society, organization and/or club will select one representative to cast that vote per meeting. The representative attending must be identified in writing by the society, organization or club's president or secretary as the voting representative.
  - iii. To be authorized to cast a vote and make a motion, the member must have been in attendance at a minimum of two monthly meetings in the previous year or after attending two monthly meetings in the current year, whichever is applicable.
  - iv. A new member to the Society can vote and make a motion after attending two meetings in the current membership year.
  - v. To be a voting member or to serve on the Board of Directors, membership dues shall be up to date.
  - vi. In the event of a pandemic, disaster or an emergency situation, a motion can be passed at a general meeting delaying the payment of membership dues until such time that it is safe to meet in person. Alternatively, members may choose to mail their dues to the Treasurer or be sent by e-transfer.
- b) Upon the signed recommendation of at least (2) two Board Members, an individual(s), who has given outstanding service to the Fultz House Museum after a minimum of ten years of paid membership, may be granted an Honorary Lifetime Membership provided the motion is passed by an unanimous vote of the membership.
- i. An Honorary Lifetime Member shall be entitled to all the rights and privileges of a member of the Society, providing the conditions of 5 (a) iii are met.

## **6. Voting**

- a) A quorum of more than one third of qualified members shall be in attendance in order for a motion to be passed.

- b) In order to prevent any perception of a conflict of interest during a vote on a motion, there must be more than 50% of the qualified membership in attendance who are at arms-length.
- c) A proxy vote, specifically identifying a topic(s) to be voted on at a meeting, as well as the designated member, shall be deemed to be a "Member in attendance" providing the conditions of 5 (a) iii and/or 5 (a) iv are met.
- d) The Chair shall have no vote except in the case of a tie. In the case of a tie, the Chair shall have a casting vote.
- e) The Executive Committee, consisting of the President, Vice President, Past President, Treasurer, Secretary, Property Manager, Artifacts Officer, Archive Officer, Interpretation Officer and Member-at-Large, shall have the power to act and make decisions between meetings. A quorum of the Executive Committee for this purpose shall be any four Executive Committee members, at arm's length, meeting in person or by conferencing in real-time. The Secretary, or another Executive Committee member acting as secretary, shall take minutes of the proceedings.

## **7. Board of Directors and their Election**

Board Members shall be identified as the President, who has overall accountability for Museum affairs, the Vice President, Past President, Secretary, Treasurer, Property Manager, Artifact Officer, Archive Officer, Interpretation Officer, and Member-at-Large, and shall be elected at each AGM.

The Nomination Committee will present a nomination list for the Board of Directors positions under consideration at each AGM for election.

The Nomination Committee will recommend that other organizational positions (non-Board Member) identified in the FCRS Organizational Chart be filled with a nominee if vacant at the AGM. An individual may hold each of these positions for two consecutive years, and may continue to serve (1) one year at a time until the position may be filled by another interested member.

Members and Honorary Lifetime Members can also be nominated from the floor for Board of Directors positions, provided the conditions of 5 (a) iii and or 5 (a) iv are met.

- a) Members offering to serve on the Board of Directors shall meet the criteria laid out in Section 5.
- b) When a Board Member position becomes vacant subsequent to the AGM, the Nomination Committee will make a recommendation to remaining Board Members, who shall appoint a member to fill this vacancy for the remainder of the term or a specified interim period at a general meeting or special meeting and documented in the minutes.

- c) Members of the Board may serve in any executive position for a period of (2) two consecutive years in any one office.
- d) Providing there are no members willing to accept an executive position, an incumbent Board Member may continue to serve (1) one year at a time until their position may be filled. An open election will be held, and the incumbent Board Member may have their candidacy put forth from the floor, if there is an interest in moving the nomination for that Board Member to be allowed to be considered for the same position, they occupied previous to the election.
- e) The following Board Member positions shall be elected in even number years: President, Secretary, Property Manager, Archive Officer and Member-at-Large. The following Board Member positions shall be elected in odd number years: Vice President, Treasurer, Artifact Officer and Interpretation Officer.
- f) Each Board Member should adhere to the roles and responsibilities for their position, outlined in the Terms of Reference approved by the Board of Directors and membership.
- g) The Past President position will be identified as vacant if the conditions of 5 (a) iii are not met.
- h) Any member who is a Board Member may be removed at a general meeting, with written notice of the proposed action having been given, if the majority of the members of the Society vote by Special Resolution to remove said member from office. In this event, a member, providing the conditions of 5 (a) iii and/or 5 (a) iv are met, may be nominated to complete the term of office.
- i) Board Members who have, or could reasonable be seen to have a conflict of interest have a duty to declare this interest. The Declaration should be made to the members upon nomination, after election as a Board Member, or when the possibility of conflict is realized.
- j) A conflict of interest does not prevent a member from serving as a Board Member, providing that they withdraw from the decision making on matters pertaining to that interest. The withdrawal shall be recorded in the minutes.

## **8. Reporting Authority**

While the hierarchy of the Board of Directors remains in place, it shall be noted that, for the purposes of FCRS, a totally volunteer Society, the Board of Directors and members are one in the same in that they all carry out tasks in the upkeep of the Collections and the Museum proper.

## **9. Signing Officers**

- a) For the purpose of financial matters, the authorized signatures for the Society shall be the Treasurer and President. One additional Board Member shall be appointed, selected from the Vice President, Secretary or Past President, to

act as an alternate if one of the main signing authorities is unavailable for signature. The Past President, if selected, can act as an authorized signature providing the conditions of 5 (a) iii are met.

- b) In all other matters requiring two signatures, one shall always be that of the President.
- c) The President may authorize, in an emergency, the spending of an amount up to \$100.00 bi-monthly. Spending in excess of \$100.00 shall be approved by the membership, through a motion at a regular or special meeting and recorded in the minutes.
- d) For money to be borrowed for the Society for a routine basis or in case of emergency, a vote would have to be held at a general meeting or a special meeting, and have to receive Board approval to move forward.

#### **10. Fiscal Year**

The fiscal year of the Society shall be from the 1<sup>st</sup> day of April to the 31<sup>st</sup> day of March.

#### **11. Meetings of the Society**

- a) The regular monthly meeting shall normally be held on the third Thursday of each month. Changes to the schedule shall be brought before the membership for approval.
- b) The AGM shall be held on the third Thursday in April following the regular meeting. Public notice regarding matters to be dealt with at the AGM shall be given at least 30 days prior to the meeting.
- c) Special meetings may be called at any time by the President, or on the request of two Board Members, stating the reason for the meeting. Whenever possible, all members will be advised of the reason for the meeting. Like a general meeting, special meetings will have recorded minutes and presented at the next general meeting for approval.
- d) The Executive Committee, defined as the President, Past President, Vice President, Treasurer, Secretary, Property Manager, Artifacts Officer, Archive Officer, Interpretation Officer and Member-at-Large shall have the power to act on behalf of the Board of Directors between meetings. A quorum shall be considered four members of the Board of Directors, and these members shall meet in person or by conferencing in real time, and minutes of these meetings shall be recorded.

#### **12. Standing Committees**

- a) The Society shall have the following Standing Committees:

Governance

Artifacts  
Facilities  
Community Outreach and Marketing  
Fundraising and Special Events  
Interpretation  
Archive  
Nomination

- b) While each standing committee should function with three individuals, it may function with two; however, at least one individual shall be a member of the society.
- c) For a volunteer of the Society to sit on a standing committee, they must have had three consecutive months of service with the Society.
- d) The chair of standing committee must be a member of the Society, and shall be selected by the individuals who sit on the specific standing committee they serve on. If there is only one Society member on a standing committee, they shall automatically be appointed chair
- e) Each standing committee shall meet at least twice in each calendar year. Additional meetings may be held at the discretion of the President or Committee.
- f) A standing committee may formulate policy for the review and approval of the board. A standing committee can also make recommendations to the Governance Committee and/or Board of Directors and membership for changes to the Terms of Reference that apply to the committee in question.
- g) A standing committee can be dissolved by a majority vote of the membership.
- h) Additional standing committees can be created or the roles of existing committees can be redefined by a majority vote of the membership at a general or special meeting.
- i) Each standing committee shall adhere to the roles and responsibilities outlined in the Terms of Reference approved by the Board of Directors and membership.
- j) Minutes shall be kept for each standing committee meeting and forwarded to the Secretary within 30 Days of the meeting.

### **13. Auditors**

- a) An auditor shall be appointed at the annual meeting.
- b) There shall be an annual audit of the Society's financial report to be presented at each annual meeting.

**14. Amendments to the Constitution and/or By-Laws**

- a) The Constitution and By-Laws may be amended at any authorized meeting, provided that notification of the calling of the meeting is given at least 30 days prior to the meeting. Proposed amendments shall be circulated in writing at least 30 days prior to the meeting to the members.
- b) Amendments require a quorum vote.
- c) It is the duty of the President and the Board Members to enact and adhere to the By-Laws of the Constitution.
- d) A copy of the Constitution shall be made available to all members of the Society.

Revised December 2021/January 2022  
Approved February 2022