



HSGPV OBJECTS and BYLAWS

Certified by Registrar of Corporations: May 25, 2012

OBJECTS OF THE SOCIETY

The objects of this Society (HSGPV) are:

1. to encourage and facilitate research into the historical origins of Germans from Poland and Volhynia;
2. to promote a public awareness of the cultural traditions of the descendants of Germans from Poland and Volhynia and their
 - a. contributions to present society;
3. to secure, preserve, and maintain materials and records (charts, books, manuscripts, maps, photographs, microfilms,
 - a. photocopies,...) for facilitating genealogical research pertaining to Germans from Poland and Volhynia;
4. to assist members of the Society and interested parties in genealogical research;
5. to cooperate with non-profit educational institutions, societies, researchers or individuals engaged in
 - a. genealogical research and/or studies;
6. to accept private collections from other donees.

Presented and Accepted by the General Membership at Annual General Meeting
May 29, 2010

Trinity Lutheran Church, 10014-81 Avenue, Edmonton, Alberta, Canada T6E 1W8
Certified by Registrar of Corporations: May 25, 2012

**HSGPV BYLAWS
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ARTICLE 1 PREAMBLE

Certification of May 25, 2012

HSGPV BYLAWS

Presented and Accepted by the General Membership at Annual General Meetings

May 29, 2010 & June 11, 2011

at Trinity Lutheran Church, 10014-81 Avenue, Edmonton, Alberta, Canada T6E 1W8

Certified by Registrar of Corporations: May 25, 2012

1.1 The Society

The name of this Society is *Historical Society of Germans from Poland & Volhynia (HSGPV)*.

1.2 The Bylaws of the Society

1.2.1 The following articles set forth the Bylaws of the *Historical Society of Germans from Poland & Volhynia*—hereinafter sometimes referred to as the Society or HSGPV. These Bylaws regulate the transaction of business and affairs of the Society.

1.2.2 The Society shall furnish to every member, *at a member's request and on a payment of not more than \$1.00*, a copy of the Society's Bylaws and, if wished, a photocopy of its Incorporation Certificate.

1.2.3 New Officers and Directors of the Society shall, upon request, be presented with a personal copy of the Society's Bylaws and Incorporation Certificate within thirty days of their election.

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ARTICLE 2 DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have the meanings as outlined below.

- 2.1.1 **ACT** means the Societies Act, Revised Statutes of Alberta 2000, or any statute substituted for it.
- 2.1.2 **AD HOC COMMITTEE** is one that is struck by the Board to deal with specific concerns or projects. Once these items are completed, the committee may be disbanded.
- 2.1.3 **ANNIVERSARY MONTH** is the month in each year that is the same as the month in which the Certificate of Incorporation of this Society was issued, which in our case was June 27, 2002.
- 2.1.4 **ANNUAL GENERAL MEETING** or **AGM** means the Annual General Meeting (AGM) of the Society as described in Article 4.
- 2.1.5 An **AUDIT** is a formal examination and verification of financial accounts
- 2.1.6 **BOARD** means the elected Officers and Directors of this Society as defined in Article 6.1.
- 2.1.7 **BOARD MEETING** means the meeting held by the Executive Officers as often as deemed necessary as outlined in Article 4.1
- 2.1.8 **BYLAWS** is a reference to the Bylaws of this Society as amended in the years 2010 and 2011. In other organizations, Bylaws may be called the Constitution, Charter, or Rules and Regulations or a combination of these names. The word *Bylaws* is used in this document because it is referred to as such in the Societies Act.
- 2.1.9 **DIRECTOR** means any person who has been elected to, or appointed to, the Board as outlined in Article 6.3.
- 2.1.10 **FISCAL YEAR OF THE SOCIETY** shall be from January the first to December the thirty-first of any given year.
- 2.1.11 **GOVERNMENT** means the body or bodies that govern the affairs of the Society between general meetings of the society.
- 2.1.12 **HONORARY MEMBER** means the person as outlined in Article 3.1.4.
- 2.1.13 **IMMEDIATE PAST PRESIDENT** means the Officer as outlined in Article 6.6.5.
- 2.1.14 **LIST OF MEMBERS** means the list maintained by the Board Treasurer as outlined in Article 3.10.
- 2.1.15 **MEMBER** means a member of this Society as stated in Article 3.
- 2.1.16 **NOMINATING COMMITTEE** means the annual committee selected as outlined in Article 6.9.

- 2.1.17 **OBJECTS** of the Society are the purposes for which a society is formed and from time to time amended by the Society. The Objects of the Society are a separate document to these Bylaws and may only be amended by a Special Resolution.
- 2.1.18 **OFFICER** means any Officer of the Executive: the Chair/President, Vice-Chair/President, Treasurer, and Secretary as outlined in Article 6. An officer is also considered to be a director.
- 2.1.19 **OUTSIDE AUDITOR** means an auditor, who is not a current member of the Society's Board, but may be a member of the Society.
- 2.1.20 **PAID HONORARIUMS** mean those monies provided for special presentations, information sessions, assistance, and/or services rendered.
- 2.1.21 **PRESIDENT** means the Chief Elected Officer of this Society as outlined in Article 6.6.1. This position is often referred to as **CHAIR**.
- 2.1.22 **QUORUM** means the members in attendance at a meeting.
- 2.1.23 **REGISTRY OFFICE** means the office of the Alberta Registries where all communications regarding amendments on the objects of incorporation, bylaws, annual audited financial reports, and board membership lists are held.
- 2.1.24 **REGISTRAR** means the *Registrar of the Alberta Registries* as defined in the *Business Corporations Act*.
- 2.1.25 **SEAL OF THE SOCIETY** is a device that shows the authority to enter into agreements and commitments on behalf of the Society. It must be kept by a member of the Board in a safe place.
- 2.1.26 **SECRETARY** means the Officer as outlined in Article 6.6.4.
- 2.1.27 **SIMPLE MAJORITY** means half the number of members present plus one. This applies to all meetings.
- 2.1.28 **SOCIETY** means *Historical Society of Germans from Poland and Volhynia (HSGPV)*.
- 2.1.29 **SPECIAL RESOLUTION** is a resolution as defined in Section 1(d) of the Societies Act. In relation to the Societies Act, a special resolution means,
- A resolution passed
 - at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - by a majority of not less than 75% of the votes of those members who, if entitled to do so, vote in person or by proxy.
 - A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at that general meeting so agree.
 - A resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, if proxies are permitted, by proxy.

- 2.1.30 **STAFF** means people who volunteer to perform certain tasks as designated by the Board. It may also refer to paid employees (if and when that may occur).
- 2.1.31 **STANDING COMMITTEES** are formal, permanent, or long standing structures of the Society. These committees deal with and supervise ongoing matters and processes and in turn report to the Board.
- 2.1.32 **TERM OF OFFICE** in the case of all officers is defined in Article 6.5.
- 2.1.33 **TREASURER** means the Officer as outlined in Article 6.6.3.
- 2.1.34 **VICE-PRESIDENT/CHAIR** means the Officer as outlined in Article 6.6.2.
- 2.1.35 **VOTING MEMBER** means a member in good standing, who is entitled to vote, as outlined in Article 5.

2.2 Interpretations

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 Singular and Plural words indicating the singular member also include the plural and vice versa.
- 2.2.2 Headings are for convenience only. They do not affect the interpretations of these Bylaws.
- 2.2.3 The business of this Society shall be carried on without purpose of personal financial gain for its members.
- 2.2.4 These Bylaws must be interpreted liberally and generously.

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ARTICLE 3 MEMBERSHIP

3.1 Membership Categories

Membership in the Society is open to any person, over the age of eighteen, who expresses an interest in promoting the Objects of the Society. An annual membership fee is applicable.

3.1.1 A **Member in Good Standing** is a person as described above, who abides by the bylaws, policies and procedures of HSGPV.

3.1.2 An **Individual Membership** is open to any person over the age of 18 years, regardless of place of residence.

3.1.3 A **Lifetime Membership** may be granted at the discretion of the Board for any Member who has rendered long and distinguished service to this Society. The privileges of this membership include attendance and voting privileges at general meetings. No membership fee applies.

3.1.4 An **Honorary Membership** may be granted at the discretion of the Board to a Non-Member, who has contributed a unique benefit to or performed an extremely beneficial service for this Society. *This is a privilege in name and recognition only.* There are no voting rights with this type of membership, but the Honorary Members may attend general meetings. No membership fee applies.

3.2 Membership Fees

3.2.1 The membership year is from the first day (1st) of January in each year to the last day (31st) of December in the same year.

3.2.2 Current members will be given a sixty day grace period to renew membership.

3.2.3 Annual membership fees shall be determined by the Board.

3.3 Rights and Privileges of Members

Any member, over the age of 18 years, in good standing, except as defined in Article 3.1.4, is entitled to the following rights and privileges.

3.3.1 He or she may attend and vote on any issue at any General Meeting of the Society.

3.3.2 He or she may stand for election to any Office of this Society;

3.3.3 He or she may inspect the books and records of this Society at a mutually agreeable time and place, upon written application to the Board.

3.4 Lapse of Membership

3.4.1 Membership shall be deemed to have lapsed if a member's annual fees are not paid by the AGM date of the current year. The member will then no longer be considered a member in good standing. Membership may be restored upon payment of such fees with no penalty.

3.4.2 Any member who allows his membership to lapse, or who resigns or withdraws, shall forfeit all rights to, or claims upon, the Society's membership programs and privileges.

3.5 Termination or Withdrawal of Membership

3.5.1 Any person, who by a vote of no less than two thirds of the Board is deemed guilty of unethical and/or abusive practices at the Library or Society Events, may be refused membership or have his or her membership terminated by the Board. Privileges cease upon termination.

3.5.2 Such refusal or termination may be appealed at the Annual General Meeting, or a Special General Meeting, with written notice of this appeal to be in the hands of the Secretary of this Society, not less than ten days prior to said meeting. No

- membership fee will be refunded. Personal debts to the Society must be paid.
- 3.5.3 A member may withdraw officially from membership by a notice in writing delivered to a member of the Board. The effective date of withdrawal will become official at the next Board meeting. No membership fee will be refunded. Personal debts to the Society must be paid.

3.6 Non-transferable Membership / Privileges

No right of membership or privilege is transferable to another person. All rights and privileges cease when the Member has resigned or has died. Privileges cease if the membership has lapsed.

3.7 Continued Liability for Debts Due

Although a Member ceases to be a Member (by death, resignation, or otherwise) that Member is liable for any debt he or she owes to this Society at the date of ceasing to be a Member -- at the Board's discretion.

3.8 Limitation on the Liability of Members

No Member is, in his or her individual capacity, liable for any debt or liability of the Society.

3.9 Protection and Indemnity of Directors and Officers

- 3.9.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in error unknowingly in his or her role for the Society. The Society does NOT protect any Director or Officer for willful acts of fraud, dishonesty, or bad faith.
- 3.9.2 No Director or Officer is liable for the acts of any other Director, Officer, Employee, or Member.
- 3.9.3 No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society.
- 3.9.4 No Director or Officer is liable for any loss due to an oversight or error in judgment, or by any act in his role for the Society, unless the act is willful fraud, dishonesty, or bad faith.
- 3.9.5 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

3.10 Register List of Members

- 3.10.1 The Society shall keep a register of its members, containing each Member's name, residential address, and the date on which the person was admitted as a Member.
- 3.10.2 This list shall be kept on file by the Treasurer of the Society and not distributed to the public.
- 3.10.3 This list or portions of it may be provided to any Member in Good Standing who requests the information and who pays a fee of \$0.25 for every 100 words to be copied. The information may only be used for matters relating to the affairs of the Society unless consent is first obtained from each Member to share their information for other purposes.

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ARTICLE 4 MEETINGS OF THE SOCIETY

4.1 Board Meetings

- 4.1.1 Board meetings shall be held as often as deemed necessary by the Board.
- 4.1.2 Minutes of these Board Meetings shall be made available to all Board members.
- 4.1.3 Any Executive Officer or Director may request a Board meeting. The President shall accommodate this request if half the Board plus one agree.
- 4.1.4 The President shall set the time, date, and place for these meetings in consultation with the Board members.
- 4.1.5 Notice of Board Meetings shall be given at least five days' notice in advance of the meeting by telephone, e-mail, letter, or fax. Board members may agree to waive notice.
- 4.1.6 Board meetings are open only to the Executive and Directors, except under certain circumstances. Presentations from the Members-at-large can be made at a Board Meeting upon invitation by the Board. Members-at-large may also request time for a presentation to the Board, provided they give at least five days' notice of such a request to the President, setting out clearly the reason for the request. Notice may be waived at the discretion of the Board.
- 4.1.7 A Board Meeting may be held by conference call. All persons who participate in such a call are considered present for the meeting for timesheet purposes.
- 4.1.8 The President shall chair the meeting. In his or her absence, the Vice-President shall chair this meeting.
- 4.1.9 A quorum shall be the simple majority of members in attendance at the Board Meeting.
- 4.1.10 Each Director and Executive Officer has one vote, except the President, who only has a casting vote in case of a tie.

4.2 General Membership Meetings

- 4.2.1 The general membership shall meet a minimum of twice a year.
- 4.2.2 Notice of General Membership Meetings shall be given at least five days' notice in advance of the meeting by telephone, e-mail, letter, or fax, or by publication in the Society newsletter/local newspaper.
- 4.2.3 The Board shall set the time, date, and place for these meetings.
- 4.2.4 The general membership may be involved in voting on motions regarding current issues, amendments to policies, procedures, and/or bylaws; determining current project direction; and similar items.
- 4.2.5 The President shall chair the meeting. In his or her absence, another Board Member shall chair this meeting.
- 4.2.6 A quorum shall be five (5) members in attendance at this general membership meeting.

4.3 Annual General Meeting

- 4.3.1 The Annual General Meeting shall be held before the end of the Society's anniversary month [June].
- 4.3.2 Members shall be given a minimum of 14 days' notice of the time, date, and place for an Annual General Meeting. This notice can be given by telephone, letter, e-mail, fax, or publication in the Society newsletter/ local newspaper.
- 4.3.3 A meeting is invalid if there is a deliberate lack of notice to members.
- 4.3.4 The Agenda of the Annual General Meeting shall include the:
- presentation of the President's annual progress report;
 - presentation of the Treasurer's financial statement, approved by the appointed auditor;
 - presentation of the previous year's Annual General Meeting minutes;
 - appointment of an Auditor for the current year;
 - consideration of other matters as presented to the Board with due notice, as required for Special General Meetings;
 - necessary elections as described in Article 6.5.
- 4.3.5 Near the anniversary of our Society's incorporation re-instatement date [2006/07/27] the Society shall provide a report to the Registrar. This report shall contain the following:
- the address of the registered office of the Society;
 - the full name and address of each Officer and Director of the Society;
 - the audited financial statement for the prior year presented at this year's Annual General Meeting.
- 4.3.6 Two outside auditors must be appointed for the current year by the Board. The books must then be audited after the end of the current fiscal year by these appointed auditors—in preparation for the next year's AGM.
- 4.3.7 The Annual Election and installation of new Officers and Directors shall take place immediately following the submission of the Annual General Meeting reports.
- 4.3.8 A quorum shall be five (5) members in attendance at the Annual General Meeting.

4.4 Special General Meetings

- 4.4.1 A Special General Meeting of the Society may be requested through petition by 60% of the current listed Membership or on the request of the Board.
- 4.4.2 If requested by the Membership-at-large, a detailed agenda outlining exactly what business needs to be covered must be presented to the Board. The request must state the reason for the Special General Meeting and the special resolutions or motion(s) intended to be submitted at such meeting.
- 4.4.3 This petition must be signed by the Members requesting the Special General Meeting.
- 4.4.4 The Board shall set the time, date, and place for this Special General Meeting, which must occur within 30 days of the written notice presented to the Board.
- 4.4.5 Only the matter(s) set out in the notice for this Special General Meeting shall be considered at this Special General Meeting.
- 4.4.6 Members-at-large shall be given a minimum of 21 days' notice of the time, date, and place for this Special General Meeting. This notice can be given by telephone, letter, e-mail, fax, or publication in the Society newsletter or a local newspaper.
- 4.4.7 A quorum shall be five (5) members in attendance at the Special General Meeting.
- 4.4.8 Voting will be done in the same manner as at an Annual General Meeting.

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ARTICLE 5 VOTING

5.1 Voting at Board Meetings and General Membership Meetings

- 5.1.1 Voting will be done by show of hands. Voting may be held by secret ballot, if so requested by the Board or by a majority of the members present. Voting is not allowed by proxy. Each member will have only one vote.
- 5.1.2 A simple majority of the members present will be required to pass any motion.
- 5.1.3 The President does not vote unless there is a tie at which time he or she will have the casting vote.

5.2 Voting at the Annual General Meeting Election

- 5.2.1 Voting is to be supervised by the Nomination Committee following the procedures as outlined below.
- 5.2.2 Voting shall be by personal attendance for the election of board members for the new year.
- 5.2.3 Each voting member must be over the age of 18 years and have been a member in good standing for at least three months. *This time limit may be waived by the current Board.*
- 5.2.4 Each voting member has only one (1) vote.
- 5.2.5 Voting for all Board Members shall be done by secret ballot. Two members in good standing, present at the meeting, shall be nominated to carry out the distribution, collection, and counting of the ballots.
- 5.2.6 After the ballots have been tallied, a third member in good standing, appointed by the current president, shall verify the count, and then the ballots shall be destroyed.
- 5.2.7 Each candidate shall be allowed up to five minutes to state his or her reasons for running for this office. *This step may be waived by the candidate and/or the current Board.*
- 5.2.8 A member may not vote by proxy.
- 5.2.9 A simple majority of the members present will be required to pass any motion.
- 5.2.10 In case of a tie, another vote is taken until a winner is declared.

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ARTICLE 6 GOVERNANCE OF THE SOCIETY

6.1 The Board

- 6.1.1 The governance of the Society shall be vested in the Board (Executive Officers and Directors) except at General Meetings.
- 6.1.2 The Board Members must be Members in good standing in the Society.
- 6.1.3 Each Board Member, except the President, shall have one vote. The President shall have a casting vote in case of a tie.
- 6.1.4 The Board shall consist of:
- the Executive Officers (President, Vice-President, Treasurer and Secretary);
 - up to eight general Directors;
 - the immediate Past President.

6.2 Powers and Duties of the Board

- 6.2.1 The Board shall have the powers and duties as follows:
- to promote the objects of the Society;
 - to advocate membership in the Society;
 - to maintain and protect the Society's assets and property;
 - to approve an annual budget for the Society and to pay all expenses for operating and managing the Society;
 - to finance the operations of the Society by investing or raising monies;
 - to control the bank account of the Society and determine who countersigns the cheques.
 - to appoint legal counsel as necessary;
 - to make policies, rules and regulations for operating the Society and using its facilities and assets;
 - to fill vacant Officer positions to complete a term or until the next Annual General Meeting, whichever is shorter;
 - to expel any Member of the Board for any cause as defined in Article 3;
 - to appoint such committees as deemed necessary;
 - to plan Agendas for the Board, and General Meetings;
 - to carry out emergency and unusual business, without having to bring it to a vote of the full membership.
 - to explain to the general membership any emergency and unusual business carried out on the members' behalf.

6.3 Directors/Officers of the Society

- 6.3.1 A Director/Officer of the Society shall
- be a Member in good standing who attends Board and General Meetings;
 - be encouraged to chair at least one committee;
 - promote the objects of the Society.

6.4 Resignation, Death, or Removal of Board Members

- 6.4.1 Board Members may be removed due to resignation, neglect of duty, or wrongful actions.
- 6.4.2 Any Board Member, who has unexcused absences for three consecutive meetings or a total of five meetings in any year, is deemed to have resigned his or her position on the Board. This Board Member shall no longer be a Director or an Officer of the

Society, but can still remain a Member of the Society.

- 6.4.3. Extenuating circumstances, such as illness, an accident, a death in the family, or personal difficulties will be considered exemptions to the above specified rule.
- 6.4.4. Any Board Member, who has been removed as determined in sections above, may appeal this removal within 30 days of receipt of this notice by notifying the President or the Vice-President of the Society. The deemed removal may be rescinded upon a 75% majority vote at the next Board Meeting.
- 6.4.5. A Director or Executive Officer may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation—whichever comes first.
- 6.4.6. Voting Members may remove any Director or Executive Officer before the end of his or her term at a Special General Meeting called for this purpose.
- 6.4.7. If there is a vacancy on the Board, the remaining Directors (including the Executive Officers) may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of the immediate Past President. This position remains vacant until it can be filled after the next AGM.

6.5 Terms of Office

- 6.5.1. Elections should be held on a rotating basis:
- Election for the office of President, Vice-President and half the number of
 - Directors shall be held in years ending in an even number.
 - Elections for the office of Secretary, Treasurer and the other half of the
 - Directors shall be held in years ending in an odd number.
- 6.5.2. No Executive Officer or Director shall serve more than two consecutive terms in the same position—a total of four years.
- 6.5.3. However, an Executive Officer or Director may serve in another Board position.

6.6 Duties of the Officers of the Society

6.6.1 The President of the Society shall:

- attend and chair Board and General Meetings;
- act as the spokesperson of the Society;
- supervise the affairs of the Society;
- serve as liaison with other historical societies, businesses, government agencies;
- be allowed to ask any Officer of the Society to replace him or her at functions or act as the Society's spokesperson as required;
- be a signatory to all contracts entered into by the Society;
- shall be responsible for receipt of all communication from Corporate Registry;
- shall file the annual return and changes in the directors of the organization, amendments in the bylaws, and other documents with the Corporate Registry before July 31 of each year.
- shall file the annual income tax receipt reports with Revenue Canada by June 30th of each year.
- promote the objects of the Society.

6.6.2 The Vice-President of the Society shall:

- attend Board and General Meetings;
- chair the Board, and General meetings when the President is unavailable;
- replace the President at various functions when asked to do so by the President or the Board;
- promote the objects of the Society.

6.6.3 The Treasurer of the Society shall:

- attend Board and General Meetings;
- be responsible to prepare an accurate accounting of all funds of the Society and ensure that proper books of accounts are kept by him or her;
- shall issue income tax receipts, if applicable, and keep a record of such to file with Revenue Canada;
- be responsible for the proper receipt and dispositions of funds of the Society in whichever chartered bank, treasury branch, or trust company the Board chooses;
- ensure that each cheque written is countersigned by the properly appointed Director or Officer;
- be one of the signators on cheques, except as stated in Article 11.4;
- present to the Board a full and detailed accounting of all receipts and disbursements when requested;
- prepare and present to the Annual General Meeting an audited statement setting forth the financial position of the Society;
- prepare a workable budget with a committee to present to the Board for approval;
- assist in the preparation of any necessary annual reports the President has to supply for respective government agencies;
- allow the financial records and books of the society to be viewed, in his or her presence, within 21 days of a request by a Society Member in good standing;
- promote the objects of the Society.

6.6.4 The Secretary of the Society shall:

- attend Board and General Meetings;
- shall ensure that meetings follow a consistent protocol;
- shall have available a reference copy of *Roberts' Rules of Order* to be used if necessary;
- take and maintain an adequate and accurate record of the proceedings of all Board and General Meetings, including in the Minutes where and when the meeting took place, who was present, what was decided and the factors, motions, discussions, voting results that led to the final decisions;
- have custody of the records and contracts of the Society, which shall reside in an agreed upon place determined by the Board;
- have charge of the Seal of the Society, if one is in the Society's possession;
- provide the necessary previous year's AGM Minutes at the current Annual General Meeting;
- be responsible for the Society's correspondence;
- supervise or edit any items for publication/the media;
- promote the objects of the Society.

6.6.5 The Immediate Past President of the Society shall act in an advisory capacity, if so wished by the Board. He or she shall be the Chairperson of the Nomination Committee.

6.7 Filling Board Vacancies

6.7.1 In case of a Board vacancy left by a departing Director or Executive Officer, the Board may appoint someone to fill this position to serve the term until the next Annual Election.

6.7.2 The position in question may be left vacant at the discretion of the Board.

6.8 Committees in General

6.8.1 The Board may appoint committees to advise the Board.

6.8.2 The Committee Chair calls the Committee meetings for each Committee and ensures that

- all members are given at least two days' notice by telephone, e-mail, or fax;
- the minutes of this meeting are recorded and distributed to each committee member as well as each Board member at the next Board meeting.;

6.8.3 A simple majority of the Committee members shall constitute a quorum.

6.8.4 Each member of the Committee, excluding the Chair, has one vote. The Chair has a vote in case of a tie.

6.9 Nomination Committee

6.9.1 A Nomination Committee is appointed prior to the Annual Election at the Annual General Meeting.

6.9.2 The Nomination Committee shall consist of the Past President as the Chairperson and one other member appointed by the Board.

6.9.3 The Nomination Committee shall be responsible for providing at least one nominee for each Board position to be elected that year.

6.9.4 The Nomination Committee shall conduct the election of Officers of the Society at the Annual Election.

6.10 Standing Committees and Ad Hoc Committees

6.10.1 Standing Committees or Ad Hoc Committees may be common from year to year or they may be struck as required by the Board or at the Annual General Meeting.

6.10.2 Firm control must remain with the Board over any Standing or Ad Hoc committees. The Board has the power to remove and/or replace committee members with the exception of those appointed at the Annual General Meeting.

6.10.3 Each of the Standing or Ad Hoc Committees shall consist of a Chairperson and up to three other members appointed by the Board.

6.10.4 Some Standing Committees of the Society that may be required are: *Finance & Fund Development; Library Management; Promotion; Organization of Seminars; Membership Promotion; Publication; Policies & Procedures.*

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ARTICLE 7 RULES OF ORDER

- 7.1 The latest edition of “Roberts’ Rules of Order” shall govern all points of order not embodied in these Bylaws in as far as they are not inconsistent with the provisions of the Societies Act.
- 7.2 A copy of “Roberts’ Rules of Order” should be available for the Society’s use as reference at meetings.

ARTICLE 8 AMENDMENTS

- 8.1 Bylaws shall only be amended by a Special Resolution at the Annual General Meeting or at a Special General Meeting called for that purpose. Changes can only be made when passed by not less than 75% majority of all members entitled to vote. An attempt to contact all members with at least 21 days’ notice must be made either by letter, phone, e- mail, fax, or publication in Society newsletter /the local newspaper.
- 8.2 The Society shall, within thirty days from the day that any changes are made in the Membership of the Officers or Directors of this Society, give notice to the Registrar in a form acceptable to the Registrar, setting out the changes.

ARTICLE 9 DISSOLUTION OF THE SOCIETY

- 9.1 The Society shall only be dissolved by a Special Resolution of the Society’s membership.
- 9.2 The heirs of Mr. Ewald R. Wuschke shall retain the right to designate placement of the Wuschke Collection at their discretion as defined in the *Income Tax Act*.
- 9.3 In the event of dissolution of the Society, all remaining assets, after payments of liabilities, shall be transferred only to ‘qualified donees’ as defined in the *Income Tax Act*, or to qualified non-profit institutions as decided by the Special Resolution of the Society’s membership.

ARTICLE 10 SEAL OF THE SOCIETY

- 10.1 The Secretary of the Society shall have custody of the Seal of the Society, as outlined in Article 6.
- 10.2 The Seal of the Society, whenever used, shall be authenticated by the signatures of the President and Secretary.

ARTICLE 11 REMUNERATION

- 11.1 No Officer, Director, or Member of the Society shall receive any remuneration for services rendered unless so authorized by the Board. They may, however, be reimbursed for items purchased to carry out tasks assigned by the Board.
- 11.2 Reimbursement for expenses over \$100.00 incurred by members must be approved by the Board.
- 11.3 Pre-signed cheques will NOT be issued to any member.
- 11.4 The recipient of any cheque shall NOT be one of the co-signers.

ARTICLE 12 REVOCATION OF NAME

- 12.1 When this Society may have reason to revoke its name, and assign a new name to the Society, the Registrar of the Society shall issue a certificate of amendment showing the new name of the Society and, on and after the date shown on the certificate of amendment, the application and bylaws of the Society shall be deemed to be amended to refer to the new name shown in the certificate of amendment.

ARTICLE 13 APPLICATION OF THESE BYLAWS

- 13.1 These Bylaws shall supercede and replace all previous Bylaws of the Society and all amendments thereto.
- 13.2 These Bylaws and any future amendments will become effective when they have received an affirmative vote from the Members as set out in Article 9, and all other legal requirements, including the registration by the Registrar as set out in the Societies Act have been fulfilled.

ARTICLE 14 BORROWING OF MONEY

- 14.1 The Society will be able to borrow money from a lending institution for a special project upon agreement from the general membership.

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