



MERRICKVILLE  DISTRICT
HISTORICAL SOCIETY

Constitution/Articles & Bylaw 1

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Merrickville & District Historical Society

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Merrickville and District Historical Society

DRAFT Constitution / Articles

I. Name

The name of the organization shall be “Merrickville and District Historical Society” (MDHS), hereinafter called the “Society” and will be located in the Village of Merrickville-Wolford, Leeds and Grenville County, Ontario.

II. Status

II.2 The Society is a non-profit organization incorporated in the Province of Ontario through the affiliation of The Ontario Historical Society.

II.2 The Society shall maintain membership in The Ontario Historical Society and fulfill all requirements to maintain status as a Registered Charity as per Canada Revenue Agency procedures.

II.3 The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in the promotion of its objectives as stated in Article III.

II.4 This Constitution supersedes every other Constitution of the Society prior to the date of acceptance.

III. Objectives

111.1 The objects of the Merrickville and District Historical Society are:

To identify, promote, and support in the preservation, restoration and maintenance of historical buildings, structures, sites and artifacts important to the history of Merrickville-Wolford and surrounding area for the benefit, enjoyment and education of the public by:

- a) researching, cataloguing, and preserving historical documents and artifacts related to the history of Merrickville-Wolford and surrounding area;
- b) furnishing historical documents and artifacts for the Blockhouse Museum in Merrickville;
- c) disseminating historical information through hosting events, displays, exhibitions, performances and programs offered by the Society;
- d) producing educational materials and developing public awareness of the history of Merrickville-Wolford and surrounding area through lectures, printed media and electronic media;
- e) Promote and assist the creation and preservation of historically accurate and appropriate cairns and statues.”

IV. Membership

IV.1 Membership in the Society shall be open to any person upon receipt of an application and payment of an annual membership fee and membership class is limited to individual membership

IV.2 A Member in good standing is one who has paid the fee for the current fiscal year and who is in compliance with the Society's By-Law.

IV.3 All members in good standing are entitled to receive notice of, attend and vote at meetings of the members of the Society.

IV.4 Membership fees shall be set and amended from time to time by the Board of Directors.

V. Board of Directors

V.1 The Society shall have a Board of Directors of not less than five (5) or more than ten (10) Directors who are members in good standing of the Society and elected by the membership.

V.2 The Board shall choose or elect from amongst its members five officers: Chair, First Vice-Chair, Second Vice Chair, Secretary and Treasurer.

V.3 The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties.

VI. Fiscal Year

The Fiscal Year shall be the twelve (12) months commencing on a date designated by the Board of Directors.

VII. Meetings

The following Meetings are required to be held annually:

1. At least one General Meeting of the members;
2. At least two Board of Directors meetings.

VIII. Amendment of the Constitution

VIII.1 The Constitution may be amended only upon due notice being given to the Members at least thirty (30) days prior to the Annual General Meeting of the members, or such Special Meeting of the members as may be called to deal with the matter. All proposed amendments shall be submitted in writing to the Board of Directors.

VIII.2 A vote of two-thirds (2/3) of the Members present and voting shall be required to amend the Constitution, providing that the number of Members present and voting constitutes a quorum.

IX. Dissolution

IX.1 Any distribution of income of the Society during its lifetime, or of earned surplus in the event of winding up of the Society, to any Member or for the personal benefit of any Member of the Society is prohibited.

IX.2 Upon dissolution of the Society and after the payment of all debts and liabilities, any remaining surplus of the Society, shall be distributed or disposed of to other charitable organizations which are registered under the Income Tax Act, and with purposes which are beneficial to Merrickville-Wolford and surrounding area.

Merrickville and District Historical Society

DRAFT By-Law #1

1 Definitions

In this By-Law, unless the context requires otherwise:

- 1.1 “Act” means the Ontario Not-for-Profit Corporations Act (2021) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- 1.2 “Board” means the Board of Directors of the Merrickville and District Historical Society, herein referred to as the Society;
- 1.3 “By-Laws” means this By-Law and any other that may be passed by a majority vote by at a properly constituted meeting of the Society membership which includes a quorum of members.
- 1.4 “Chair” means the chair of the Board, unless otherwise specified;
- 1.5 “Director” means an individual occupying the position of director of the Merrickville and District Historical Society.
- 1.6 “Member” means a member of the Merrickville and District Historical Society;
- 1.7 “Members” means the collective membership of the Merrickville and District Historical Society;
- 1.8 “Officer” means an officer of the Merrickville and District Historical Society;
- 1.9 “Quorum” means a majority of the current Directors for a vote of the Board, and fifteen (15) members for a vote of the membership.

2 Interpretation

- 2.1 This By-Law supersedes every other By-Law of the Society prior to the date of acceptance.
- 2.2 In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 2.3 Other than as specified above, words and expressions defined in the Act have the same meanings when used in this By-Law.
- 2.4 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in this By-law are inconsistent with those contained in the Act, the provisions contained in the Act shall prevail.

3 Board of Directors

- 3.1 The affairs of the Society shall be managed by a Board of Directors. No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Society in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.
- 3.2 A Director must be at least 18 years of age, a member in good standing of the Society (or become a member within 10 days of the Director's election or appointment), solvent (i.e. not bankrupt), and mentally competent.
- 3.3 At the first annual meeting of the members following adoption of this By-Law, the members shall elect one-half (1/2) of the Directors for a two-year term, and one-half (1/2) of the Directors for a one-year term. After this time, newly elected Directors shall be elected for two-year terms.
- 3.4 A Director may resign by written notice to the Society. A Director who resigns will stop holding office when the Society receives the written notice or at the time specified in the notice, whichever is later. A Director will stop holding office immediately, if he/she dies, becomes bankrupt, or is found to be incapable of managing property by a court or under Ontario law.
- 3.5 A quorum of Directors may, by majority vote, fill a vacancy among the Directors by appointment. The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members. Directors so appointed will serve from the date of their appointment until the first annual meeting following, or until their successors have been duly elected or appointed whichever comes first.
- 3.6 If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the By-Law, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.
- 3.7 Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

4 Officers

- 4.1 At their first meeting following the Annual Meeting at which the Board of Directors is elected, the Board shall appoint or elect from among its members a Chair, a

First Vice Chair, a Second Vice Chair, a Secretary, and a Treasurer. Such election of Officers shall be chaired by the Past-President, who shall hold office until their successor is elected.

- 4.2 One Director may hold more than one office except the office of Chair.
- 4.3 Any Officer shall cease to hold office upon resolution of the Board. An Officer may be removed for any of the following reasons: theft, mismanagement, perjury, ceasing to fulfill the requirements to be a Director (cf. 3.2).
- 4.4 Officers shall be responsible for the duties and terms of engagement assigned to them by the Board, and from time to time they may delegate to others the performance of any or all such duties, subject to the approval of the Board. Specific officer's duties will include:
 - 4.5 The Chair shall set agendas and serve as chair at all meetings of the board and of the membership and shall have the task of general supervision of the affairs of the Society. The Chair is ex-officio member of all committees;
 - 4.6 The Vice-Chairs shall assist the Chairs and shall conduct the Society's meetings in the absence of the President. A Vice Chair shall also complete the term of the Chair in the event that the Chairs's resignation, inability to act, or removal from office;
 - 4.7 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors, shall see that all notices are duly given in accordance with the provisions of the By-Law or as required by law; shall be custodian of the Society's non-financial records and documents, and shall perform all duties incident to the Office of Secretary;
 - 4.8 The Treasurer shall have charge and custody of all funds of the Society. In general, the Treasurer shall be the custodian of the Society's financial records and other documents and shall perform all duties normally associated with a treasurer of such an entity. The Treasurer shall be responsible for submitting mandatory reports to all relevant government departments or other bodies.

5 Meetings of the Board

- 5.1 Regular Board meetings must be held at least twice per year. Special meetings may be called by the Chair or by any two Directors at any time, with no less than seven (7) days notice.
- 5.2 Notice of every meeting of the Board shall be sent by the Secretary of the Society to every member of the Board at least three days before the meeting. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

- 5.3 No error or accidental omission in giving notice of any Board Meeting will invalidate the meeting or make void anything that happens at the meeting.
- 5.4 The Chair shall preside as Chair at Board Meetings. In the absence of the Chair, a Vice Chair shall be Chair of the meeting. In the absence of the Chair and both Vice Chairs, the Directors shall choose one of their number to act as the Chair.
- 5.6 Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair shall not vote except in the case of an equality of votes, in which case she/he shall have a casting vote.
- 5.7 If all of the Directors of the Society consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

6 Powers and Responsibilities of Directors and Officers

- 6.1 Directors shall administer the affairs of the Society in all things and make or cause to be made on behalf of the Society 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 as the Society is, by its constitution or otherwise, authorized to exercise and do.
- 6.3 The Board of Directors shall see that all necessary books and records of the Society required by the by-laws of the Society, or by any applicable statute or law, are regularly and properly kept.
- 6.4 Every Director and Officer of the Society, in exercising his or her powers and discharging his or her duties to the Society, shall act honestly and in good faith with a view to the best interests of the Society and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Society shall comply with the Act, the Regulations, the by-laws and policies and resolutions.
- 6.5 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Society shall make the disclosure required by the Act.
- 6.6 Except as provided by the Act, no such Director shall attend any part of a meeting of Directors, or vote on any resolution to approve any such contract or transaction.
- 6.7 No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Society if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

7 Protection of Directors and Officers

- 7.1 The Society shall maintain appropriate liability insurance to cover the Directors, Committee Chairs, Agents and the activities of the Society.
- 7.2 No Director, Officer or committee member of the Society will be liable for:
- a) the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Society;
 - b) joining in any receipt or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Society;
 - c) the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society shall be placed out or invested;
 - d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Society with whom or which any moneys, securities or effects shall be lodged or deposited or
 - e) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.
- 7.3 No Director, Officer or committee members of the Society will be liable for the above-mentioned things as long as they:
- a) complied with the Act and the Society articles and Bylaws, and
 - b) exercised their powers and discharged their duties in accordance with the Act.
- 7.4 Every director and officer of the Society, and his or her executors and administrators, legal representatives, and estates 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 whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
 - b) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Society;
- except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default.

8 Committees

- 8.1 Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.
- 8.2 The Board shall determine the composition and terms of reference for any such committee.
- 8.3 The Board may dissolve any committee by resolution at any time.

9 Financial Management

- 9.1 The Board shall by resolution from time to time designate the bank or other financial institution in which the Society's money, bonds or securities shall be placed for safekeeping.
- 9.2 The signing officers shall be the Chair and the Treasurer and one other signing officer, designated by the Board.
- 9.3 Two of the three shall jointly sign or approve all financial or business transactions, including electronic transaction, on behalf of the Society.
- 9.4 In no event, may officers sharing a household or an immediate familial relationship co-sign any of the above.
- 9.5 Any one of such signing officers may alone endorse cheques for deposit, or otherwise receive and deposit monies with the Society's bankers for credit of the Society.
- 9.6 The financial year of the Society ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.
- 9.7 The Board shall formulate the investment objectives for the Society's endowment funds and select an investment firm (i.e. bank and/or brokerage) and the appropriate instruments to achieve these objectives. Alternatively, the Board may hire an outside investment management firm to facilitate these objectives.
- 9.8 The Board shall review the investment objectives from time to time, and, when applicable, review the performance of the outside investment management firm and make changes when appropriate.
- 9.8 The Directors of the Society may, from time to time a) borrow money on the credit of the Society; b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society; c) give a guarantee on behalf; and d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

- 9.9 Subject to any exemptions available under the Act, the members shall at each annual meeting appoint an auditor to audit the accounts of the Society for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. The said auditor shall not be a member of the Board or an officer or employee of the Society or a partner, employer or employee of any such person.
- 9.10 To enter into any arrangement(s) which may be conducive to the Society's aims and objectives with persons, organizations, corporations, or governments; and to obtain from any such arrangement(s) the right, authority, privilege, or concession, which the Society may deem desirable to obtain.
- 9.11 To purchase, rent, lease, hire, exchange, or in any other manner to acquire any real or personal property, or any rights or privileges pertaining thereto, which the Society may deem necessary.
- 9.12 To receive and maintain a fund or funds to apply to the principals of the Society.
- 9.13 To do all such proper things as are necessary, incidental, or conducive to the attainment of the aims and objects of the Society.

10 Membership

- 10.1 Membership fees are set by a resolution of the Board and confer membership for the fiscal year for which the fee is paid.
- 10.2 A membership in the Society is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.
- 10.3 Members may resign by written notice of resignation which shall be effective upon acceptance thereof by the Board of Directors.
- 10.4 **Member types shall be as follows:**
- a) Individual membership for persons over the age of 18, renewable annually upon payment of a membership fee;
 - b) Group membership for corporations, businesses, non-profit organisations or clubs, renewable annually upon payment of a membership fee;
 - c) Individual Life membership, purchased prior to the adoption of this By-Law only. Life memberships for families which were purchased prior to the adoption of this By-Law, will be considered as two separate Individual Life memberships following the adoption of this By-Law.
- 10.5 Each Individual or Group Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

- 10.7 Upon 15 days written notice to a Member, the Board may pass a resolution the termination of membership for violating any provision of the articles or by-laws of the Society.
- 10.8 Said notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15 day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

11 Meetings of Members

- 11.1 Notice of the time and place of a meeting of Members shall be given in writing to each Member in good standing by telephonic, electronic, or other communication facility no less than 30 days before the day on which the meeting is to be held. Notice shall likewise be given in writing to the Auditor of the Society no less than 30 days before the day on which the meeting is to be held.
- 11.2 Notices of meetings will be sent to any Member at their latest address as shown in the records of the Society and to the auditor at its business address, or if no address be given then to the last address of such Member known to the Board. No error or accidental omission in giving notice of any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.
- 11.3 The Chair shall be the Chair of any members' meeting. In the Chair's absence, the Members present shall choose another Director to chair the meeting, and if no Director is present, or if all of the Directors decline to act as Chair, the Members present shall choose one of their number to chair the meeting.
- 11.4 Members may attend meetings either in person or remotely by telephonic or electronic means.
- 11.5 If a Member is unavailable to attend or participate by other means in a Members' Meeting, they may not appoint someone to vote for them by proxy.
- 11.6 At all meetings of the Members, the Chair shall declare the meeting open punctually at the hour appointed and, in case 30 minutes elapse without a quorum, the meeting shall be adjourned until such time as the Chair may decide. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 11.7 The Annual General Meeting (AGM) of members shall be held annually within ninety (90) days of the end of the fiscal year at a time and location within Ontario determined by the Board.

- 11.8 The business transacted at the annual meeting shall include:
- a. receipt of the agenda;
 - b. receipt of the minutes of the previous annual and subsequent special meetings;
 - c. consideration of the financial statements;
 - d. report of the auditor or person who has been appointed to conduct a review engagement;
 - e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
 - f. election of Directors; and such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- 11.9 Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the AGM in accordance with the Act, so that such item of new business can be included in the notice of the AGM.
- 11.10 Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.
- 11.11 A Special General Meeting may be called by a) the Chair; b) three members of the Board of Directors; or c) petition of at least 10% of the members in good standing to the Secretary stating the nature and purpose of the Special General Meeting and shall be acted on within 21 days of the date the Board receives it.
- 11.12 Notice of a Special General Meeting given to all members shall include the nature and purpose of the meeting, and sufficient information to permit the members to form a reasoned judgement on the decision to be taken.
- 11.13 Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws. Votes shall be taken by a show of hands among all members in good standing who are present. The chair of the meeting shall not have a vote except in case of a tie vote. An abstention will not be considered a vote cast.
- 11.14 Before or after a show of hands has been taken on any question, the chair of the meeting may require, or the Auditor or any Member may demand, a written

ballot. A written ballot so required or demanded, shall be taken in such manner as the chair of the meeting shall direct. The Chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

- 11.15 Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12 Adoption and Amendment of Bylaws

- 12.1 This By-Law must be approved for adoption at a Meeting of the Members by a two-thirds (2/3) majority vote.
- 12.2 The Board may from time to time recommend amendments to this Bylaw. Any such recommendations must be submitted to the next Meeting of the Members, who may confirm or reject the amendments by a two-thirds (2/3) majority vote of the members.