

Gloucester Historical Society

Constitution and By-laws

As Amended April 7, 2024

1 Name

The name of the organization shall be the Gloucester Historical Society – La Société Historique de Gloucester (hereinafter referred to as the Society)

2 Incorporation

The society shall be affiliated with the Ontario Historical Society and was incorporated on September 12, 1981, No. 511480,

- Shall pay any and all fees required to maintain corporate standing within this affiliate organization, and
- Shall abide by all regulations governing such incorporation as shall be issued by the Ontario Historical Society and the Ministry of Consumer and Commercial Relations.

2.1 Corporate Seal

The corporate seal shall be in a form prescribed by the Directors of the Society and shall include the words ‘Gloucester Historical Society – La Société Historique de Gloucester’. The corporate seal shall be affixed to all documents which require its presence.

3 Purpose

3.1 Mission Statement

The mission statement is ‘Preserving History Today’.

3.2 Goal

The goal of the Society is to preserve the history of Gloucester in all its forms.

3.3 Objectives

The objectives are:

- To collect, preserve, and research a collection of historical artifacts and to interpret and exhibit such a collection in a museum facility.
- To foster awareness and education concerning the history of Gloucester by producing researched publications, providing education programs, collecting oral histories, participating in community events and other such activities.

- To provide and maintain a resource center for historical and genealogical research,
- To foster through related leisure activities, recreational pursuits which are in keeping with the goal and objectives of the Society, and
- To foster an awareness through tourism and promotion of the unique cultural history of Gloucester.

4 Membership

4.1 The membership of the Society shall consist of individuals, corporations, partnerships and other legal entities of non-profit nature who pay membership dues, and who are interested in furthering the goal and objectives of the Society.

4.2 Membership fees payable by members will be set by the Board of Directors and shall become effective when ratified by a vote of three-quarters of the members present at an annual general meeting.

4.3 Individual members may stand for office and shall be entitled to one (1) vote. Group membership entities such an organization to put forth one representative to stand for office and shall be entitled to one (1) vote.

4.4 Any member may resign by delivering a written resignation to the secretary of the Society and it shall become effective upon its acceptance by the Board of Directors.

4.5 Membership shall be on an annual basis from April 1 to March 31 of each year.

4.6 Members whose membership fees are more than 2 years in arrears will cease to be a member. Members who join between April and December 31 of a year will obtain membership for that year and until March 31 of the next. Members who join after December 31, will have membership from April 1 to March 31 of the subsequent year.

4.7 A member, who is resolved by the Board of Directors to be acting against the goal, objectives and other by-laws of the Society, may be asked to resign by a vote of three-quarters of the members present at an annual or general meeting. At this time, the member shall have the opportunity to appear before the membership and give reasons why he or she should not be asked to resign.

4.8 Any member is entitled to serve as a Director of the Society or to vote at any annual or general meeting.

5 Administration

5.1 Head Office

The head office of the Society shall be located within the boundaries of the City of Ottawa.
(Amended April 7, 2024)

5.2 Minutes of Meetings

Minutes shall be kept of all meetings of the Board of Directors, Executive Committee, Standing Committees and annual and general meetings. All minutes shall be approved by with or without amendment and signed by the Chairman and Secretary of the meeting and shall constitute an accurate record of the Society's proceedings.

5.3 Signature and Certification of Documents

Contracts, documents or other instruments in writing requiring the signature of the Society shall be signed by two signing officers and all contracts, documents, and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Directors shall have power, from time to time, by resolution to appoint an officer or other person, on behalf of the Society, to sign contracts, documents and instruments in writing.

5.4 Rules and Regulations

The Board of Directors may prescribe rules and regulations from time to time, relating to the management and operation of the Society as long as they are consistent with the by-laws. These rules and regulations will be in effect until the next annual or general meeting, where they will be confirmed by the membership. If not confirmed, those rules and regulations shall cease to have force and effect at and from that time.

5.5 Preservation of Society Papers

The Society shall endeavour to maintain and preserve such papers as it deems appropriate in providing an archival record of its operations and accomplishments.

5.6 Dissolution

In the case that the Society should cease to exist, all historical collections shall become the property of the City of Ottawa Archives. After the payment of all debts and liabilities, any remaining property shall be distributed to or among such charitable institutions and organizations as the Board of Directors may determine. At the time of dissolution, all papers and documents generated during the operation of the Society shall become the

property of the City of Ottawa Archives, to be kept in an approved archival state. (Amended April 7, 2024)

6 Directors

6.1 The property and business of the Society shall be managed by the Board of twelve (12) Directors. The Board of Directors shall take such steps as they may deem requisite to enable the Society to receive donations, grants and benefits for the purpose of furthering the objectives of the Society.

6.2 A simple majority of the Directors shall be considered a quorum for the transaction of business. In the occasion that a quorum does not exist, the meeting shall be canceled until a quorum can be achieved.

6.3 Any Director, who is absent during three(30 consecutive meetings without a just reason given to the President before each meeting, may be considered to have retired from the Board of Directors. The Board may then begin proceedings to replace the retiring Director.

6.4 The office of the director shall be vacated:

- If by notice in writing to the Society, he or she resigns office, or
- If, at a general meeting of members, a resolution is passed by at least three-quarters of the members present, that he or she be removed from office. At this time, the Director shall have the opportunity to appear before the membership and to give reasons why he or she should not be asked to resign.

6.5 Vacancies may be filled by the Directors from among the members of the Society, to finish a term of office or by election during the next annual meeting. A retiring Director shall remain in office until the adjournment of the meeting at which his or her successor is appointed or elected.

6.6 The President, or in his or her absence, the Vice-President, shall be the Chairman of the Board of Directors at any meeting. If neither officer is present, the Directors shall choose a member present at the meeting to be the Chairman.

6.7 Questions arising at any meeting of Directors shall be decided by a majority of votes. The Chairman will not vote except to break a tie. All votes at any meeting may be by ballot if so desired by any Director present, or by way of assent or dissent, if no ballot is demanded. When a resolution has been declared carried by the Chairman, an entry of the resolution shall be made in the minutes.

6.8 The Nominating Committee will be responsible to ensure that the Board of Directors contains a cross section of individual members to ensure broad representation throughout

the members' areas of activity and throughout the community. The Nominating Committee shall be comprised of at least three members of the Society, who are appointed by the Chairman. It shall select a slate of proposed directors for the Board of Directors to forward to the members with the notice of the annual meeting. Nominations for the Board of Directors may also be made from the floor at the meeting with the nominees agreement to stand for election.

6.9 A Director shall serve for a term of three years. No person shall be limited in the number of terms he or she may serve. (Amended April 14, 1996, Reinstated April 9, 2000)

6.10 Each Director shall be at least eighteen years of age at the time of election and shall be member throughout the term of office.

6.11 A Director shall not receive any remuneration for his or her services except if resolved beforehand by the Board of Directors. Reasonable expenses incurred by the Director in attending Board meetings and in the performance of his or her duties as a Director may be allowed by the Board by resolution. This does not exclude any Director from being paid professional fees or being hired by the Board of Directors for professional services.

6.12 Conflict of Interest

Any Director who stands to receive material gain from any interest, contract, or transaction of the Society must declare this interest to the Board as soon as it is determined and must refrain from discussing or voting on the issue. Any Director who has a collection of historical artifacts must declare this interest to the Board if it specially oriented towards collections of historical significance to Gloucester. If a Director had not known of the conflict of interest at the time of a transaction, and had acted in honesty and good faith and if the transaction was in the best interests of the Society at the time, then the Director will not be accountable to the Society for any material gain he may have accrued from the transaction.

7 Officers

7.1 The Officers of the Society must be a president, vice-president, secretary, and treasurer and such other officers as the Board of Directors may by resolution decide. Each officer must be a member of the Society.

7.2 The president shall be elected at the annual meeting of members from those Directors who have been elected. The other officers of the Society shall be appointed at the first meeting of the Board of Directors immediately following the annual meeting.

7.3 The Officers of the Society shall hold office for one (1) year and until successors are elected or appointed in their stead. No person may be limited in the number of terms he or

she may have. However, the Treasurer may be removed by the Directors if he or she becomes bankrupt, makes an assignment for the benefit of creditors, or suspends payment to his or her creditors.

7.4 The remuneration of all officers, agenda or employees shall be fixed by the Board of Directors by resolution.

7.5 If any office becomes vacant, the Board of Directors may fill such vacancy.

7.6 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such person shall have such authority and shall perform such duties as shall be determined by the Board of Directors at the time of such appointment.

7.7 The President shall be the chief executive officer of the Society. He or she shall preside at all meetings of the Society and the Board of Directors. He shall also be an ex officio member of all standing committees. He shall see that all orders, policies, and resolutions of the Board of Directors are carried out. He shall sign all documents which require his signature, perform all duties incidental to his office and have such additional powers and duties as may be assigned to him or her by the Board of Directors.

7.8 The Vice-President, in the absence or disability of the President shall perform the duties and exercise the powers of the President as well as any other duties as may be assigned to him or her by the Board of Directors.

7.9 The Treasurer shall have the custody of the Society funds and securities and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements in books belonging to the Society and in such depositories as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Society as may be ordered by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they require it, an account of all transactions as Treasurer and of the financial situation of the Society. In case of his or her death, resignation, retirement or removal from office, the Treasurer must restore to the Society, all books, papers, vouchers, money and other property of any kind in the possession or under his control which belongs to the Society. He shall sign all documents which require his signature, perform all duties of his office and any additional powers or duties which may be assigned to him or her by the Board of Directors.

7.10 The Recording Secretary shall be responsible for recording the minutes of the Board, Executive Committee and Members. The Correspondence Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as the Board of Directors or President may prescribe. He or she

shall be the custodian of the corporate seal and of all books, papers records, correspondence, contracts and other documents which belong to the Society, except when some other person has been appointed for that purpose.

7.11 The duties of any and all other officers that the Board of Directors may elect or appoint shall perform any and all duties as may be prescribed by the Board of Directors from time to time.

8 Indemnification and Protection of Directors and Officers

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 and their heirs, executors and administrators shall be at all times indemnified and saved harmless out of the funds of the Society and against all costs, charges, and expenses whatsoever 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 him or her, for in respect anything done or permitted by him or her in respect of the execution of his duties of his office, and all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Society, except those costs, charges or expenses as are occasioned by his own wilful neglect or default

9 Committees

The Board of Directors may create such standing or ad-hoc committees as may be deemed necessary for the purpose of furthering the goal and objectives of the Society. The size, duration and duties of such committees shall be determined by the Board. Members of committees need not be directors but must be members of the Society.

10 Meetings of Members

10.1 The annual meeting shall be held not later than 120 days after the fiscal year. At every annual meeting, any business may be transacted, reports given by Directors and Officers, the financial statement and the report of the auditors shall be presented and a Board of Directors and President elected, and auditors appointed. (Amended April 14, 1996)

10.2 The Board of Directors or the Chairman may have the power to call a general meeting of the members for the transaction of any business, the nature of which shall be specified in the notice of this meeting.

10.3 Ten days notice shall be given to each member of any annual or general meeting of members. A quorum shall consist of 10% of members. For the purpose of sending notice, the address recorded with the Society shall serve as the address.

10.4 At all meetings of members of the Society, every question shall be determined by a majority of votes unless otherwise provided in the by-laws. Any questions dealing with procedure which are not dealt with the Constitution and by-laws, shall be decided by the Chairman.

11 Publications

The Society may publish or promote the publication of journals, books, and other material which may further the goal and objectives of the Society. Editors and editorial committees for each of these publications may be appointed by the Board of Directors. The copyright in papers and illustrations, if published by the Society, shall be the property of the Society, unless the author, at the time of publication, reserves the right to himself.

12 Auditors and Financial Business

12.1 At each annual meeting, the members shall appoint an auditor or auditors to audit the accounts of the Society for the period of one year until the next annual meeting. Any remuneration of the auditor shall be fixed by the Board of Directors.

12.2 The fiscal year of the Society shall end on the 31s of December of each year (Amended April 14, 1996)

13 By-laws

The by-laws may be amended, revised, or repealed by a majority of the members at any annual or general meeting as long as notice of motion has been given by the Secretary at 30 days prior to the meeting.

14 Interpretation

In these and all other by-laws of the Society, unless otherwise indicated to the contrary, the masculine gender shall include the feminine gender, the singular shall include the plural, reference to persons shall also include organizations and corporations, 'Society' refers to the Gloucester Historical Society, and the Board of Directors refers to the Board of Directors of the Society.