

# Proposed New Gloucester Historical Society By-Laws

**Current Bylaws** - [www.gloucesterhistory.com/Bylaws%202024%20Apr%207.pdf](http://www.gloucesterhistory.com/Bylaws%202024%20Apr%207.pdf)

**Proposed Bylaws** -

[www.gloucesterhistory.com/Bylaws%202025%20Feb%2015%20Proposal.pdf](http://www.gloucesterhistory.com/Bylaws%202025%20Feb%2015%20Proposal.pdf)

**The proposed by-laws will be discussed, amended (if required) and voted on at the GHS 2025 Annual General Meeting, at the Greenboro Community Centre, on April 13<sup>th</sup>, at 2 p.m.**

## Background

- The GHS By-laws were last updated on April 7, 2024 to reflect the changes required as a result of the expected relocation of the GHS office from 4550B Bank Street
- The GHS is incorporated under the Ontario Historical Society Act. That Act was originally enacted on April 1, 1899
- The Ontario government enacted The Ontario Not-For-Profit Corporations Act on October 19, 2021.
- All Not-For-Profit Corporations in Ontario were to update their by-laws in accordance with the new Act by October 19, 2024. Afterwards, the Act would supersede any by-laws considered in contravention to the Act.
- The Ontario Historical Society provided a recommended by-law template to its members on June 18, 2024
- The proposed by-laws follow that template.

## Highlights

- **Society Objectives:** The objectives appearing in Article 2.3.c of the proposed by-laws have been updated to reflect that the GHS has not managed a museum since 2000 and to add new technologies. This previously appeared in Article 3.3 of the current by-laws
- **Board of Directors:** The GHS is now required to provide a range of the number of Directors allowed. The range provided in the proposed Article 3.1 is a minimum of five and a maximum of 12 directors. The current by-laws (Article 6.1) specify 12 directors. **Rationale:** This allows flexibility without amendment when there are vacancies. It was not entirely clear about vacancies and its effects on meeting quorum in the current by-laws.
- **Board of Directors:** The GHS will also be required to pass a resolution at the AGM specifying the number of Directors for the coming year based on the current number of directors. A further resolution will be passed at each AGM giving the Board

authorization to adjust the number of directors based on resignations, deaths and additions during the following year until the next AGM. **Rationale:** Since Quorum is based on the number of directors specified, the latter resolution gives the board the needed flexibility between AGMs (Proposed Article 3.1).

- **Director Term:** Director terms of office have been adjusted to one year in proposed Article 3.4. The current by-laws (Article 6.9) had a term of office of 3 years. **Rationale:** A three-year term was considered a possible barrier for nomination of potential new directors.
- **Telephone and Electronic Meetings:** Proposed Article 4.6 allows for meetings held by telephone or by electronic means. This was not covered by the existing by-laws.
- **Meeting Chair:** The President is no longer automatically to be the Chair at meetings (Proposed Article 6.2). **Rationale:** This provides some flexibility to separate the two roles if desired.
- **Election of President:** There will no longer be an election for President at the AGM (Proposed Article 6.2). The existing by-laws (Article 7.2) required the election of President at each AGM. **Rationale:** The election of President was already limited to Directors of the Society. In practice, there was never an election. It is reasonable that Board should appoint the President from amongst its members, which is effectively what has been happening for many years.
- **Annual General Meeting Timing:** Proposed Article 9.3 – The Annual General Meeting must occur by June 30<sup>th</sup>.each year. The current by-laws (Article 10.1) required that the AGM occur within 120 days of year-end. **Rationale:** This gives the society a little more flexibility on when the AGM needs to take place. This existing by-law was problematic in 2020 when pandemic lockdowns made it almost impossible to hold our AGM by April within the specified timeframe.
- **Membership Fee Approval:** Membership fee changes will no longer be ratified by a three-quarter majority vote at the AGM (Existing By-law 4.2). **Rationale:** The Board of Directors have the best understanding of when the GHS finances will require a change of the membership fee.
- **Meeting Chair Voting:** Proposed Article 4.7 – The meeting Chair will be entitled to vote at any meeting. All tie votes will fail. This replaces a tradition that the meeting chair is only entitled to vote to break a tie. **Rationale:** This gives all directors the same right to vote on all matters.