

THE BROME COUNTY HISTORICAL SOCIETY

GENERAL BY-LAWS  
(By-Law No.5)

Amended December 11, 2012

ARTICLE I  
Membership & Dues

1. Any person interested in the history of the area formerly designated as Brome County, may apply for membership in any classification of membership, and, upon tendering the applicable dues, shall become a member.
2. The annual dues structure shall be set and adopted by the Board of Directors.
3. Membership categories shall be:
  - Individual
  - Couple / Family, including children under 12 years of age
  - Libraries & Organizations
  - Life
4. Annual dues for the succeeding year shall be due by December 31st of each year. A notice shall be sent to each member by November 15th. Persons whose annual dues remain unpaid shall be dropped from membership.

ARTICLE II

SCHEDULE, QUORUM & VOTING FOR MEETINGS

1. The annual general meeting of the membership of the Society shall be held at a date each year determined by the Board of Directors, but shall be held within four (4) months of the end of the fiscal year of the Society. The membership shall be given fourteen (14) days notice of the date of the meeting by email, or in absence of an email address being known, by letter, including newsletter. The purpose of this meeting is:
  - to receive and consider the Society's financial statements for the previous fiscal year;
  - to elect directors;
  - to appoint an accountant for the ensuing year;
  - to consider such other business as may properly be brought before the meeting.
2. Special meetings of the membership may be called by the President, or Vice-President or at the request of the majority of the Board of Directors or upon written request of not less than one tenth of members of the Society addressed to the Board. Notice of such meeting shall be given to the members in the same manner as herein provided for that of the regular annual general meeting, which Notice shall specify the nature of the business to be transacted.
3. Ten (10) voting members in attendance at an annual or special meeting of the membership shall constitute a quorum.
4. Votes to elect directors shall be by secret ballot only. All other votes shall be by a show of hands unless voting by secret ballot is requested by fifty-one percent (51%) of the members in attendance. In no event shall voting by proxy be allowed.

5. The Board of Directors shall hold not less than ten (10) monthly meetings each year at a time and place to be agreed upon. Meetings may be called by order of the Board, or of its President or Vice-President on seven (7) days written notice to be delivered to each Board member, either personally, by mail or e-mail. Meetings of the Board may be held without previous notice if all the Directors sign a written waiver of notice of the time, place and purpose of such meetings. Special meetings may be called by the President, or Vice-President or at the written request of any three (3) members of the Board.

6. The quorum at a meeting of the Board of Directors shall consist of not less than seven (7) of the elected and appointed Board members.

7. If less than a quorum be in attendance at the time of which any meeting of members or Directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned, from time to time by the members present, or by the Directors present, as the case may be, for a period not exceeding one month at any one time, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been as originally called.

### ARTICLE III

#### DIRECTORS, QUALIFICATIONS, POWERS & DUTIES

1. The government of the Society and the preservation, care and management of its property, shall be vested in the Board of Directors which shall consist of **thirteen (13)** members of the Society elected from the membership at large.

2. At least one month prior to the Annual General Meeting, the Board of Directors shall appoint a NOMINATING COMMITTEE composed of the Immediate Past President or, as necessary, a prior Past President or prior Director, and two current Members at large. This committee shall be responsible for nominating candidates for the Board of Directors to be elected at the annual meeting, with provision for nominations from the floor to be maintained, and report its recommendations to the President of the Society not less than five (5) days prior to the Annual General Meeting.

3. The Board of Directors shall be elected by the membership, giving representation to as wide an area of the former Brome County as possible. Every effort shall be made to ensure that a minimum of one representative is elected from each of the five historic townships: Potton, Bolton, Brome, Sutton, East Farnham.

4. Except as provided in Article III (5), the term of a Director shall be two (2) years renewable, by election, for two (2) additional consecutive terms. Following three (3) consecutive terms, such director shall be ineligible for one (1) year to sit as a Director. This provision does not affect the term of a director who is serving a three (3) year term in accordance with this by-law as it existed prior to this amendment.

5. Article III (4) shall not apply to a Director who is the current President and who would be ineligible to serve for a further year by reason of having completed three (3) consecutive two (2) year terms as a Director. In such a situation, the Board may appoint the said President to serve as such for one (1) further year and such person shall be deemed to be a Director. Following such one (1) year, the said President shall be subject to the one (1) year ineligibility referred to in Article III (4).

6. A retiring President shall become the Immediate Past-President and be entitled to attend meetings of the Board of Directors as an ex-officio non-voting member of that Board for two (2) years and shall not be counted as filling the place of one of the Board seats.

7. Where a Director is unable or unwilling to complete a term, the Board may appoint a replacement to serve the remainder of that term.

8. If any Director shall fail to attend three (3) consecutive meetings of the Board without excuse accepted as satisfactory by the Board, such Director shall be deemed to have resigned and the vacancy shall be filled.

9. The Directors of the Society shall receive no remuneration for their duties as directors. A Director may be paid for assuming a special duty or office as approved by the Board.

10. The Board shall have full power and authority to administer and shall have the management of the business and affairs of the Society and may, from time to time, appoint such committees and subcommittees from amongst the members of the Board or the membership at large, at the Board's discretion and to delegate to or vest the same with such powers as may be deemed advisable.

11. There shall be three (3) standing committees of the Board, each composed of five members and each chaired by a member of the Board, as follows: Finance Committee, Building Committee and Museum Committee.

#### ARTICLE IV

##### ADDITIONAL POWERS OF THE DIRECTORS

In addition to the powers and authority by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Society and do all such lawful acts and things as are not by statute or these By-Laws required to be exercised or done by the members of the Society at general meetings.

Without prejudice to the general power above mentioned and the powers otherwise conferred by statute, by the Letters Patent of the Society and by other by-laws, it is hereby expressly provided that the Board of Directors shall have the following powers, that is to say:

(1) To purchase or otherwise acquire for the Society any property, rights, privileges, stock, bonds, debentures or other securities which the Society is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit.

(2) To borrow money upon the credit of the Society, to hypothecate or mortgage the immovable property of the Society or pledge or otherwise affect the moveable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of bonds or debentures, as well as the payment or performance of any other debt, contract or obligation of the Society.

(3) At the discretion and only when approved by a majority vote of the general membership, to pay for any property, rights, privileges, stocks, bonds, debentures or other securities acquired by the Society, either wholly or partly in money, stock, bonds, debentures or other securities owned by the Society.

(4) To sell, lease or otherwise dispose of any property, real or personal, assets, interest or effects of the Society for such price or consideration and generally on such terms and conditions as the Board of Directors may think fit.,

(5) To appoint any person or Society to accept and hold In Trust for the Society any property belonging to the Society or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.

(6) To authorize and to determine who shall, in the name of and on behalf of the Society, draw, accept, make, endorse, sign or otherwise execute and deliver the bills of exchange, cheques, promissory notes or other securities or undertakings for the payment of money.

(7) To appoint Honorary Directors for a lifetime term with a maximum of six (6) positions, without voting privileges.

## ARTICLE V

### ELECTION & DUTIES OF OFFICERS & DIRECTORS

1. The officers of the Society shall be: a President, a Vice-President, a Secretary and a Treasurer. Any two of the offices attaching to the aforesaid officers may be held by the same person except those of president and vice-president. The Board of Directors may appoint from time to time, one or more assistant secretaries and assistant treasurers if deemed expedient. Such assistants may respectively perform all the duties of the secretary and the treasurer of the Society.

2. The officers of the Society shall be elected annually by the Board of Directors from among its members at the same time, or immediately after the Annual General Meeting of the members of the Society.

3. The President shall preside at all meetings of the members of the Society and also all meetings of its Board of Directors, shall exercise a general oversight over the affairs of the Society and shall report annually on the activities of the Society.

4. The Vice-President shall assume the duties of the President in the event of the absence, incapacity or resignation of the President, and perform such special duties as assigned by the President, and shall perform such other duties in regard thereto as may from time to time be determined by the Board of Directors.

5. If both the President and Vice-President be absent or decline to act, the persons present may choose someone of their number who is a member of the Board of Directors to be chairman.

6. The Chairman, so acting at any meeting of the members of the Society or of the Board of Directors, shall have power to exercise a casting vote upon any question raised at the meeting in the event that such casting vote should be required to resolve an equal division of votes by the members.

7. The Secretary shall:

- (a) keep the minutes of the meetings of members and of the Directors in books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of the by-laws of the Society or as required by law;
- (c) see that all books, reports, certificates and all other documents and records required by law are properly kept and filed;
- (d) perform all duties incidental to the office of Secretary and such other duties as may be assigned by the Board of Directors.

8. The Treasurer shall:

(a) Have charge and custody of and be responsible for all funds, securities, books, vouchers and papers of the Society, except such as are under the control of the Secretary, and deposit all such funds and securities in the name of the Society in such bank, trust company or other depositories as may be elected by the Directors of the Society.

(b) Authorize the payment of invoices, except any invoice or expenditure, actual or anticipated, which exceeds or is likely to exceed Five Thousand Dollars (\$5,000.00), such expenditures requiring approval of the Board of Directors.

(c) Submit at each meeting of the Directors a cash statement showing receipts and disbursements and such information relative to the financial position of the Society as the directors may from time to time determine.

(d) Render a detailed report of the conditions of the finances of the Society at the regular meeting of the Board of Directors preceding the Annual Meeting of members, and render such other reports audited or otherwise as the Board of directors may require from time to time.

(e) In general, perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to from time to time by the Board of Directors.

9. Signing Authorities: Contracts, documents, or instruments in writing requiring the signature of the Society may be signed by any two officers. The Board may from time to time, by resolution, appoint any officer or officers of any other person or persons on behalf of the Society to sign specific contracts or documents or instruments in writing.

10. Banking: The banking business of the Society, or any part thereof, may be transacted with such financial institution as the Board 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 Article V paragraph 9.

## ARTICLE VI

### STAFF

Employees/Consultants - The Board may engage employees or consultants to fill such positions or carry out such duties with such title and for such remuneration as the Board shall determine.

## ARTICLE VII

### ACCOUNTANT

At the Annual Meeting of members an accountant shall be appointed for the purpose of verifying or producing the Society's financial statements on a "Notice to Reader" basis only unless otherwise instructed by the Board of Directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Society shall terminate December 31.

Proposed by the Board of Directors and ratified by the Members on December 11, 2012

Witness the Corporate Seal of the Society

\_\_\_\_\_  
President

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Acting Secretary