

Placentia Area Historical Society

By-Laws

Article I **Name**

The name of the Society shall be the Placentia Area Historical Society.

Article II **Authority**

The Society shall be operated in accordance with the laws of the Province of Newfoundland and Labrador and by these By-Laws as amended from time to time and shall be incorporated as a Non-Profit Charitable Corporation with a registered office at the O'Reilly House in Placentia, Newfoundland and Labrador.

Article III **Interpretations**

- (a) Unless otherwise noted the "Board" shall refer to the Board of Directors of the Society as elected under these By-Laws.
- (b) "Corporation" or "Society" means the Placentia Area Historical Society.
- (c) "Directors" means the Board of Directors of the Society and Director means a member of that Board.
- (d) "In writing" shall include email unless otherwise required for legal purposes or by these By-Laws.
- (e) "Notes" are not considered by-laws but are included for guidance only.
- (f) Words and expressions defined in the Corporations Act have the same meaning when used here. The singular number includes the plural and vice-versa. The masculine gender includes the feminine and vice-versa.

Article IV **Aims and Objectives**

The aims and objectives of the Society shall be:

- (a) to promote the study, knowledge and preservation of the history of the Placentia Area;
- (b) to give and arrange lectures, publish books, etc. dealing with that history;
- (c) to preserve records, buildings and sites which may be of historic value or interest and erect monuments or memorials commemorating or recording events of historic interest of the Placentia Area;
- (d) to enter into arrangements with any governmental authorities or municipal authorities that seem conducive to the Society's objectives and obtain from

any such authority any rights, privileges or concessions, which the Society may think desirable to obtain;

- (e) to do all other things necessary for the fulfillment of the aims and objectives that are legal and do not jeopardize the Society's status as a charitable organization.

Article V. Restrictions on Activities of the Society

- (a) The Society shall restrict itself to such activities as in its opinion, directly or indirectly relates to the Aims and Objectives of the Society.
- (b) It shall not undertake any activities that would result in the revocation of its registration as a charity or as a public foundation for the purposes of the Income Tax Act.
- (c) It shall not permit its directors, trustees, officers or employees to be comprised so that a majority of the same are related or do not deal at arms length.
- (d) It shall not make non-qualified investment as defined by the Income Tax Act.

Article VI Membership

- (a) Any person accepted by the Board of Directors may become a member of the Society. A signed application by the applicant for membership shall be in writing and on an application form provided by the Board for such purpose. An annual membership fee of \$5.00 (five dollars) for membership shall be paid. This fee may be adjusted from time to time by the Board of Directors but it shall be subject to the approval of the general membership. A fee paid on joining within three months of the year-end shall also cover the following year.
- (b) A person or corporation may pay a lifetime membership of \$150 and may participate as a member including the right to vote at general meetings.
- (c) A person may be made an honorary member by two thirds vote of the Board for outstanding and long term service to the Society or for assisting in the recognition, promotion and preserving of the history of the area in an outstanding manner. While not required, an honorary member may attend general meetings and take part in discussions and vote. A list of honorary members shall be maintained and displayed for the benefit of other members.
- (d) Any member may withdraw from the association at any time by notice in writing to the secretary or announcing it at a meeting of the association, during the meeting, so it can be part of the minutes.

- (e) A member who fails to pay annual fees by the time of the holding of the Annual Meeting shall be considered a member not in good standing and shall not have a vote.

Article VII Board of Directors

- (a) There shall be a Board of Directors of the Society of up to fifteen members but not less than three.
- (b) One board member shall be the person appointed to represent the Town of Placentia in appreciation of the annual grant provided by the town.
- (c) As soon as practical following election each year the Board shall meet and elect Executive Officers from the Directors as follows: President, Vice-President, Secretary, and Treasurer. Officers shall be elected for one year and may stand for re-election to the same position.
- (d) A director may be removed from the Board for unsatisfactory performance by a two-thirds vote of the Directors who are present at a board meeting or by a majority vote of members present at a general meeting.
- (e) Any director absent from three meetings in succession or four meeting in any twelve month period is automatically terminated, unless the board feels there is good justifications for the missed meetings. If such a Director requests reinstatement within two months, the board may reinstate the seat, though this provision may not be used for any member more than once per term.
- (f) If a vacancy occurs on the Board of Directors it may be filled until the close of the next Annual Meeting with the appointment of a member in good standing by a majority vote of the remaining Directors.
- (g) The Board shall appoint an auditor who shall hold office at the discretion of the Directors.
- (h) The Board shall normally meet once a month and have not less than ten meetings a year. Five or one third of the elected Directors shall constitute a quorum.
- (i) Directors shall have at least forty-eight hours notice by telephone or in writing of the time, place and purpose of a meeting. If an email is not replied to another method of contact shall be tried. Meetings may be decided by the Board or at the call of the President.

Article VIII Management by Board

- (a) The management of the Society shall be vested in the members of the Board who shall have vested in them all powers conferred upon the Society, and may further exercise all and sundry powers which might be

exercised by an ordinary general meeting of the Society, and without restricting the generality of the foregoing the Board may:

- (b) enter into and carry out all agreements made by or on behalf of the Society;
- (c) appoint and remove a managing director, secretaries, accountants, clerks, servants or agents, and determine the rights and duties of such appointees and fix their salaries and benefits;
- (d) approve and reject applications for membership;
- (e) maintain a register of the names of members;
- (f) authorize the President or Vice-President, Secretary, Treasurer, Secretary, Managing Director, or any two Directors, to sign all cheques, drafts deeds, mortgages, and other documents on behalf of the Society and any such document signed by an officer or officers so authorized shall be binding upon the Society; and
- (g) appoint or authorize the President to appoint, such committees with such powers as they deem advisable, and delegate any of their powers to such committees.

Article IX **Executive Officers**

- (a) The President shall be chair of the Board of Directors and of the Society and shall carry out the duties normally assigned to that position. He/she shall chair all meetings of the Board and of the Association, but if necessary may delegate that authority to others for specific occasions. The President shall be the spokesperson for the board and may direct any staff in line with the wishes of the Board. He shall see that all officers, directors and employees are fulfilling the responsibilities of their position and report any failure to the Board. He shall see that an auditor is engaged in time to audit the financial records and prepare a report in time for the Annual Meeting. He shall present a report to the annual meeting reporting on activities for the past year and may give recommendations for the coming year. He may set up for the Annual Meeting a three person nomination committee to nominate members to be Directors to complement any other nominations from the floor.

- (b) The Vice-President shall act as President in the absence of the President, and become the President if that position becomes vacant before the term is out. He shall take a special interest in membership to see that it is maintained or increased and that the efforts of individual members are recognized.
- (c) The Secretary shall be responsible to see that minutes are recorded and that they and all essential documents of the Society are maintained safely. Without lessening these responsibilities of the Secretary other members of the Board may share in minute taking, recording and reporting back on the proceedings of all Board of Directors and General Meetings. Minutes shall be reported back at subsequent meetings. (Note: The minutes shall be more concerned about what was done than what was said, although when appropriate a summary of discussion may be given. Reported shall be the time, place and attendance at the meeting. Important information reported should be documented. Decision of the Board or motions will be reported) The Secretary shall keep an accurate listing of members and advise members and Directors of all appropriate meetings. When requested, the Secretary shall assist the Board or President with correspondence and may sign same.
- (d) The Treasurer shall give account of all dues received and prepare a list of members. He/she shall be responsible for safekeeping all monies of the Society and shall receipt all monies received and deposit same in a bank in the name of the Society as directed by the Board. He/she shall see that proper financial records are maintained, make same available to an auditor at any reasonable time and report on a regular basis to the Board and the membership, including an annual report presented at the Annual General Meeting. All expenditures must have prior approval of the Board of Directors.

Article X **Meetings of Society**

- (a) The Annual Meeting of the Society shall be held not later than the 31st day of March of each year at a time and place named by the Directors. Written notice of such meeting shall be conveyed to each member by the Secretary not less than two (2) weeks before such meeting.
- (b) The Annual Meeting shall be to hear annual reports and the financial statement, elect Directors and consider any amendments to the By-Laws or other regulations and to consider anything else on the agenda.
- (c) A general meeting may be called at any time by the President or by a majority vote at the Directors meeting. Each member shall be advised of such meeting not less than two (2) weeks before the meeting.
- (d) Ten members or ten percent of the membership, whichever is the lesser, but not less than five, shall constitute a quorum of any annual or general meeting, and all questions shall be determined according to the will of the majority of members present and voting. The presiding officer shall not vote except in case of a tie when he or she may cast a deciding vote.
- (e) An extraordinary general meeting of the Society shall be held when a written request for same is received by the Board from seven (7) members of good standing. The request for the convening of such extraordinary general meeting must state the objects of the meeting and must be conveyed in writing to the Secretary or President or sent by registered mail.
- (f) If the Board does not proceed to cause an extraordinary general meeting to be held within twenty-one (21) days of the request made, pursuant to Article IX (e), a majority of those making the request may themselves convene the meeting, but any meeting so convened shall not be held after the expiration of three (3) months from the date of such request.

Article XI **Financial Year**

The financial year of the Society shall be the calendar year.

Article XII **Amendment of By-Laws**

These By-Laws may be amended by a resolution at a meeting of the Board of Directors with a seventy-five (75) percent approval or by a simple majority vote at a General Meeting of the membership provided a notice of motion is given to the Board so that it can be included on the agenda..

Article XIII **Winding Up**

The Association shall be wound up voluntarily whenever an extraordinary resolution as defined by the Corporations Act is passed requiring the Society to be wound up voluntarily. Any assets remaining after all creditors of the Society have been satisfied may be given to another not for-profit group with similar aims and objectives, as specified by the Board of Directors and provided it is in line with the provision of the Income Tax Act, This winding up shall be reported to Revenue Canada.

These By-Laws were last amended on April 21, 2013.

President: Thomas V. O'Keefe

Secretary: _____

Signed November 15, 2010