

Blue Mountains Historical Society By-laws

By-laws of the **Blue Mountains Historical Society (BMHS)** shall provide guidance for the operations and conduct of affairs of the Society. The Board of Directors shall prepare and enact the by-laws.

The **Blue Mountains Historical Society** is a **Not-For-Profit** organization incorporated through affiliation with the Ontario Historical Society in 2020. The Society shall be carried on without purpose or gain of its members, and any profits or other accretions to the corporation shall be used in furtherance of its purposes

I. Membership

Membership to the society shall be open and all-inclusive to individuals interested in supporting and furthering the purpose of the Society

- a) There shall be an individual membership with an annual fee for membership to be established by the Board of Directors
- b) The Society may, from time to time, establish additional classes and categories of membership.
- c) Membership fees shall be paid to the Membership Secretary at the beginning of each year, which will be January 1st to December 31st.
- d) Each member in good standing shall be entitled to one vote on questions arising at meetings of the membership and receive an annual report of the Society and its newsletter(s).
- e) Members shall be guaranteed a certain level of security with their personal information.
- f) Members in good standing at least thirty (30) days prior to any Annual General Meeting or Special Meeting of the membership shall be entitled to vote at that meeting.

II. Board of Directors

The affairs of the Society shall be managed by the Board of Directors of not less than five (5) directors and not more than ten (10).

- a) Directors shall be elected by the membership and shall serve a term of three (3) years and may serve no more than two (2) consecutive terms. After two consecutive terms, a Director must step down for at least one year before standing for re-election.
- b) The elected Directors will in turn elect from their numbers an Executive of officers consisting of: President, Vice President, Secretary, Treasurer, and Membership Secretary. A minimum of three (3) officers are required and will consist of: President, Secretary, Treasurer.
- c) Vacancies on the Board occurring mid-term may be filled for the remainder of the term by appointment by a majority vote of the Board of Directors.
- d) All recommendations from the Board to the general membership must be approved by a majority of the Board of Directors
- e) A majority of the Board Directors shall constitute a quorum at any meeting of the Board of Directors.
- f) A Board member can from time to time vote electronically, perform their duties electronically, and be accepted as a Board member by electronic means along with their signature.

- g) The Board will assign initial terms of one (1), two (2), or three (3) years to Directors so that approximately one-third of seats become vacant each year. Thereafter, all Directors will be elected for three (3)-year terms.
- h) The membership may remove any Director before the expiration of that Director's term by ordinary resolution (two thirds (2/3) majority) at a duly-called Annual or Special Meeting of the membership. Any vacancy created by such removal will be filled by the remaining Directors.
- i) A Director who fails to attend three (3) consecutive regularly-scheduled meetings of the Board without providing notice and reasonable excuse shall be deemed to have resigned, and the Board may appoint a qualified individual to fill the vacancy for the remainder of the term.
- j) A person shall not be qualified to be a director of the Corporation, and a director shall automatically cease to hold office, if at any time they:
 - (a) are convicted of an indictable offence involving fraud, theft, breach of trust, or any other offence that, in the reasonable opinion of the board, makes them unfit to serve as a director of the Corporation;
 - (b) are subject to a term of imprisonment for any criminal offence at the time of their election or during their term of office; or
 - (c) fail to disclose a conviction for a criminal offence relevant to the affairs of the Corporation.

Duties of Officers

President (Required): To call meetings at his or her discretion, to conduct meetings in an orderly fashion, and prepare agendas for meetings. The immediate Past-President shall act as an advisor to the President.

Vice-President (Optional): To preside over meetings and assume the duties of the president in the event of an absence, and as well as other delegated duties.

Treasurer (Required): To handle all the financial affairs of the Society, to have cheque writing privileges with a second signature, to provide an annual financial statement, and as required, to initiate grant applications, file required financial documents to OHS, and meet Revenue Canada compliance regulations.

Secretary (Required): To record minutes at all business meetings and distribute to the Board and to membership, and to deal with any correspondence arising.

Membership Secretary (Optional): To collect and maintain a membership list that is the property of the Society only to be shared by the members consent in writing and to collect annual membership dues.

Members at Large (Optional): To assist with any upcoming events, to give guidance to the Board, chair sub committee duties, as delegated, with terms as referenced and established by the Board.

Protection of the Board of Directors

No member of the Board is liable for acts, neglects, or defaults of any other Director for loss, damage or expense happening to the corporation through the insufficiency or deficiency arising from investment, loss, damage, misfortune, tortuous act of any person of the corporation with whom money or security is deposited. The Society is responsible for holding Directors Liability Insurance and renewing the policy annually.

III. Remuneration

Directors of the Board shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that they may be paid reasonable expenses incurred by them in performance of their duties.

IV. Fiscal Year

- a) The Fiscal Year shall be twelve months January 1st to December 31st.
- b) Each year two (2) persons shall be appointed by the Board to review the accounts of **BMHS**. Neither of these can be a Board member.
- c) Should the office of the Membership Secretary and Treasurer become vacant, the accounts shall be reviewed immediately by two (2) reviewers appointed by the Board. Neither of these can be a board member.

V. Meetings

The following meetings will be required

- a) Annual General Meeting shall be held no later than six months after the financial year end at the call of the President.
- b) Board of Directors will hold at least 2 meetings each fiscal year.
- c) A Special Meeting of the membership called for the purpose of establishing, revising, altering, or repealing any provision of these By-laws or of the Constitution may be called (i) by the President, or (ii) by a simple majority vote of the full Board of Directors. Notice of such Special Meeting, including the exact text of the proposed amendment(s), shall be given in writing at least thirty (30) days prior to the date of the meeting.
- d) A Special Meeting of the membership called for any purpose other than bylaw or constitution amendments may be called (i) by the President, or (ii) by a majority vote of the full Board of Directors or (iii) by an application by a majority of the membership. Notice of such Special Meeting shall be given in writing not less than ten (10) days and not more than fifty (50) days prior to the date of the meeting, stating the purpose.

VI. Dissolution

Upon dissolution of the society and after payment of all the debts and liabilities, any remaining surplus of the society shall be distributed or disposed of to charitable organizations that are registered under the Income Tax act. The objects which are beneficial to The Town Of The Blue Mountains.

VII. Adoption and Amendment of Bylaws

- a) The Board of Directors may, by resolution at any duly-called Board meeting, approve the establishment, revision, or repeal of any provision of these By-laws, provided that no such change will become effective until confirmed by the membership under Section VII (b).
- b) These By-laws may be established, revised, altered, or repealed only by a Special Resolution of the membership, requiring:
 - 1) Thirty (30) days' written notice to all members of the exact wording of the proposed amendment(s); and
 - 2) A favorable vote of at least two-thirds (2/3) of the members present at a duly-called Annual General or Special Meeting.
- c) No amendment may conflict with the Constitution of the Society or any applicable legislation; in the event of any inconsistency, the Constitution shall prevail.

These Bylaws shall be effective as of: ____:____

President:  Date: June 16/2025

Secretary:  Date: June 16/2025