EMHS By-laws.

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The following document is the Constitution and By-laws of Essex Medieval Heritage Society, which have been changed and expanded. They were voted on at the general membership meeting on October 3, 2010.

ARTICLE ONE : INTERPRETATION

1.01 Object

The objects for which the corporation is incorporated are to promote the appreciation of medieval culture by the operation of a museum, the preparation of displays and exhibits and the production of pageants for the benefit of the public.

1.02 Definition of term

The use of the term “he” used throughout this document shall be in reference to any member or officer of the corporation, regardless of gender.

ARTICLE TWO : TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.01 Head Office

Until changed by the general members at the annual general meeting, the head office of the corporation shall be in the County of Essex in the Province of Ontario

2.02 Financial Year

Until changed at the annual general meeting, the financial year of the corporation shall end on December 31.

2.03 Banking arrangements

The banking business of Essex Medieval Heritage Society shall be transacted with any banks, credit unions, trust companies or like institutions as may from time to time be designated by or under the authority of the board. The board may designate specific terms and arrangements related to the finances from time to time.

2.04 Cheques

Cheques issued by the corporation will be signed by two members of the Board of Directors, who are designated signing authorities, which shall include the President, the Treasurer, and one of the two Vice-Presidents.

2.05 Signing Authority

Three members of the Board of Directors shall be designated as signing authority. These shall be: the Treasurer. The President and one of the two Vice-Presidents. The third signing authority will be determined by the Board, under the stipulation that no two signing authorities shall occupy the same domicile and/or residence.

2.06 Calendar of Events

The calendar of events is to be determined by the Board of Directors, with any disputes to be resolved at a general membership meeting. However, only an officer may commit Essex Medieval Heritage Society to an engagement that represents a significant commitment of corporate resources.

2.07 The Corporate Seal

The Secretary of the Corporation shall be the keeper of the seal, which he shall affix to any document where it is required.

2.08 Expenditures

All expenditures must be approved at a meeting of the corporation. It is eminently preferable that all expenditures be approved ahead of the fact. Emergency approval may be sought through the following means: the president will conduct a telephone vote or by any other media agreed upon by the board, during which he will make a reasonable attempt to contact all of the officers. Three yes votes are required for approval regardless of how many officers have registered a vote. Failure to follow this procedure could constitute grounds for removal (see 3.06)

2.09 Insurance

Insurance will be obtained by the Board of Directors to protect the corporation and all the property of the corporation.

ARTICLE THREE : THE BOARD OF DIRECTORS

3.01 Number of Directors and Quorum

The affairs of the Corporation shall be managed by its Board of Directors. Until changed by the annual general meeting, the number of directors shall be five, of whom three shall constitute a quorum.

3.02 Qualifications

No one shall be qualified to serve on the board unless he is of at least eighteen years of age and is a general member of Essex Medieval Heritage Society. For the positions of President & Treasurer, a candidate must be a member in good standing for a minimum of 6 months prior to elections.

3.03 Election

In order to run for the Board, a general member must be nominated by two other general members. The nominee must be present or have sent written acceptance in their stead, in order to stand for election. Only written endorsements of a particular nominee will be accepted as a proxy. Only general members may vote, and must be present in order to do so. The election shall be conducted by a neutral person who is not running for any office and who has been appointed by a majority of the general members of Essex Medieval Heritage Society. The candidates may deliver a speech of up to two minutes in length, and must be prepared to answer questions from the members. Voting will be conducted by secret ballot. The order of election shall be: President, External Vice-President, Internal Vice-President, Treasurer, Secretary. In the event of two candidates, the person who has received the most votes will be declared the winner. In the event of three or more candidates, the winner shall be the person who has received more than 50% of the votes cast. If there is no clear winner then a second ballot will be cast, eliminating the individual who has received the least votes. This shall continue until a clear winner emerges. Elections will occur at the annual general meeting.

3.04 Term

The entire Board of Directors shall be elected at the annual general meeting, and will serve a term of one year. If a new Board member is to be elected, the director then in office shall continue until the successor is elected, unless he has been determined ineligible to serve. If this is the case, the board may designate an individual to serve as an interim officer until such time as an election can be held.

3.05 Vacation of office

A director shall vacate an office if any of the following events occur: 1. If the officer resigns, notice of which must be given in writing to the Secretary of the corporation 2. The death of the officer 3. In the event that the officer is no longer a legal resident of the County of Essex 4. If a court order is made declaring the officer to be mentally incompetent 5. If the officer has been incarcerated after and indictment 6. If the director has a receiving order against him, or if he makes an assignment under the Bankruptcy Act.

3.06 Removal of Directors

The members may remove a director by a resolution passed by at least a two-thirds majority if the votes cast at a general membership meeting which has been called for this express purpose. The members may vote a replacement at this time, according to the rules of election.

3.07 Vacancies

Vacancies shall be filled at the discretion of the Board so long as there are at least three members remaining, in one of two fashions. First, a general membership meeting may be called for the purpose of electing a replacement. Second, an individual who is eligible (see 3.02) to stand for office can be designated, but only so long as there is only one candidate, and there is no dispute as to the individual’s eligibility.

3.08 Remuneration

The directors shall not receive remuneration either directly or indirectly for acting as such nor may receive any profit from the office.

3.09 Definitions

The Board of Directors, of whom individuals shall be called either directors or officers, shall consist of five individuals: President, External Vice-President, Internal Vice-President, Treasurer and Secretary. The duties and responsibilities of each office are described hereafter.

3.10 President

The president is responsible for the basic management of Essex Medieval Heritage Society, and should be prepared to offer direction and encouragement to the members. He is to chair all meetings that he is able to attend. He may have other duties which will be determined by the Board.

3.11 External Vice-President

The External, or first, Vice-President shall fill in for the president in his absence. Also, he is responsible for all matters and business outside of the corporation. There are three major areas that fall under the jurisdiction of this office: 1. Supervision of the school program 2. Overall management of all events (see 8.02) 3. Public relations. 4. Essex Medieval Heritage Society goods and materials. Supervision of assets (goods and materials) includes maintenance of all corporate possessions (excluding the library). At least one of these areas must be run by the external vice-president directly. The other two may be run either by a member of the Board, or by a general member, specifically designated by the external vice-president.

3.12 Internal Vice-President

The Internal Vice-President is responsible for all matters pertaining to the internal management of Essex Medieval Heritage Society. There are two major areas which fall under the jurisdiction of this office: 1. Essex Medieval Heritage Society members and volunteers. 2. Supervision of library. Supervision of members and volunteers includes providing for the education of the members, supervising member-oriented activities, as well as being responsible for the membership drive. At least one of these areas must be run by the internal vice-president directly. The other two may be run either by a member of the Board, or by a general member, specifically designated by the internal vice-president.

3.13 Treasurer

The treasurer is responsible for all financial matters pertaining to the finances of the corporation. He shall keep a record of all income and expenditures of the corporation, shall control the deposit of monies, as well as its expenditure, and shall regard the funds as in his safekeeping. He shall give regular reports on the assets of the corporation, and be prepared to report any and all transactions to the Board. He should give a complete and accurate report of all monies collected and spent for the year. He will liaise with all other officers as necessary. Further duties may be determined by the Board.

3.14 Secretary

The Secretary will attend all meetings of the corporation and will keep a record of all reports and business brought before the meeting for the purpose of entering this into the minutes. The secretary shall bring the minutes of the previous meeting for approval, after which they are the formal record. The secretary is responsible for the notification process. Also, the secretary is the keeper of the corporate seal and the membership list, which should include the correct address, email and telephone number of all of the members.

3.15 Appointment of Junior Officers

The Directors may from time to time appoint one or more individuals to assist them in their various duties, or facilitate other duties not listed above. A junior officer must be a member of Essex Medieval Heritage Society, and although he does not have a vote he is required to attend Board meetings to report on any activities that fall within his jurisdiction. A junior officer is eligible to serve as an interim officer (see 3.04) but must fulfill the standard criteria in order to be a permanent replacement (as per 3.07).

3.16 Meetings

There must be at least ten meetings of the Board of Directors in a year, although they usually occur on a monthly basis. The schedule of these meetings is at the discretion of the Board.

3.17 Place of meetings

All meetings are to take place in the Head Office of the corporation (see 2.01). The exact location therein is at the discretion of the Board.

3.18 Chairperson

The president is the chairperson of all meetings that he is able to attend. If the president is unable to attend then the meeting will be chaired by the external vice-president, followed by the internal vice-president.

3.19 Notice

Notice of a meeting of the Board of Directors shall be given to all directors and officers by telephone at least forty-eight hours ahead of the meeting, or by email at least 4 days ahead of the meeting, or by other means at the discretion of the Board.

3.20 Votes to govern

At every meeting all issues are to be decided by a majority vote. In a tie, the chairperson casts the deciding vote.

3.21 Conflict of Interest

Directors shall declare any interest they have which may conflict with an arrangement or contract, or a proposed arrangement or contract with the corporation, as soon as it arises. Further, any person having declared that such a conflict exists may speak to the matter but may not vote on such an issue. Failure to do so may constitute grounds for removal from the Board (see 3.06)

3.22 Agents and Attorneys

The Board shall have the ability to engage from time to time an agent or attorney on behalf of the corporation.

3.23 Contributions to Meetings

Failure to contribute to Board meetings or governing activities of a Board member shall be reported to the General Membership for consideration at the discretion of the remaining members of the Board.

ARTICLE FOUR : PROTECTION OF THE BOARD OF DIRECTORS

4.01 Limitation of liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of any security in or upon which any of the monies of the corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the corporation shall be deposited, or for any other loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

4.02 Indemnity of Directors and Officers

Except as provided in Section 136 of the Act, every director and officer of the corporation, every former director or officer of the corporation or a person who acts or acted at the corporation’s request as a director or officer of a body corporate of which the corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such a corporation or body corporative if: 1. He acted honestly and in good faith with a view to the best interests of the corporation and 2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

ARTICLE FIVE : MEMBERS

5.01 Members

The membership of the corporation of those who have applied for membership and have fulfilled all the criteria.

5.02 Terms of memberships

The individual must be of at least eighteen years of age. All members must fill out a membership form and pay the dues (see 5.06). All memberships are subject to the Board of Directors.

5.03 Types of memberships

General members: are full members with voting rights, who are capable of standing for office and of supporting a nomination.

Pay-as-you-go Members: Any attendee of the meeting place shall be charged a fee set by the Board, beginning with their second meeting. Once they have paid the equivalent to a membership, they will be given general members status as of the final payment date. Should they not wish to be considered a member, for any reason, they may waive this privilege, and will not be considered in numbers for quorums. In such instance, they will continue to be considered paid in full.

5.04 Resignation

A member may resign by delivering a written resignation to the secretary of the corporation, and will not be issued any refund of dues.

5.05 Dues

Dues are set by the Board of Directors and ratified at a general meeting. Annual dues are for the calendar year, regardless of when they are paid. Dues must be paid to the person or persons conducting the membership drive. Membership dues are not refunded.

5.06 Membership drive

The membership drive will take place throughout the year, and should be conducted by one of the general members, usually an officer of the Board. One person is designated as being in charge of the membership drive. The person conducting the drive may designate one or two other members to assist him in his duties. All members are required to fill out a membership form and pay the membership dues.

5.07 Revocation of membership

The Board of directors shall have the authority to revoke membership with just cause, for the safety of the group and/or member, following a unanimous vote of the directors of the corporation.

5.08 Members who are not physically in Essex County

A member who is not residing within Essex County or who will not be in Essex County can

either give their proxy or they will be considered relinquishing their vote and their numbers

will not be counted in order to achieve quorum for that meeting.

ARTICLE SIX : MEETINGS OF MEMBERS

6.01 General Meetings

A general meeting shall occur from time to time, as designated by the Board, with a minimum of at least three meetings per year. The membership may request a general meeting if at least two-thirds of the members sign a petition to this effect. The Board will decide by the first meeting of the board of directors how many general meetings to hold and announce their decision. One of the meetings should occur in the first week of November, and at this meeting the final list of eligible voters will be announced and nominations for the December elections will be held.

6.02 Annual general meeting

The annual general meeting is held specifically for the purpose of conducting elections, but is also for important decisions regarding the policy of Essex Medieval Heritage Society. The annual general meeting will be held on the first Sunday in December. These meetings are the only time that changes can be made to this document, except by recommendation of the Board of Directors (see 12.1).

6.03 Place of meeting

The meetings shall be held either at the same place as the social meetings (see 8.04), or a at a place expressly engaged for this purpose, the only restriction being that these meetings must be held in the County of Essex, the head office of the corporation.

6.04 Notice of meetings

Notice of the time and place of a regular general meeting must be given at least one week in advance, the members being notified by mail, email, in person or by phone. Notice of the time and place of the annual general meeting must be given at least one month in advance, the members being notified by mail, email, in person or by phone. Notice for changes in policy or Constitution must be given at this time.

6.05 Meetings without notice

A general meeting may be held without notice so long as it is held in the County of Essex, the head office of the corporation, and a quorum of the general members are present.

6.06 Chairperson and secretary

The president is the chairperson of any general meeting. If the president is absent, the meeting will be chaired by the external vice-president, then the internal vice-president. The chair will temporarily relinquish control of the annual general meeting to the person conducting the elections. The secretary will record all the minutes. If the secretary cannot attend a meeting, then the chair will appoint some person to serve in this capacity. In this instance, the minutes must be turned over to the secretary within fourteen days.

6.07 Persons entitled

The only persons entitled to attend a meeting are general members, the auditors of the Corporation and any others who are entitled or required to attend under any provision of the Act, or the by-laws. Others may be permitted to attend by invitation of the chairperson or with the consent of the meeting.

6.08 Quorum

A quorum consists of at least three officers and 40% of the members. Proxy voting is permissible except during elections. Proxy will be defined as (a written notice, signed and dated, or a verbal notice given to two (2) Board members, giving full voting rights to the person holding the proxy for that specific meeting).

6.09 Right to vote

All general members are entitled to vote on any matter, except the chair.

6.10 Votes to govern

At any meeting, every question shall, unless otherwise specified by the constitution or by-laws, be resolved by a majority of votes cast.

6.11 Show of hands

Any question at a meeting shall be decided by a show of hands. Upon a show of hands, each person present and entitled to vote shall have one vote. The chair will determine the result of the vote and his word shall be recorded in the minutes by the secretary. The chairperson can request an extension of the voting period if the results are unclear.

6.12 Tie vote

If at any time a vote results in a tie then the chairperson shall cast the deciding vote.

6.13 Adjournment

Adjournment may be requested after the chairperson has determined that no further business will be brought before the meeting. This must be moved, seconded and passed by the members.

6.14 Other meetings

Essex medieval Heritage Society may provide its members with a chance to meet regularly without requiring a business meeting for the express purpose of furthering the aims and objectives outlined in 1.01 (see 8.04 & 8.05).

6.15 Location of other meetings

These regularly scheduled meetings must be held at a location accessible to all of the members.

6.16 Notice

Notice must be given at least three days in advance if the location of a business meeting has been changed, which should not occur on a casual basis.

6.17 Comportment

Conduct at a meeting is governed by all rules and laws relating to behaviour in a public place.

ARTICLE SEVEN : NOTICES

7.01 Method of giving notice

Any notice to be give pursuant to the Act, the by-laws or otherwise to a member, director or officer shall be sufficiently given if delivered to the last address or email address recorded by the secretary, or if mailed by prepaid ordinary mail or airmail addressed to him at his last address recorded by the secretary, or if delivered to the member at a regularly scheduled social meeting (see 8.04). The secretary may update these addresses on the basis of reliable information. A notice is dated on the date delivered or mailed.

7.02 Omissions and errors

The accidental omission to give notice to any member, or an error that does not affect the transmission of information does not invalidate any actions taken at such a meeting.

7.03 Waiver of notice

Any member may waive his or her right to notice, either before or after the meeting in question, and this then corrects any faults previously incurred.

ARTICLE EIGHT : BUSINESS

8.01 Business

Business refers in this instance to the regular affairs of Essex Medieval Heritage Society. That is, the corporation accomplishes its mandate through a couple of regular activities. These are: events, demonstrations, social meetings and working meetings.

8.02 Events

An event is a large-scale public living history demonstration involving the efforts of most of the Essex Medieval Heritage Society’s members and friends, which is usually assigned a budget. Essex Medieval Heritage Society must hold at least two events per year. The final decision as to the date and location of these events are to be decided by each new board as soon as possible after the new year, however the membership must be consulted if an established event will be dropped.

8.03 Demonstrations

Demonstrations are of a smaller scale that events, typically involving the efforts of three to ten people, and are usually closed meeting affairs. The school program falls within this category.

8.04 Social meetings

Social meetings are regularly scheduled meetings for the purpose of socializing, exchanging ideas , teaching and practicing of various activities. Social meetings typically occur on a weekly basis except for those weeks where a business meeting is scheduled. Notices for business meetings can be delivered by hand at a social meeting (see 7.01)

8.05 Working meetings

Working meetings may be scheduled at any time and place by anyone who wishes to do so. Notice is not required. However, if Essex Medieval Heritage Society funds are involved in the project then an Essex Medieval Heritage Society member must be in charge of the activity, and is the responsible to the Board and members for the monies spent during the activity.

ARTICLE NINE : REPORTS

9.01 Reports

Reports will be delivered from time to time at every official meeting of the corporation. A report will be presented, at which time queries will be answered. At the end, the person delivering the report must move and another member second the report, after which the meeting will vote on it. Once the report has been accepted, the meeting may take any action arising out of the report.

9.02 Officers reports

Each Officer must give a report on all activities that fall within his jurisdiction since the last report.

9.03 Committee Reports

The chairperson of a committee must give a report on the committee’s activities from time to time at the request of the Board or the members, and at the end of the committee’s mandate.

9.04 Financial report

The treasurer must make a yearly report on the finances of the corporation, basically a copy of the year’s end report. He should discuss the revenues, and provide a breakdown of all monies spent, at least in a categorical sense, I.e. maintenance, purchases, event budgets, rent, etc.

ARTICLE TEN : COMMITTEES

10.1 Committees

The Board may on occasion create a committee, as per its own need and with whatever duties and responsibilities the Board sees fit. The committee will function independently of the Board by whatever rules it deems appropriate unless the Board sets terms for the committee.

10.2 Selection

Generally, the Board selects a chairperson for a committee once it has been struck, and may well appoint some or all of the committee members, at its discretion. The chair-person of the committee must be a member of the corporation.

10.3 Accountability

The committee is responsible for all actions taken by the committee and for all money spent by it. The committee chairperson is to attend all meetings during the period covered by its mandate unless the Board decides otherwise. Reports will be required on the progress of the committee and its business.

ARTICLE ELEVEN : AUDITOR

11.1 The auditor

An auditor may be retained by the Board of Directors to audit the accounts of the corporation. The remuneration of the auditor shall be at the discretion of the Board.

ARTICLE TWELVE : BY-LAWS

12.1 By-laws

Repeal or amendment of all by-laws may take place at a general meeting and requires two-thirds of all votes cast. A change, addition or alteration can be made at a regular general meeting by recommendation of the Board. Any similar action may be presented by a general member at the annual general meeting so long as at least one month’s notice was given.

ARTICLE THIRTEEN : DISSOLUTION

13.1 Dissolution

In order for the Essex Medieval Heritage Society to dissolve or fold, a motion for the consideration must be made and passed by a 75% majority at a General Membership Meeting, where a quorum is present, providing that the dissolution or folding of the group has been added to the agenda in advance. The group can dissolve or fold if 75% of the members in good standing and a quorum of the Board agree by vote, no less than 6 months after such a motion is brought forth.

13.2 Proxy Voting

There will be no proxy votes allowed for this motion or voting.

13.3 Property and funds

In the event that the Essex Medieval Heritage Society dissolves or folds, the property of corporation will be auctioned off to those who have had a full membership for two consecutive years. Thereafter, all funds held by the corporation will be donated to a registered charity or non-profit group registered in the Province of Ontario, of the membership’s choice with a quorum vote.

These By-laws were approved at a meeting of the General Membership of the Essex Medieval Heritage Society on May 30, 2010.