

THE DUNDAS VALLEY HISTORICAL SOCIETY

CONSTITUTION

1. NAME

The Society shall be called the “Dundas Valley Historical Society”, hereinafter referred to as the “Society.”

2. OBJECTIVES

- a) To promote awareness, education and appreciation of local history to all members of the community.
- b) To collect and record documentary and other evidence relating to local history, and to turn this material over to appropriate repositories.
- c) To publish material of historical interest relating to Dundas and area.

3. STATUS

- a) The Society shall be a non-profit, incorporated organization with charitable status, affiliated with the Ontario Historical Society.
- b) Should the Society disband for any reason, the Dundas Historical Society Museum shall become trustee of Society assets to be used at its sole discretion.

BY-LAWS

1. MEMBERSHIP

- a) Membership shall consist of Active, Emeritus and Honorary members.
- b) Active members are those who have paid membership fees.
- c) Life members shall enjoy all of the rights and privileges of the Society for their lifetime, or until such time as the Society becomes inactive.
- d) Members Emeritus may be conferred by the Executive Council on those who have contributed exceptional service in advancing the interests of the Society, and shall enjoy all of the rights and privileges of a Life Member.
- e) Honorary membership may be conferred by the Executive Council on individuals who have contributed to the advancement of local history. Honorary members shall enjoy all of the rights and privileges of the Society other than voting.

2. FEES

- a) Active members will pay annual fees, as set by the Executive Council, subject to the approval of the membership.
- b) Any person may purchase a Life membership at the fee set by the Executive Council, and subject to the approval of the membership.

- c) Members Emeritus and Honorary members shall not pay annual fees.

3. MEETINGS

- a) There shall be one Annual General Meeting to be held no later than May 31st of that year.
At the Annual General Meeting, the election of officers for the Executive Council shall be held, and the President's Report, Treasurer's Report and reports from Committee Chairs shall be submitted for approval by the membership.
- b) There shall be at least four (4) Executive Council meetings held annually.
- c) There shall be at least four (4) general meetings and/or special events held annually as determined by the Executive Council.
- d) The membership shall receive notice of all meetings and events at least seven (7) days in advance.

4. ADMINISTRATION

- a) The Executive Council shall have authority over the affairs of the Society.
- b) Any request for a meeting must be submitted to the President in writing and shall clearly state the reason for the request.
- c) A formal review of the actions of the Executive Council may be requested by letter to the President, signed jointly by a minimum of five (5) active members.
- d) Should the President neglect or refuse to call a meeting, the five (5) requesting members or any other five (5) Active members are entitled to call a meeting once ten (10) days have passed since receipt by the president of the written request.
- e) No member of the Society shall represent the Society without the endorsement of the Executive Council.
- f) When representing the Society, all Officers of the Executive Council are accountable to the Society.

5. FINANCES

- a) The signing officers of the Society shall be the Treasurer, the President, and the Vice-President. All financial transactions must be signed by the Treasurer and either the President or Vice-President.
- b) Any expenditures in excess of \$2000.00 shall be approved in advance by the general membership.
- c) Any monies collected on behalf of the Society shall be turned over to the Treasurer on a regular timely basis.
- d) The Executive Council shall be bound by all financial decisions approved by the membership.
- e) The Society's fiscal year shall commence April 1 and end on March 31 of the following year.

6. QUORUM

- a) Five (5) members of the Executive Council shall constitute a quorum for the transaction of Society business.
- b) Fifteen (15) members of the Society shall constitute a quorum at any general or special

meeting called for the transaction of Society business of whom five (5) must be members of the Executive Council.

7. VOTING

- a) Voting shall be either by a show of hands or by secret ballot, as determined by the Executive Council. In the event of a contested election, the voting will be done by secret ballot.
- b) Voting shall be restricted to Active members.
- c) Every matter requiring a vote shall be decided by a majority of the votes of the Active members present.

8. OFFICERS

- a) Officers shall be elected at the annual meeting for a one-year term commencing June 1.
- b) The Officers of the Society shall consist of: the President, the Past President, the Vice-President, the Treasurer, the Recording Secretary, the Membership Secretary, the Communications Chair, the Facilities Chair and the Publications Chair. These officers shall constitute the Executive Council of the Society.
- c) Any vacancy occurring on the Executive Council between elections may be filled by appointment by a majority vote of the Executive Council for the remainder of the fiscal year.
- d) Should any member of the Executive Council be absent for three (3) consecutive Executive Council meetings, his/her position may be forfeited at the discretion of the Executive Council.
- e) Indemnities To Directors And Others: Every director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it 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;
 - (i) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such director, officer or other person or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such director, officer or other person, in or about the execution of the duties of such director, officer or other person or in respect of any such liability;
 - (ii) all other costs, charges and expenses which such director, 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 director, officer or other person's own wilful neglect or default.

9. ELECTIONS

- a) The slate of officers proposed for election at the annual meeting shall be determined by a Nominating Committee, chaired by the Past President, appointed by the Executive Council at least two (2) months prior to the meeting.
- b) The Nominating Committee chairman will poll Active members for candidates for the

Executive Council.

- c) Any Active member may stand for election at the annual meeting after being nominated for a position by two (2) Active members.

10. COMMITTEES

- a) Standing committees of the Society shall consist of a: Communications Committee, a Facilities Committee and Publications Committee.
- b) Other committees may be established by the Executive Council as required.
- c) All committees shall consist of Active members of the Society.
- d) Non-members of the Society may be invited to sit on committees in an advisory capacity. These advisors will not have voting privileges on the committee.
- e) Committee Chairs shall be appointed in one of two ways: directly by the Executive Council; or elected on an annual basis by members of the committee, with subsequent ratification 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.

11. DUTIES OF OFFICERS

- a) The President:
 - i) shall preside over all general, annual and Executive Council meetings;
 - ii) shall represent the Society at all official functions;
 - iii) shall be a voting member of all committees;
 - iv) shall answer correspondence addressed to the Society and prepare correspondence at the direction of the Executive Council;
 - v) shall contact guest speakers prior to their address, and prepare and post a letter of thanks to the speaker;
- b) The Past President:
 - i) shall act in an advisory capacity to the incumbent president;
 - ii) shall chair the Nominating Committee;
 - iii) shall conduct elections.
- c) The Vice-President:
 - i) shall, in the absence of the President, preside over all meetings;
 - ii) shall, at the request of the President, carry out other presidential duties or officially represent the Society;
 - iii) be responsible for recruitment and retention of all memberships in conjunction with the membership secretary;
 - iv) shall conduct a constitutional review at least once in a five year period.

d) The Treasurer:

- i) shall keep an accurate and current record of all income and expenses of the Society;
- ii) shall provide a current statement of Society finances at each Executive Council meeting;
- iii) shall prepare and submit a financial statement for the previous year at the Annual Meeting;
- iv) shall prepare and submit all financial forms, grant applications and an annual budget (if requested by the Executive Council);
- v) shall pay all Society expenses and accounts at the direction of the Executive Council, as per Section 5 (FINANCES);
- vi) shall deposit all Society funds on a timely basis.

e) The Membership Secretary:

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

f) The Recording Secretary:

- i) shall record the minutes of all executive, general and annual meetings;
- ii) shall prepare and distribute all meeting minutes;
- iii) shall transfer documentation on a regular basis to the Society archives.

g) Chairs

1) The Communications Chair:

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

2) The Facilities Chair:

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

3) The Publications Chair:

- i) 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;
- ii) 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;
- iii) shall arrange for storage of all Society publications;
- iv) shall oversee distribution of all publications at prices to be determined by the Executive Council;

- v) shall keep an accurate record of all sales and turn over all monies received to the Treasurer in a timely fashion;
- vi) shall provide the Executive Council with an accurate inventory of all publications prior to the end of the fiscal year.

13. 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.

14. AMENDMENTS

- a) Amendments to the Society Constitution may be made at the Annual General Meeting by a two-thirds (2/3) majority vote of Active Members present in person, providing that notice of the motion has been given to the Executive Council 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.

Revised 8 January 2004