

## **BY-LAW NUMBER 1**

A by-law relating generally to the transaction of the affairs of  
the Dundas Valley Historical Society

### **1. EXECUTIVE COUNCIL**

The affairs of the Society shall be managed by an Executive Council of nine (9) councillors or such other number as the by-laws of the Society may subsequently provide. Each councillor at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of the Society. Each councillor shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified. The whole Council shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Society may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any councillor before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

### **2. VACANCIES, EXECUTIVE COUNCIL**

If a member of the Executive Council is absent from three (3) consecutive meetings of the Executive Council, the Executive Council may declare his/her position on the Council to be vacant. Vacancies on the Executive Council, however caused, may, so long as a quorum of councillors remain in office, be filled by the councillors from among the qualified members of the Society, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the councillors for the ensuing year are elected, but if there is not a quorum of councillors, the remaining councillors shall forthwith call a meeting of the members to fill the vacancy. If the number of councillors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### **3. NOMINATING COMMITTEE**

Each year, at the first meeting following the annual meeting, the Executive Council shall appoint a Nominating Committee. The Nominating Committee shall consist of the following:

- a) the current President, the immediate Past President, if available, and one other Ordinary member of the Society chosen by the Executive Council;
- b) the Chairman of the Nominating Committee shall be the immediate Past President;
- c) the Nominating Committee shall be responsible for nominating:
  - i) members of the Executive Council at the annual meeting of the members of

the Society;

- ii) the officers of the Society at the first meeting of the Executive Council following the annual meeting of the members of the Society;
- d) The Nominating Committee for the Inaugural Meeting of the Society shall consist of Thomas A. Hickey, Mary Ann Seldon and Clare Crozier.

#### **4. QUORUM AND MEETINGS, EXECUTIVE COUNCIL**

A majority of the councillors shall form a quorum for the transaction of business. Except as otherwise required by law, the Executive Council may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the councillors are present, or if those absent have signified their consent to the meeting being held in their absence. Executive Council meetings may be formally called by the President or Vice-President or by the Recording Secretary on direction of the President or Vice-President, or by the Recording Secretary on direction in writing of two (2) councillors. Notice of such meetings shall be delivered, telephoned or e-mailed to each councillor not less than one (1) day before the meeting is to take place or shall be mailed to each councillor not less than five (5) days before the meeting is to take place. The declaration of the Recording Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Executive Council may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. An Executive Council meeting may also be held, without notice, immediately following the annual meeting of the Society. The councillors may consider or transact any business, either special or general, at any meeting of the Executive Council.

#### **5. VOTING, EXECUTIVE COUNCIL**

Questions arising at any meeting of the Executive Council shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his/her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any councillor present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other councillor as the council may from time to time appoint for the purpose.

## **6. POWERS**

The Executive Council of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, 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 and things as the Society is by its Constitution or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the councillors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.

## **7. REMUNERATION OF COUNCILLORS**

The councillors shall receive no remuneration for acting as such.

## **8. COMMITTEES**

- a) Standing committees of the Society shall consist of: a Communications Committee, a Facilities Committee and a Publications Committee.
- b) Other committees may be established by the Executive Council as required.
- c) All committees shall consist of Ordinary members of the Society.
- d) Non-members of the Society may be invited to sit on committees in an advisory capacity, provided that these advisors will not have voting privileges on the committee.
- e) Committee Chairs shall be appointed by the Executive Council.
- f) Committee Chairs shall report to the Executive Council when necessary or as requested.
- g) Committees shall keep minutes of all meetings.
- h) A copy of all Committee minutes shall be submitted to the President of the Society. An additional copy will be submitted to the Recording Secretary of the Society who will arrange for its storage.
- i) Funds for Committee purposes may be allocated and placed in a separate account at the discretion of the Executive Council.
- j) The President shall be an *ex officio* voting member of each Committee.

## **9. OFFICERS OF SOCIETY**

The officers of the Society shall be the President, the Vice-President, the Treasurer, the Recording Secretary, the Membership Secretary, the Communications Chair, the Facilities Chair, the Publications Chair and the immediate Past President even if not then a councillor, and such other officers as the Executive Council may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. All officers, except Past President, shall be elected by the Executive Council from among their number at the first meeting of the Executive Council after the annual election of such Executive Council, provided that in default of such election the then incumbents, being members of the Executive Council, shall hold office until their successors are elected.

## **10. DUTIES OF PRESIDENT AND VICE-PRESIDENT**

The President shall, when present, preside at all meetings of the members of the Society and of the Executive Council. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President, with the Recording Secretary or such other officer appointed by the Executive Council for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other councillor as the Executive Council may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

## **11. DUTIES OF TREASURER**

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Executive Council. He/She shall disburse the funds of the Society under the direction of the Executive Council, taking proper vouchers therefore and shall render to the Executive Council at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Society. He/She shall also perform such other duties as may from time to time be determined by the Executive Council.

## **12. DUTIES OF RECORDING SECRETARY**

The Recording Secretary shall be *ex officio* clerk of the Executive Council. He/She shall attend all meetings of the Executive Council and record all facts and minutes of all proceedings in the books kept for that purpose. He/She shall give all notices required to be given to members and to councillors. He/She shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he/she shall deliver up when authorized by a resolution of the Executive Council to do so and to such person or persons as may be named in the resolution and he/she shall perform such other duties as may from time to time be determined by the Executive Council.

## **13. THE MEMBERSHIP SECRETARY**

The Membership Secretary shall:

- a) shall keep up-to-date membership and mailing lists;
- b) shall be responsible for general mailings to members;
- c) shall oversee annual membership renewals and shall follow up lapsed memberships;
- d) shall ensure that adequate copies of the Society's brochure are available for distribution.

## **14. CHAIRS**

The Communications Chair:

- a) shall prepare and publish the Society newsletter;
- b) shall solicit, edit, and publish submitted articles which will help further the Society's objectives;
- c) shall ensure that Society activities receive adequate publicity in the various media;
- d) shall co-ordinate the preparation and distribution of flyers publicizing forthcoming meetings.

The Facilities Chair:

- a) shall arrange for refreshments to be served at regular meetings and special events;
- b) shall co-ordinate all facility arrangements, including any requirements for presentations;
- c) shall keep a record of all individuals, businesses and organizations that contribute refreshments or supplies to the Society.

The Publications Chair:

- a) shall submit proposals in writing to the Executive Council concerning ideas or concepts for publication, along with all appropriate and relevant information such as time frame, format, and a preliminary budget;
- b) shall, upon receiving approval in principle from the Executive Council, produce a mock-up of the publication, together with written, detailed final cost figures and a recommendation for approval from the Executive Council, and shall, upon final approval, proceed with the selected tender to publication;
- c) shall arrange for storage of all Society publications;
- d) shall oversee distribution of all publications at prices to be determined by the Executive Council;
- e) shall keep an accurate record of all sales and turn over all monies received to the Treasurer in a timely fashion;
- f) shall provide the Executive Council with an accurate inventory of all publications prior to the end of the fiscal year.

## **15. DUTIES OF OTHER OFFICERS**

The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Executive Council requires of them.

## **16. EXECUTION OF DOCUMENTS**

Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the President or Vice-President and by the Recording Secretary.

Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the President, Vice-President, Treasurer or by any person authorized by the Executive Council.

The President, Vice-President, the councillors, Recording Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Executive Council may transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society.

Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the Executive Council may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the Society may or shall be executed.

## **17. BOOKS AND RECORDS**

The councillors shall see that all necessary books and records of the Society required by the Society or by any applicable statute or law are regularly and properly kept.

## **18. MEMBERSHIP**

There shall be four classes of membership in the Society; namely, Honorary membership, Emeritus membership, Life membership and Ordinary membership.

- a) Honorary membership may be conferred by the Executive Council on individuals who have contributed to the advancement of local history. Honorary members shall not be entitled to vote at, but shall be entitled to notice of, meetings of the members of the Society. Honorary members shall not be required to pay any annual dues.
- b) Emeritus membership may be conferred by the Executive Council on those persons who have contributed exceptional service in advancing the interests of the Society. Emeritus members shall enjoy all of the rights and privileges of an Ordinary member, but shall not be required to pay any annual dues.
- c) A Life member shall pay one fee as set from time to time and thereafter shall enjoy all of the rights and privileges of an Ordinary member, but shall not be required to pay any annual dues for his or her natural life.
- d) An Ordinary member shall pay annual membership dues and shall be entitled to one (1) vote at all meetings of members of the Society. A person who has not paid the then current annual membership dues on or before May 31<sup>st</sup> of each year shall cease to be an Ordinary member of the Society.
- e) The following persons shall be the initial Ordinary members of the Society at the Inaugural Meeting of the Society: Clare Crozier, Stan Nowak, Emma A. Begert, Michael J. Brand, William A. MacKenzie, Eugene McMahon, W. John Mills, Steven Nagy, Allyson Wenzowski, Carolyn E. Westoby and Thomas A. Hickey and such other persons who attend the Inaugural Meeting of the Society and sign this Constitution of the Society.

## **19. DUES AND FEES**

Annual dues and any fees shall be set by the Executive Council from time to time.

The fee for life membership shall be set by the Executive Council from time to time.

The Membership Secretary shall notify the members of the annual dues or fees at any time payable by them, and if any are not paid on or before the day that is the date of the annual meeting of the members of the Society in each year, the members in default shall thereupon cease to be members of the Society, but any such members shall, upon payment of all unpaid dues or fees, be reinstated.

## **20. ANNUAL AND OTHER MEETINGS OF MEMBERS**

The annual or any other general meeting of the members shall be held at a location within the boundaries of the former Town of Dundas as the Executive Council may determine and on such day as the said Council shall appoint, provided that an annual meeting shall be held on or before May 31<sup>st</sup> in each year. The Society shall hold at least four (4) general meetings and/or special events during each fiscal year.

At every annual meeting, in addition to any other business that may be transacted, the report of the councillors, the financial statement and the report of the auditors shall be presented and the councillors of the Executive Council elected and auditors appointed for the ensuing year. The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members.

The Executive Council or the President or Vice-President shall have power to call at any time a general meeting of the members of the Society. The Executive Council shall call a general meeting of the Society upon receipt of a request to do so which is signed by five (5) or more Ordinary members of the Society. Such general meeting shall be held within thirty (30) days of the receipt of the request. Neither public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice, by prepaid mail or e-mail, seven (7) days before the time fixed for the holding of such meeting.

## **21. ERROR OR OMISSION IN NOTICE**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any



such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, councillor or officer for any meeting or otherwise, the address, or e-mail address of any member, councillor or officer shall be his last address recorded on the books of the Society.

## **22. ADJOURNMENTS**

Any meetings of the Society or of the Executive Council may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **23. QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of members shall consist of not less than nine (9) members present in person and qualified to vote.

## **24. VOTING OF MEMBERS**

Each Emeritus member, Life member and Ordinary member of the Society shall at all meetings of members be entitled to one (1) vote. No member shall be entitled to vote at meetings of the Society unless he/she has paid all dues or fees, if any, then payable by him/her.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Society, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or not carried, and an entry to that effect in the Minutes of the Society shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Society in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

## **25. FINANCIAL YEAR**

Unless otherwise determined by the Executive Council, the fiscal year of the Society shall terminate on the 31<sup>st</sup> day of March in each year.

## **26. CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by the Treasurer, together with the President or the Vice-President or by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Executive Council and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **27. BORROWING**

The Executive Council may from time to time:

- a) borrow money on the credit of the Society; or
- b) issue, sell or pledge securities of the Society; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

From time to time the councillors may authorize any councillor, officer or employee of the Society or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Society as the councillors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

## **28. INDEMNITY TO COUNCILLORS AND OTHERS**

Every councillor or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- a) all costs, charges and expenses which such councillor, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such councillor, officer or other person or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such councillor, officer or other person, in or about the execution of the duties of such councillor, officer or other person or in respect of any such liability;
- b) all other costs, charges and expenses which such councillor, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such councillor, officer or other person's own willful neglect or default.

## **29. AUDITOR**

An auditor shall be appointed bi-annually at the Annual General Meeting to prepare an unaudited statement of the Society's finances for consideration at the Annual General Meeting.

## **30. NOTICE**

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the law, the by-laws or otherwise to a member, councillor, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his/her recorded address by ordinary mail or e-mail, or if sent to him/her at his/her recorded address by any means of prepaid transmitted or recorded communication or e-mail. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Recording Secretary may change or cause to be changed the recorded address of any member, councillor, officer or auditor in accordance with any information believed by him/her to be reliable.

### **31. AMENDMENTS**

- a) Amendments to the Society Constitution or the by-laws of the Society may be made at the Annual General Meeting by a two-thirds (2/3) majority vote of voting members present in person, providing that notice of the motion has been given at least thirty (30) days in advance of the meeting.
- b) Amendments to the by-laws may be made at any general or special meeting called for that purpose, providing that notice of the motion has been given to the Executive Council at least thirty (30) days in advance of the meeting.

### **32. INTERPRETATION**

In these by-laws and in all other by-laws of the Society hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the members at the Inaugural Meeting of the Society this 19<sup>th</sup> day of May, 2004.

WITNESS the seal of the Society.

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President

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Secretary