# CONSTITUTION AND BY -LAWS

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*The Constitution and By-Laws were first adopted on January 31, 1980; they were amended on February 17, 2003, February 15, 2016 and March 21, 2022.*

# Article 1 – Preamble

## 1.1 Name

The Society will be known as the Gatineau Valley Historical Society –Société historique de la Vallée de la Gatineau (hereinafter referred to as the Society).

## 1.2 The By-Laws

The following articles set forth the By-Laws of the Society.

# Article 2 – Defining and Interpreting the By-Laws

## 2.1 Definitions

In these By-Laws, the following words have these meanings.

2.1.1 **Annual General Meeting** means the annual general meeting described in Article 5.1.

2.1.2 **Board** means the Board of Directors of this Society.

2.1.3 **By-Laws** mean the By-Laws of this Society as amended.

2.1.4 **Director** means any person elected or appointed to the Board

2.1.5 **Member** means a Member of the Society.

2.1.6 **Officer** means any Officer listed in Article 6.2.

2.1.7 **Registered Office** means the registered office for the Society.

2.1.8 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.9 **Society** means the Gatineau Valley Historical Society –Société historique de la Vallée de la Gatineau

2.1.10 **Special Meeting** means the special meeting described in Article 5.2.

2.1.11 **Special Resolution** means:

a) a resolution passed at a General Meeting of the membership of this Society. There must be fourteen (14) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of a two-thirds majority of the Members present;

b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than fourteen (14) days' notice. All the Members eligible to attend and vote at the General Meeting must agree; or

c) a resolution agreed to in writing by all the Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.12 **Member** means a Member entitled to vote at the meetings of the Society.

### 2.2 Interpretation

The following rules of interpretation must be applied in interpreting these By-Laws.

2.2.1 **Singular and Plural**: words indicating the singular number also include the plural, and vice-versa.

2.2.2 **Corporation**: words indicating persons also include corporations.

2.2.3 **Headings** are for convenience only. They do not affect the interpretation of these By-Laws.

2.2.4 **Liberal Interpretation**: these By-Laws must be interpreted broadly and generously.

## Article 3 – Objects of the Society

### 3.1 Object

The object or purpose of the Society is to promote matters of historical and heritage significance in the general area of the Gatineau Valley.

## Article 4 – Membership

### 4.1 Classification of Members

There are two categories of Members:

a) Members
b) Honorary Life Members

4.1.1 **Members**

To become a Member, an individual must:

a) apply and receive the approval of the Board of Directors;

b) pay the membership fees for Members.

4.1.2 **Honorary Life Members**

An Honorary Life Member is an individual recognized by resolution of the Board for outstanding and prolonged contribution to the Society. An Honorary Life Member is not subject to membership fees but is entitled to all membership privileges.

## 4.2 Admission of Members

Any individual may become a Member by meeting the requirements in Article 4.1. The individual will be entered as a Member in the Register of Members.

## 4.3 Membership Fees

4.3.1 **Membership Year**

The membership year is January 1 to December 31.

4.3.2 **Setting Membership Fees**

The Board decides membership fees.

Each member in the Society, except an honorary-life member, will pay such dues as may be fixed by the Board of Directors.

4.3.3 **Payment Date for Fees**

Renewal of membership fees must be paid before the expiry of the membership year.

## 4.4 Rights and Privileges of Members

4.4.1 **Any Member in good standing is entitled to**:

a) receive notice of meetings of the Society;

b) attend any meeting of the Society;

c) speak at any meeting of the Society except Board meetings unless by invitation (article 6.1.6.7; and

d) exercise other rights.

4.4.2 **Voting**

The only Members who can vote at meetings of the Society are:

a) Members in good standing;

b) Honorary Life Members.

4.4.3 **Number of Votes**

A Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 **Member in Good Standing**

A Member is in good standing when:

a) the Member has paid membership fees or other required fees to the Society, unless exempt as an Honorary Life Member; and

b) the Member is not suspended as a as provided for under Article 4.5.3.

## 4.5 Resignation, Suspension or Termination of Membership

4.5.1 **Resignation**

4.5.1.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.5.1.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.5.2 **Deemed Withdrawal**

4.5.2.1 If a member has not paid the annual membership fees before the expiry of the membership year, as per article 4.3.3;

4.5.2.2 The Member is considered to have submitted his resignation.

4.5.2.3 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.5.3 **Suspension or Termination**

4.5.3.1 The Board, at a Meeting called for that purpose, may suspend or terminate a Member's membership for one or more of the following reasons:

a) if the Member has failed to abide by the By-Laws;

b) if the Member has been disloyal to the Society;

c) if the Member has disrupted meetings or functions of the Society; or

d) if the Member has done or failed to do anything judged to be harmful to the Society.

4.5.4 **Notice to the Member**

4.5.4.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or terminated. The Member will receive a notice at least two (2) weeks before the meeting of the Board.

4.5.4.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

4.5.4.3 The notice will state the reasons why suspension or termination is being considered.

4.5.5 **Decision of the Board**

4.5.5.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.5.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.5.5.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.5.4 The decision of the Board is final.

### 4.6 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society. However, the Board may decide by resolution to transfer the existing membership to a surviving spouse

## Article 5 – Meetings of the Society

### 5.1 The Annual General Meeting

5.1.1 **Date**

The Society holds its Annual General Meeting in the first quarter of each calendar year, in Chelsea, Quebec, or in any other place decided by the Board. The Board sets the place, day and time of the meeting.

5.1.2 **Notice**

The Board ensures that notice occurs to each member by mail, e-mail or delivery at least fourteen (14) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 **Agenda for the Meeting**

The Annual General Meeting deals with the following matters:

a) adopting the agenda;

b) adopting the minutes of the last Annual General Meeting;

c) considering the President's report;

d) presenting the financial statements setting out the Society's income, disbursements, assets and liabilities and any accompanying audit or review;

e) electing the President and officers;

f) electing the Directors-at-large of the Board;

g) considering matters specified in the meeting notice; and

h) other specific motions that any members has given notice of before the meeting is called.

5.1.4 **Quorum**

The quorum at the Annual General Meeting is the number of members in attendance.

## 5.2 Special Meeting of the Society

5.2.1 **Calling of Special Meeting**

A Special Meeting may be called at any time:

a) by a resolution of the Board of Directors to that effect; or

b) on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or

c) on the written request of at least ten (10) of the Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

5.2.2 **Notice**

The Board ensures that notice occurs to each member by mail, e-mail or delivery at least fourteen (14) days before the Special Meeting of the Society. This notice states the place, date, time and purpose of the Special Meeting

5.2.3 **Agenda for Special Meeting**

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

5.2.4 **Procedure at the Special Meeting**

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.1.4 and 5.3.4)

## 5.3 Proceedings at the Annual or a Special Meeting of the Society

5.3.1 **Attendance by the Public**

Annual General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 **Presiding Officer**

5.3.2.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.2.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

5.3.3 **Adjournment**

5.3.3.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.3.3 The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

5.3.4 **Voting**

5.3.4.1 Each Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Members request it.

5.3.4.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.4.3 A Member may not vote by proxy.

5.3.4.4 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.4.5 Five Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.3.4.6 Members may withdraw their request for a ballot.

5.3.4.7 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.5 **Failure to Give Notice of meeting**

No action taken at a General meeting is invalid due to:

a) accidental omission to give any notice to any Member;

b) any Member not receiving any notice; or

c) any error in any notice that does not affect the meaning.

# Article 6 – The Governance of the Society

## 6.1. The Board of Directors

### 6.1.1 **Governance and Management of the Society**

The Board governs and manages the affairs of the Society.

### 6.1.2 **Powers and Duties of the Board**

The Board has the powers of the Society.

The powers and duties of the Board include:

a) Promoting the objects of the Society;

b) Promoting membership in the Society;

c) Keeping an up to date Register of Members

d) Maintaining and protecting the Society's assets and property;

e) Preparing and reviewing an annual budget for the Society during the year;

f) Approving the annual financial statements of the Society, for tabling at the AGM;

g) Approving payment of all expenses for operating and managing the Society;

h) Approving payment of persons for services and protecting persons from debts of the Society;

i) Investing any extra monies;

j) Financing the operations of the Society, and borrowing or raising monies;

k) Making policies for managing and operating the Society;

l) Approving all contracts for the Society;

m) Maintaining all accounts and financial records of the Society;

n) Reviewing and approving any audit reports for tabling at the AGM.

o) Appointing legal counsel as necessary;

p) Making policies, rules and regulations for operating the Society and using its facilities and assets;

q) Selling or disposing of any or all of the property of the Society; and.

6.1.3 **Composition of the Board**

The Board of Directors of the Society will consist of the President, the Vice-President, the Secretary, the Treasurer, immediate Past President, a director of publications, and up to five directors-at-large, with a minimum number of four directors-at-large.

6.1.4 **Election of the Directors and the President**

6.1.4.1 The President, the officers and the five directors-at-large of the Board except the immediate Past President are elected at the Society's annual meeting.

6.1.4.2 The term of office of the members of the Board of Directors shall be two years, with half of the members being elected each year.-

6.1.4.3 The President can only serve for a maximum of three (3) consecutive terms, unless the members approve extension of the president's mandate by resolution at an AGM.

6.1.5 **Resignation, Death or Removal of a Director**

6.1.5.1 A Director including the President 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.

6.1.5.2 Members may remove any director including the President before the end of his term. There must be a majority vote at a Special Meeting of the Society called for this purpose.

6.1.5.3 If any vacancy shall occur for any reason, the Board of Directors may by majority vote appoint a member of the Society to fill that vacancy until the next annual meeting.

6.1.6 **Meetings of the Board**

6.1.6.1 Periodic meetings will take place not less than six times a year to further the purposes of the Society.

6.1.6.2 Meetings of the Board of Directors will be at the call of the President, or at the request of at least three members of the Board.

6.1.6.3 Ten (10) days' notice for Board meetings is e- mailed to each Board member. There may be five (5) days' notice by telephone. Board Members may waive notice.

6.1.6.4 The quorum of the Board of Directors will be six including the President or if absent, the vice-president or if absent also, a member voted amongst the members present.

6.1.6.5 Each Director, including the President, has one (1) vote.

6.1.6.6 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

6.1.6.8 All Directors may agree to and sign a resolution including one by email. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

6.1.6.9 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

6.1.6.10 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.1.6.11 A Director may waive formal notice of a meeting.

## 6.2 Officers

6.2.1 The **Officers of the Society** are: the President, Vice-President, Secretary and Treasurer.

6.2.2 The Officers hold office until re-elected or until a successor is elected.

## 6.3 Duties of the Officers of the Society

6.3.1 **The President:**

The President will preside at all meetings of the Society, exercise general supervision over the affairs of the Society, co-sign cheques and sign other documents, and represent the Society at public functions and other meetings.

a) Is an ex officio member of all Committees, except the Nominating Committee;

b) Carries out other duties assigned by the Board.

6.3.2 **The Vice-President:**

The First Vice President will act as President during the latter's absence and assume direct responsibility of committees, projects, or undertakings of the Society as may be delegated by the President.

6.3.3 **The Secretary:**

The Secretary will serve as the custodian of the seal of the Society, assist in preparing agendas for, attend, and record the proceedings of meetings of the Board of Directors and general meetings of the Society and handle routine correspondence,

a) Makes sure a record of names and addresses of all Members of the society is kept in a Register of Members;

b) Makes sure annual fees are collected and remitted to the Treasurer;

c) Carries out other duties assigned by the Board.

d) All or any of the duties of the Secretary may be delegated by the Board of Directors.

6.3.4 **The Treasurer:**

The Treasurer will

a) deposit fees, undertake necessary banking transactions, keep the financial records and prepare annual and periodic reports, in accordance with generally accepted accounting principles, attend meetings of the Board of Directors, manage the Society's investments as instructed by the Board of Directors, undertake necessary activities to facilitate the work of the auditor, and, with the President, co-sign all cheques and official documents.

b) Make sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;

c) File the annual return, changes in the directors of the organization, amendments in the By-Laws and other incorporating documents with the competent Canadian and Québec authorities;

d) Make sure a detailed account of revenues and expenditures is presented to the Board as requested;

e) Prepare an annual budget/forecast of revenue and expenditures of the Society for the review of the Board, early in each calendar year;

f) Ensure regular reports of revenues and expenditures against the budget are presented to the Board throughout the year, as requested;

g) Prepare annual financial statements of the Society for the review and approval of the Board after the end of each calendar year, and for tabling at the AGM; and

h) Carry out other duties assigned by the Board.

i) All or any of the duties of the Treasurer may be delegated by the Board of Directors.

## 6.4 Duties of the Immediate Past President

6.4.1 Duties

a) Chairs the nominating committee;

b) Chairs the awards committee; and

c) Carries out other duties assigned by the Board.

## 6.5 Board Committees

6.5.1 **Establishing Committees**

Committees may be appointed by the President on recommendation of the Board of Directors to carry out certain functions of the Society as may be required.

6.5.2 **General Procedures for Committees**

6.5.2.1 A Board Member chairs each committee created by the Board.

6.5.2.2 The Chairperson calls committee meetings. Each committee:

a) records minutes of its meetings; and

b) provides reports to the Board at the Board's request.

6.5.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

6.5.2.4 A majority of the committee members present at a meeting is a quorum.

6.5.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

## 6.6 Standing Committees

The Board establishes these standing committees:

a) Nominating Committee; and

b) Awards Committee.

6.6.1 **The Nominating Committee:**

The Nominating Committee, consisting of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board. The committee is responsible for preparing a slate of nominees for each vacant Board of Directors position and presenting its recommendations to the Annual General Meeting;

6.6.2 **The Awards Committee:**

The Awards Committee, consisting of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board. The committee is responsible for preparing a slate of nominees for each of the various awards of the Society and presenting its recommendations of the chosen candidate to the Board.

# Article 7 –Finance and Other Management Matters

## 7.1 The Registered Office

The Registered Office of the Society is located in Chelsea, Québec. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to the competent Canadian and Québec authorities.

## 7.2. Finance and Auditing

7.2.1 The fiscal year of the Society will end on the 31st day of December of each year.

7.2.2 An auditor (or auditors) may be appointed at the Annual General Meeting.

## 7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary will serve as the custodian of the Seal of the Society.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

## Article 8 – Amending the By-Laws

8.1 A two-thirds majority vote of the members present at an annual meeting or special meeting convened for that purpose may alter, amend, or repeal any part of these By- Laws provided that due notice of such alteration, amendment or repeal was given in the notice of meeting to the membership.

8.2 The fourteen (14) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the By-Laws.

8.3 The amended By-Laws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting.

## Article 9 – Dissolving the Society and Distributing Assets

9.1 The dissolution of the Society must be approved by special resolution adopted by a two thirds (2/3) majority vote of the members present at an annual meeting or special meeting convened for that purpose.

9.2. The Society does not pay any dividends or distribute its property among its Members.

9.3. In the event of the dissolution of the Society, the residual assets, after payments of the debts, will be turned over to another organization or society whose object or purpose is similar to those of the Society provided it is a registered charity under the provision Québec and Canadian authorities, and provided a resolution is adopted by a two thirds (*2/3)* majority vote of the members present at an annual meeting or special meeting convened for that purpose. In addition, should a decision to this effect be taken by the membership, the Society's seal will be rendered useless.

9.4. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

## Article 10 – Ratification

DATED at the City of Chelsea, in the Province of Québec, this _____day of _____, 201___.

Adopted this _____ _____, day _____of _____, 201___.

PRESIDENT
(printed name AND signature)

Address

SECRETARY
(printed name AND signature)
Address

WITNESS
(printed name AND signature)

Address

WITNESS
(printed name AND signature)

Address