

THE MANITOBA HISTORICAL SOCIETY

CONSTITUTION AND BYLAWS

- A. The Manitoba Historical Society was incorporated by an Act to incorporate The Manitoba Historical and Scientific Society passed by the Legislature of the Province of Manitoba assented to on the 25th day of June, 1879, as contained in Chapter 24 of the 1879 Statutes of Manitoba; and
- B. The Society was continued by the enactment in the English and French languages of an Act to incorporate the Manitoba Historical Society passed by the Legislature and assented to on the 5th day of July, 1994.

ARTICLE I – INTERPRETATION

1.01 Interpretation. In this and all other bylaws of the Corporation:

- (a) “Act” means the Manitoba Historical Society Act Chapter 33 of the Statutes of Manitoba 1994;
- (b) “Affiliated Society” means an independent incorporated or unincorporated association with a formal organizational structure, an identifiable membership, and a primary commitment to furthering Manitoba history or heritage objectives together with an interest in maintaining connections with the Manitoba historical community, that applies for and is accepted as a Member;
- (c) “Constitution” means the Act, the Corporations Act and this bylaw as each may be amended or replaced from time to time;
- (d) “Corporations Act” means The Corporations Act, Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba;
- (e) “Council” means the Governing Council of the Society;
- (f) “Council member” or “member of Council” means any of the persons referred to in section 5.01;
- (g) “Member” means any class of member holding a current membership in the Society;
- (h) “Society” means The Manitoba Historical Society.

1.02 Gender and Number. Words implying the singular include the plural and vice versa; words implying gender include all genders;

1.03 Statute References. When any statute is referred to, the reference is to that statute as amended or replaced from time to time.

ARTICLE II – OBJECTS OF THE SOCIETY

2.01 Objects. The objects of the Society are:

- (a) To foster the preservation of property relevant to an appreciation of the history of Manitoba;
- (b) To encourage research and publications relating to the history of Manitoba;
- (c) To promote and encourage public interest in Manitoba and Canadian history; and
- (d) To assist in the formation and work of local historical societies in furthering the objectives of the Society throughout Manitoba.

ARTICLE III – HEAD OFFICE

3.01 Head Office. The Society's head office shall be in such place in the Province of Manitoba as Council may determine.

ARTICLE IV – MEMBERSHIP

4.01 Classification of Members. Full membership in the Society is open to any person, corporation or organization that supports the objects of the Society, completes a membership application where required, pays the applicable membership fee, and qualifies as one of the following classes of member:

- (a) Honorary Member. A person appointed by Council in recognition of having made a significant contribution to the Society and who is not required to pay dues;
- (b) Affiliated Society. An Affiliated Society;
- (c) Corporate. A corporation;
- (d) Institutional. An institution;
- (e) Regular Member. An individual person alone or, where Council has made and continues a provision for Families, one of the people who qualify as a Family;
- (f) Life Members. A Person who qualifies as a Regular Member and who pays such amount as may be determined by Council to be a prepayment of fees;
- (g) Youth/Student Member. A person who is under the age of majority or who is enrolled as a full-time student at a recognized post-secondary educational institution;

and each Member who is not an individual member shall name and maintain a designated representative.

4.02 Rules and Regulations. All Members shall be bound by, observe and comply with the Constitution and all bylaws, policies, rules and regulations of the Society.

ARTICLE V – THE COUNCIL

5.01 Council - The Council shall consist of the following:

- (a) Not fewer than fifteen (15) and not more than twenty (20) elected Members;

- (b) Ex officio, Past Presidents who are Members residing in Manitoba;
- (c) Designated Representatives of any Affiliated Society;
- (d) Ex officio, the Chairperson of the Manitoba Historical Society Heritage Trust Foundation;
- (e) The Chairpersons of the Dalnavert and Ross House Management Committees if they are not otherwise members of Council.

5.02 Powers of Council. The Council shall be responsible for the general management and supervision of the affairs of the Society.

5.03 Qualifications of Members of Council. Subject to the Constitution, any individual person is qualified to be nominated and elected a member of Council, who:

- (a) is either a Regular Member in good standing of the Society or the designated representative of any Member who is not an individual person;
- (b) resides in Manitoba;
- (c) is, at the time of election or appointment to Council, at least eighteen (18) years of age; and
- (d) is not an employee of the Society.

5.04 Conflict of Interest. No person shall be disqualified from Council if the person is interested or participates, either directly or indirectly, in the profits of any contract or arrangement made or proposed by the Society, providing the person complies with the conflict of interest policies of the Society. Any absence of a person during discussion or voting on a proposed contract or arrangement in which that person is interested shall not result in the loss of any quorum.

5.05 Remuneration. Council members shall not be entitled to any remuneration, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Society.

ARTICLE VI - MEETINGS OF COUNCIL

6.01 Frequency of Meetings. The Council shall meet a minimum of five (5) times a year on an announced schedule.

6.02 Calling of Meetings. A meeting of the Council may be convened by the President or the Executive Vice-President or by any five members of Council.

6.03 Notice. Notice of meeting shall be given at least three(3) clear days before the day of the meeting.

6.04 Participation. A member of Council may participate in a meeting of Council by telephone in a way that permits all persons to hear each other, and a member so participating shall be deemed to be present at the meeting.

6.05 Voting. In the case of an equality of votes, the Chairman of the meeting shall not have a second or casting vote.

- 6.06 Quorum. One-third of the elected members of Council shall constitute a quorum for the transaction of business.
- 6.07 Vacancies. The Council may appoint a Member to fill any vacancy in Council.
- 6.08 Rules of Order. Procedural matters arising at any meeting not otherwise provided for under the Constitution shall be governed by the latest edition of Bourinot's Rules of Order.

ARTICLE VII – OFFICERS

- 7.01 Officers. The officers of the Society shall consist of:
- (a) Honorary Officers. Such honorary officers as the Members may have elected at an annual meeting;
 - (b) Elected Officers. The President, First Vice-President, Second Vice-President, Secretary and Treasurer;
 - (c) Past President. The immediate Past President unless declined.
- 7.02 Term. The officers shall take office immediately following their election or appointment and shall hold office until the next annual meeting or until successors have been duly elected or appointed.
- 7.03 Duties of Officers. The officers shall have the duties pertaining to their respective offices as follows:
- (a) President. The President shall be the chief executive officer of the Society. It shall be the duty of the President when present, to preside at all meetings of the Society. The President shall be an ex-officio member of all committees and shall freely consult with and advise the other officers of the Society in or about the performance of their duties.
 - (b) First Vice-President. This officer shall assist the President, in the case of absence or disability, act in the place of the President, and carry out such other duties as Council may assign.
 - (c) Second Vice-President. This officer shall assist the President and Vice-President on request and carry out such other duties as Council may assign.
 - (d) Secretary. This officer shall cause a true and accurate record of all business transacted at all Council and General Meetings of the Society to be made, and shall preserve all corporate records of the Society.
 - (e) Treasurer. This officer shall preside over the Finance and Budget Committee and cause that committee to oversee the financial affairs of the Society and report thereon to Council; and shall cause to be entered in books kept for that purpose full and accurate books of account in which shall be recorded all receipts and disbursements of the Society; and shall cause a budget to be prepared and presented to the Executive and the Council for approval; and shall perform such other duties as Council may assign.

7.04 Vacancies. If any of the above offices shall become vacant, Council may appoint a member of Council to fill the vacancy.

ARTICLE VIII – MEETINGS OF MEMBERS

8.01 Annual General Meeting. The Annual General Meeting of the Members shall be held each year as soon after the fiscal year end of the Society and on a day and at a place as Council may determine to be practicable to:

- (a) receive and consider the Society's financial statements for the previous fiscal year;
- (b) elect Council Members;
- (c) elect Officers;
- (d) appoint auditors;
- (e) consider such other business as may properly be brought before the meeting.

8.02 Special General Meetings. Special General Meetings of Members may be convened at any time by the President or other officer at the direction of Council on such day and at such place as they determine and on such notice as may be reasonable, having regard to the nature of the business to be transacted and the availability of the Society's Council Members and Officers. A Special General Meeting shall be called by the President or First Vice-President upon the written request to the Secretary of not less than 20 Members of the Society specifying the nature of the business to be transacted at the meeting. Unless the Special General Meeting is called by direction of Council, no business other than that stated in the written request to the Secretary shall be transacted.

8.03 Notice. The notice of Annual General and Special General Meetings of the Members shall be given by mailing a notice specifying the place, the day and hour of the meeting and the general nature of the business to be transacted, to each Member of the Society not less than 21 days nor more than 50 days before the day of the meeting, to the last known address or to the address of such member recorded in the Society's books. Meetings, or proceedings at meetings, shall not be invalidated by the accidental omission of notice given to any Member.

8.04 Quorum. The Quorum at any Annual or Special General Meeting shall be three (3) members of the Executive and twelve (12) other members of the Society.

8.05 Voting. At every meeting of Members,

- (a) all questions or resolutions shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands, a demand be made by at least four (4) Members present and eligible to vote that a vote be by secret ballot.
- (b) every Member shall have one vote only and only Members or their named representatives, in the case of Members who are not individuals, who are present may vote.

8.06 Election. The members of Council shall be elected by the Members and shall retire in rotation. Upon adoption of this bylaw all current members of Council except those whose terms are

expiring shall be deemed to have been elected to Council for a term equal to their respective unexpired terms. Members shall elect persons to fill Council vacancies having an unexpired term of less than three years and shall elect persons to fill vacancies arising from the expiration of three year terms and each person so elected shall hold office for a term of three (3) years (or in the case of election to complete an unexpired term, for the unexpired term), and in any case until a successor is elected or appointed. In elections, the number of members of Council to be elected shall as closely as possible adhere to the principle that one-third of the elected members of Council commence their terms of office in any given year.

8.07 Attendance at Council meetings. Any elected Council member who fails to attend three or more consecutive meetings of Council without reasonable excuse may be removed by a simple majority vote of Council members, at a regular meeting of Council.

ARTICLE IX – COMMITTEES

9.01 Standing Committees. The following standing committees of the Council are established and shall be respectively chaired as follows:

<u>Committee</u>	<u>Chairperson/Liaison</u>
(a) Executive Committee	President
(b) Finance and Budget	Treasurer
(c) Program	Appointed by Council
(d) Nominating Committee	Immediate Past President
(e) Membership	Appointed by Council

9.02 Other Committees. The Council may establish any other committees from time to time as it may deem necessary or advisable and shall prescribe their duties. Each Council member shall be a member of at least one committee to ensure liaison between the committees and Council. If the Immediate Past President is not available to serve, resort may be had to another Past President.

9.03 Terms of Reference. The Standing Committees shall be guided by the terms of reference and policies established from time to time by Council.

9.04 Chairs of Committees. Chairs of Committees must be Members.

9.05 Term. The appointment of a Council member to a Standing Committee shall be until the first Council meeting following the next annual meeting.

9.06 Quorum. The quorum for all committees is three members of the respective committee.

9.07 Notice. Committee Meetings may be convened by the Chair or by the Vice-Chair upon reasonable notice to each committee member.

- 9.08 Expenditures. No expenditures shall be made nor any liability incurred by any Committee unless there is a specific budget item for such expenditure, or the expenditure has been approved by the Executive Committee or Council.

ARTICLE X – EXECUTIVE COMMITTEE

- 10.01 Executive Committee. The Executive Committee shall consist of the elected officers and the Immediate Past President unless declined. The Council shall also have the authority to add no more than two Members-at-Large when it finds this necessary for the efficient functioning of the Executive Committee.
- 10.02 Authority. Subject to ratification by Council, the Executive Committee shall possess and may exercise all of the powers of Council in the management of the business and affairs of the Society between meetings of the Council and is vested with the authority necessary to carry out Council's policies and decisions.
- 10.03 Minutes. The Executive Committee shall keep regular minutes of its proceedings and cause them to be recorded in books kept for that purpose. The Executive Committee shall report to the Council at such times as the Council may require.

ARTICLE XI – NOMINATING COMMITTEE

- 11.01 Nominating Committee. The Council will appoint a Nominating Committee well in advance of the Annual Meeting. The Nominating Committee shall consist of the immediate Past President, as Chair, and at least three (3) Members appointed by Council, of whom at least one should be a member of Council.
- 11.02 Duties. The Nominating Committee shall consider nominations for Council and the Executive and the Committee's report, where possible, shall accompany the notice of meeting. The report shall be presented at the Annual General Meeting.
- 11.03 Procedures. The Nominating Committee shall formulate procedures for the nomination process for the approval of Council that will provide for notification to members through the newsletter, the number of nominators needed, and the form of consent of the nominee to nomination.
- 11.04 Re-Nominations. Members of the Executive, Council, and Standing Committees may be re-nominated for an additional term.

ARTICLE XII – STAFF

- 12.01 Employees/Consultants. Council may engage employees or consultants to fill such positions or carry out such duties with such title and for such remuneration as the Executive Committee shall determine and as Council shall approve including, without limitation, management and supervision of all operations, marketing, fundraising, policy formulation for consideration of the Council and the implementation of all adopted policies, and act as a spokesman for the Society and to employ and discharge agents and employees of the Society in consultation with the Executive Committee and to arrange for all orders and resolutions of the Council and the Executive Committee to be given prompt attention.

ARTICLE XIII – GENERAL

- 13.01 Indemnification of Council Members. Except as otherwise provided in Section 119 of The Corporations Act, each member of Council and officer of the Society, former member of Council or officer, who has acted honestly and in good faith as such, and their heirs and legal representatives shall be indemnified against all costs, charges and expenses reasonably incurred in respect of any proceeding to which such person is made a party by reason of being or having been a director or officer of the Society.
- 13.02 Fiscal Year. The fiscal year of the Society shall terminate on the 31st day of March in each year or on such other date as Council may from time to time determine.
- 13.03 Signing Authorities. Contracts, documents, or instruments in writing requiring the signature of the Society may be signed by any two officers. Council may from time to time by resolution appoint any officer or officers or any other person or persons on behalf of the Society to sign specific contracts or documents or instruments in writing.
- 13.04 Banking. The banking business of the Society, or any part thereof, may be transacted with such financial institution as Council may from time to time determine and with such signing authorities for the making, signing, drawing, accepting, endorsing, depositing and dealing with receipts and disbursements of the Society as determined under Clause 13.03.

ARTICLE XIV – AMENDMENT TO THE CONSTITUTION

- 14.01. Amendment. This bylaw may be amended at any general meeting of the Members by a two-thirds (2/3) majority vote of the Members of the Society present at any general meeting provided that the proposed changes have been submitted to the Executive so that reasonable notice of the proposals can be given to the Members.

ARTICLE XV – REPEAL

- 15.01 Repeal. Effective as of the date of enactment, all previous general bylaws of the Society are repealed.

Enacted by Council on the 21st day of March 2006 and ratified by the Members on the _____ day of _____ 2006.

Witness the Corporate Seal of the Society.

President

Secretary