

THE GLENGARRY PIONEER MUSEUM (2013)

BYLAWS

The following Bylaws are provided for the direction and guidance of the Members, Directors and Officers of The Glengarry Pioneer Museum (2013), hereinafter referred to as **The Museum**.

1. MANAGEMENT

1.1 Direction

A Board of Directors (BoD) shall direct and supervise the management of the activities and affairs of The Museum.

1.2 Board of Directors

1.2.1 Election

A minimum of five (5) and a maximum of nineteen (19) Members of The Museum will be elected to form a BoD at each Annual General Meeting (AGM). The number will be determined within these limits by special resolution.

1.2.2 Remuneration

Directors shall serve without remuneration and shall not, directly or indirectly, receive profit from their position.

1.2.3 Quorum

No business may be validly conducted at any meeting of the BoD unless there is a quorum of fifty-one percent (51%) of the members of the Board present at all times during the conduct of such business. Supernumerary members shall not be included in the calculation of quorum.

1.2.4 Meetings

The BoD must meet at least six (6) times during each fiscal year. Notice of each meeting will be given no less than ten (10) days in advance by email (or such other method as may be agreed by the BoD) to each member of the Board at their last known address. Notice shall include a draft Agenda and the Minutes of the previous meeting.

1.2.5 Vacancies

Any vacancy on the BoD or on the Executive Committee may be filled by any Member in good standing, upon a vote of the remaining members of the Board, for the unexpired balance of the term of the vacant position.

1.2.6 Removal

Any member of the BoD may be removed from office for failure to act in the best interest of The Museum, or for failure to attend three (3) consecutive meetings of the BoD without good cause, as determined by the BoD. A vote of two-thirds (2/3) of the members of the BoD present at the meeting is required for such removal. The member in question may speak but not vote on this matter.

1.3 Executive Committee

1.3.1 Duties

The Executive Committee shall be responsible for the day-to-day management and oversight of The Museum.

1.3.2 Election

The Executive Committee of The Museum will be elected at the AGM by the Membership from amongst those Members who have been elected to the BoD.

1.3.3 Positions

The elected positions on the Executive Committee will be:

President (known as Chair)

Vice-President (known as Vice-Chair)

Secretary (known as Recording Secretary)

Treasurer

1.3.4 Appointments

The BoD may appoint up to two (2) additional members of the Executive Committee from the Membership, as and when required, for a period not to exceed that of the term of the current Executive Committee.

1.3.5 Meetings

Meetings of the Executive Committee will be held as and when necessary, at the call of the Chair.

1.4 Past Chair

The immediately preceding Past Chair may sit as a voting member of the BoD and Executive Committee in a supernumerary position.

1.5 Ex-officio

1.5.1 The BoD may appoint non-voting ex-officio members, as required from time to time.

- 1.5.2 The Glengarry Historical Society may appoint a representative who may sit as a voting ex-officio member of the BoD.
- 1.5.3 The Township of North Glengarry may appoint a representative who may sit as a voting ex-officio member of the BoD.
- 1.5.4 All ex-officio members will be supernumerary.

1.6 Staff

The BoD may hire a suitably qualified person to carry out the duties of Curator and/or Administrator. This person will attend all meetings of the BoD and Executive Committee, as required, but is not entitled to vote. The BoD may also authorize the hiring of paid assistants as required. No director may receive income of any kind from The Museum.

1.7 Sub-committees

The BoD may establish permanent and ad hoc sub-committees, as required from time-to-time, and shall appoint the Chair and define the mandate of such sub-committees.

1.8 Fiscal Year

The fiscal year for The Museum will be from 1 January to 31 December.

2. **MEMBERSHIP**

2.1 Voting

Members in good standing (all required fees paid to date) are entitled to attend all General and Special Meetings of the Membership and to vote at such meetings.

2.2 Categories of Membership

The categories of membership shall be:

- 2.2.1 Individual annual member – entitled to one vote
- 2.2.2 Family annual members – entitled to two votes, regardless of the number of members in the family (must be 18 or older to vote)
- 2.2.3 Corporate annual member – entitled to one vote
- 2.2.4 Individual Life Member – entitled to one vote
- 2.2.5 Honourary member – awarded at the discretion of the BoD, and entitled to one vote at each AGM only.
- 2.2.6 Those persons who hold Life or Honourary Memberships in the former “Friends of the Glengarry Pioneer Museum” will have their membership continued as Individual Life Members, or Honourary

members, of The Museum. Previous Family Life Memberships will be converted into two (2) Individual Life Memberships.

2.3 Fees

Membership fees for each category of membership will be reviewed annually by the BoD at its first meeting following the AGM.

2.4 Membership Year

The membership year is the same as the fiscal year, from 1 January to 31 December. However, any person who pays the current membership fee on or after 1 September in any year will have their membership extended to 31 December of the following year.

2.5 Removal

Any Member of The Museum may be removed by the BoD for failure to act in the best interest of The Museum. A vote of two-thirds (2/3) of the BoD members present is required for such removal. The Member in question may speak before the vote.

2.6 Expenses

Any Member who incurs expenses on behalf of The Museum is entitled to be reimbursed for such expenses, provided they have been authorized and approved in advance.

3. MEETINGS

3.1 Annual General Meeting

3.1.1 Notice of the time, date and place of the Annual General Meeting (AGM) must be given to each Member not less than 30 days in advance.

Notice of such meeting shall also be published in the local newspaper and publicized by any other means as the BoD may decide.

3.1.2 At each AGM there will be presented a summary of the activities of The Museum since the previous AGM, the Minutes of that AGM, and the financial statements of The Museum's operations during the fiscal year just concluded.

3.1.3 An independent person or agency will be appointed at each AGM to review the financial statements.

3.2 Special Meetings

A Special Meeting of the Members of The Museum must be called by the BoD upon the request made in writing to the BoD and signed by not less than ten (10) Members in good standing, stating the reasons for, and the purpose of such meeting. Other than for changes to the Constitution, the BoD must then give at least fifteen (15) days notice to all Members stating the date, time and place of such Special Meeting, as well as the reasons for and the purpose of such meeting. No other business may be carried on at such a meeting.

3.3 Quorum

No business may be validly carried on or votes taken at any meeting of Members unless there are at least twenty-one (21) Members in good standing present.

3.3 Voting

A vote on any business, except issues relating to the Constitution or Bylaws, at any General or Special Meeting of Members requires the approval of a simple majority of the Members present in order to be recorded as a valid vote.

4. **DUTIES OF OFFICERS**

4.1 Chair

The overall operation of The Museum is the responsibility of the Chair. The Chair shall call and preside at all regular meetings of The Museum.

4.2 Vice-Chair

The Vice-Chair shall assume the duties of the Chair in the Chair's absence. The Vice-Chair will be an ex-officio member of all sub-committees.

4.3 Recording Secretary

The Recording Secretary shall record and keep the minutes of all Membership, BoD and Executive meetings, and shall distribute them as required by the BoD.

4.4 Treasurer

The Treasurer shall:

- 4.5.1 Have overall responsibility for the financial operations of The Museum in accordance with the financial policies established by the BoD.
- 4.5.2 Maintain books of account showing the financial transactions of The Museum. Such books shall meet the requirements of the annual review, and provide the necessary data for audits, for applications for grants and as required by government agencies.
- 4.5.3 Provide the BoD with a detailed report of The Museum's financial standing at every meeting of the BoD, and present an annual report to the Membership at each AGM.
- 4.5.4 Assist in the preparation of submissions for government or other grants.
- 4.5.5 Issue official receipts for donations of cash or artifacts that have a value of twenty dollars (\$20) or more.

5. DUTIES OF MEMBERSHIP COORDINATOR

There shall be a Membership Coordinator who shall receive and record all applications for membership as well as the fees required for each application. The fees shall be turned over to the Treasurer. A list shall be maintained of all members in each category. The Membership Coordinator will manage recruitment activities.

6. POLICIES

The BoD shall develop and establish policies as required for the proper functioning of The Museum, according to standards for Community Museums in Ontario.

7. RECORDS

Records must be kept at the head office of the Museum and filed as required by government regulations.

8. BYLAW AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Membership at any General Meeting of The Museum, or Special Meeting called for this purpose.

Amendments must be proposed in writing, and signed by not less than ten (10) Members in good standing or approved at a Board Meeting by at least ten (10) Members of the BoD (excluding ex-officio members), in the form of a Resolution. Notice of such proposed amendments and their purpose must be given with the notice calling the meeting.