

Constitution and Bylaws  
Cloyne and District Historical Society  
Revised June 20, 2022 AGM

A. Articles of the Constitution

1. Name: The name of the organization is "Cloyne and District Historical Society" (the "Society"). It is an independent, not-for-profit organization incorporated on May 5, 2001 through affiliation with The Ontario Historical Society under its Special Act approved by the Legislative Assembly of Ontario in 1899. The Ontario Corporation Number is 1482643.
2. Purposes:
  - a) to record and preserve the history of the area defined as the communities and general area surrounding Highway 41 from Kaladar to Denbigh and east to the Madawaska River to include the communities of Vennachar, Matawatchan and Griffith.
  - b) to advance education by improving the public's understanding of the history of the Area by:
    - (i) the permanent and changing displays of artifacts in the Pioneer Museum.
    - (ii) hosting educational events and speakers at the Society's monthly meetings which are open to the public.
    - (iii) producing books and other education materials relevant to the history of the Area.
  - c) to receive and display donations of artifacts relevant to the Area.
  - d) to archive materials relating to the Area and [to] make such archives accessible to those who wish to undertake research.
  - e) to maintain the Pioneer Museum's physical plant
  - f) to do all other activities that are ancillary and incidental to achieving the above charitable purposes.
3. Head Office:

The head office shall be in Cloyne, in The Township of North Frontenac, in Frontenac County, Ontario.
4. Non-profit status:

The Society shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes.
5. Fiscal Year: The fiscal year shall be from January 1 to December 31.
6. Remuneration:

The directors of the Society 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 and appropriate travel and other expenses regarding workshops or special meetings which are for the benefit of the entire Society.
7. Dissolution:
  - (a) the decision to dissolve the Society shall be voted upon by the general members at a special meeting called for that purpose.
  - (b) In the event of the winding up of the Society, distribution of income of the Society during its lifetime, or of earned surplus to any member or for the personal benefit of any members of the Society is prohibited.
  - (c) Upon dissolution of the Society and after the settlement of all of its debts and liabilities and in the event that another organization or government body has agreed to continue the operation of the Pioneer Museum
    - (i) any funds still held by the Cloyne and District Historical Society Endowment Fund will be made available to such organization or government body for the purpose of operating the Pioneer Museum
    - (ii) at the discretion of the Board of Directors in place at the time of dissolution, any remaining surplus or property of the Society will be offered to the such organization or government body for the purpose of operating the Pioneer Museum
    - (iii) artifacts in the museum shall be offered to such organization or government body for the purpose of operating the Pioneer Museum.
  - (d) Upon dissolution of the Society and after the settlement of all of its debts and liabilities and in the event that the Pioneer Museum will not continue to operate in any fashion:
    - (i) any funds still held by the Cloyne and District Historical Society will be given in equal

portion to the Community Foundations for Lennox and Addington and for Frontenac to advance their charitable purposes through local Funds managed by them.

(ii) at the discretion of the Board of Directors In place at the time of dissolution, any remaining surplus or property of the Society shall be distributed or disposed of to local charitable organizations registered under the Income Tax Act and with purposes that are similar to the Society's and are beneficial to communities in the counties of Lennox & Addington and Frontenac.

(iii) artifacts in the museum shall be offered to any remaining family member of the original donor and then donated to another museum in the counties of Lennox & Addington and Frontenac, at the discretion of the outgoing Board.

## B. Bylaws

### Membership

- 1.01 Anyone interested in the objects of the organization may become a member on payment of an annual fee, which is determined by the Board of Directors and ratified by the membership.
- 1.02 It is reasonable to expect members to take some part in the Society's activities, and to assume some share of the responsibilities for the activities of the Historical Society.

### Meetings

- 2.01 General meetings shall be held on the third Monday of each month, with the exception of ~~June~~, July, August & December or at the call of the President.
- 2.02 Meetings of the Board of Directors shall be held on the first Thursday of the month or at the call of the chair.
- 2.03 The regular meeting in March shall be the Annual General Meeting (the AGM), the purposes of which shall be:
  - a) to elect Directors, who are elected for a three year term and who shall assume their duties after the conclusion of the AGM;
  - b) to apprise the membership of the activities of the organization and the details of the financial statements;
  - c) to appoint a person competent to audit/review the Financial books for the upcoming year.

### Quorum

- 3.01 A quorum for regular meetings shall consist of a majority of the members present.
- 3.02 A quorum for meetings of the Board of Directors shall consist of a majority of Board members

### Board of Directors

- 4.01 The affairs of the corporation shall be managed by a Board of Directors of ten people. The officers of the corporation shall be the Past President, President, Vice-President, Secretary, Treasurer, with four directors at large. The museum curator shall be an ex-officio member of the Board.
- 4.02 Directors shall be members in good standing of the Corporation.
- 4.03 Directors may serve for a maximum of three consecutive terms. However, in special circumstances, with approval by a majority vote of the membership, this term may be extended for one additional term.
- 4.04 Officers shall be chosen from within the Board of Directors.
- 4.05 Election of Directors: If there is more than one nominee for a position on the Board at the AGM, an election will be held. That election will be supervised by a member who has no connection to any of those people running for office and who has been approached by the Nominating Committee in advance of the AGM.
- 4.06 The Directors must comply with the provisions set out by the Canada Revenue Charities Act and the Charities Accounting act.
- 4.07 Duties of the officers:
  - a) Past-president - attends Board meetings and offers advice for the welfare of the organization.

- b) President - is responsible for conducting business at meetings. Prepares the agenda for meetings and sees to all pertinent business. Does not vote on motions, except to break a tie.
- c) Vice-President - conducts meetings in the President's absence and stands in for the President as required.
- d) Secretary - takes the minutes of meetings and distributes them in a timely manner, receives a list of members from the Membership Committee at year's end, takes the Roll Call, deals with correspondence and performs other associated duties as required.
- e) Treasurer - handles all money, keeps an account of all receipts and disbursements following generally accepted accounting practices and prepares a financial statement for each meeting and as required by the President.
- f) Duties of the at-large directors:
  - i) to bring expertise and advice to decisions being made;
  - ii) to act as a Nominating Committee prior to the AGM to select candidates for elections to the Board of Directors;
  - iii) to assume other responsibilities as assigned by the president.
- g) Removal: Directors may be removed from office by a two-thirds majority vote of the membership at an Annual General Meeting, or at a meeting called for such a purpose. Such action may only be taken for matters such as dereliction of duties, physical or mental incapacity which interferes with the execution of required duties, failure to attend three consecutive Board meetings without cause, or actions which undermine the objects of the corporation.
- h) Any member of the Board who finds it necessary to resign his/her position prior to the termination of his/her term must do so by letter to the Board.
- i) As long as a quorum remains, vacancies on the Board may be left to be filled at the next AGM or may be filled by the Board from the membership at the time of the vacancy, to be ratified at the next AGM.
- j) In discharging his/her duties, every officer and director shall act honestly and in good faith with a view to the best interests of the corporation.
- k) Officers, in consultation with committee chairs, shall be responsible for creating an annual budget, to be approved by the Board, prior to the AGM and by the membership at the March AGM.

#### Signing Officers

- 5.01 The signing officers of the organization shall be any two of the members of the Board of Directors.

#### By-Law Changes

- 6.01 The Board of Directors shall consider any amendments to the Constitution and Bylaws and recommend these amendments to the membership. Such amendments shall be adopted only upon a majority of the membership attending a general or special meeting. Notice of that meeting must be given to the membership at least 45, but no longer than 50, days in advance of the meeting.

#### Record storage

- 7.01 All documents pertinent to the incorporation status of the corporation as well as financial statements and minutes of meetings shall be kept at the head office of the corporation.

#### Committees

- 8.01 There shall be six Standing Committees: Communications, Heritage Research, Membership, Pioneer Museum Patrons, Museum and Finances.

- a) Duties of the Communications Committee:
  - i) to produce two newsletters per year, one in November and one in April;
  - ii) to produce brochures as required;
  - iii) to report findings to the Board of Directors and to the membership as required.
- iv) To publicize and undertake other duties, such as posters, as required by the Board of Directors.
- b) Duties of the Heritage and Research Committee:
  - i) to do research on local history;
  - ii) to report findings to the Board of Directors and to the membership as required.
- c) Duties of the Membership Committee:
  - i) to receive dues at the January meeting and at any other time when new members join;
  - ii) to keep an accurate and up-to-date list of members;
  - iii) to report to the Board of Directors and the membership as required.
  - iv) to solicit potential new members of the CDHS.
- d) Duties of the Pioneer Museum Patrons Committee:
  - i) to solicit new patrons;
  - ii) to keep an accurate and up-to-date list of patrons;
  - iii) to report to the Board of Directors and the membership as required;
  - iv) to distribute, mail or email newsletters and any other items of interest to patrons as required.
- e) Duties of the Museum and Archives Committee:
  - i) to look after the maintenance and staffing of the museum;
  - ii) to accept appropriate artifacts from donors and ascertain that they are catalogued and displayed;
  - iii) to keep accurate records of museum visitors, sales and donations;
  - iv) to continue to upgrade exhibits;
  - v) to continue to archive appropriate items following established archival procedures.
  - vi) to report to the Board of Directors and the membership as required.
- f) Duties of the Finance Committee:
  - i) The President, Secretary & Treasurer ["acting as Trustees" to be deleted] shall constitute the Finance Committee of the corporation.
  - ii) The purpose of the Finance Committee shall be to oversee the management of the Corporation's finances, including all investments.

iii) The Finance Committee shall meet at least once a year.

- 8.02 Ad Hoc Committees may be formed at the request of the Board of Directors to do a specific task and then disbanded at the conclusion of the task.
- 8.03 All committees, both standing and ad hoc, must present a timely report to include a financial report if relevant, stemming from their projects to the Board of Directors and the Membership.

#### Insurance

- 9.01 Insurance shall be purchased by the corporation for the benefit of its members, Board of Directors and specific holdings, such as the museum building, and for the benefit of the general public visiting the museum.

Revision of Bi-Law final draft for 2020 approved at Board of Directors meeting, 2020/02/06. Minor changes and approval presented at the AGM 2020/03/16.