

The FRIENDS OF BEAVERDAMS CHURCH  
Thorold, Ontario, Canada

# CONSTITUTION AND BY-LAWS

Amended  
February, 2017

## CONSTITUTION

### I NAME

The name of this organization shall be THE FRIENDS OF THE BEAVERDAMS CHURCH, hereinafter called the ***Friends***.

### II AUTHORITY

The **Friends** are a corporation under the authority of The Ontario Historical Society, as enacted by The Power to Incorporate Act of 1899.

### III AIMS AND OBJECTIVES

The purpose of this organization shall be to bring together those people interested in the history and preservation of the Beaverdams Church, located in Thorold, Ontario.

More specifically, the aims and objectives shall be:

1. To restore the Beaverdams Church to its mid-nineteenth century architectural status. To encourage the preservation of the historical, archaeological and architectural heritage of the Beaverdams Church through the promotion and realization of fundraising activities which work toward the maintenance, preservation and upkeep of the church.
2. To improve the public's understanding and awareness of the history of Beaverdams Church by hosting events, displays, exhibitions and by providing access to relevant archival material.

3. To enter into any arrangement including the collection of funds, which may be conducive to the aims and objectives of the ***Friends*** with persons, organizations, or corporations and to obtain from any such arrangement the right, authority, privilege, permission and/or concession which the Friends may deem desirable to obtain.
4. To do all such proper things as are necessary, incidental or conducive to the attainment of the aims and objectives of the ***Friends***.
5. To realize these aims and objectives without the purpose of gain for its members, and any profits, lottery proceeds, or other accretions to the organization shall be used in furtherance of its purposes.

#### **IV MEMBERSHIP**

1. Membership in the ***Friends*** shall be open to any person, family, or organization interested in the objectives of the ***Friends***, and these may be enrolled as members upon the receipt of application and fee in accordance with the By-laws of the ***Friends***. Categories of membership may be established by the ***Friends***, as it may deem necessary, according to the By-laws.
2. All members in good standing for more than 3 months are eligible to vote.
3. The membership year shall be the twelve months designated by the Executive Board.

#### **V OFFICERS AND DIRECTORS**

There shall be an Executive Board of up to six (6) Directors, all of whom shall be Officers. Officers shall be at "arms length" from each other.

The Officers shall be:

- a President,
- a Vice-President,
- a Treasurer
- a Secretary,
- a Membership Co-ordinator
- the Past President

All Officers shall hold office until they resign or are replaced at an Annual General Meeting.

## **VI EXECUTIVE BOARD**

The Executive Board shall consist of the duly elected Officers. The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit or gain from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties. The Executive Board shall include up to four Members-at-Large, based on immediate needs as determined by the Board.

## **VII BY-LAWS**

By-laws shall be established and set forth as may be required, but conditional By-laws are not permitted, nor shall any By-law be established or amended unless it be in accordance with the Constitution of the **Friends**. By-laws may be introduced, revised, altered, or amended only upon due notice being given to the membership at least thirty (30) days prior to the Annual General Meeting, or such special meeting as may be called to deal with the matter. A vote of two-thirds of the regular members present and voting shall be required to establish, revise, or amend any By-law, providing that the number of members present and voting constitutes a quorum. Fifty (50) percent of the average monthly attendance shall constitute a quorum. All proposed amendments shall be submitted in writing.

## **VIII FISCAL YEAR**

The fiscal year shall be the twelve months from January 1<sup>st</sup> to December 31<sup>st</sup> .

## **IX MEETINGS**

The following meetings are required to be held:

- (a) an Annual General Meeting;
- (b) Board meetings;
- (c) Membership meetings.

## **X AMENDMENT OF THE CONSTITUTION**

The Constitution of the **Friends** may be revised, amended or altered only upon due notice being given to the membership not less than thirty (30) days prior to the Annual General Meeting or such special meeting as may be called to consider the

matter. A vote of two thirds (2/3) of the membership present and voting shall be required to pass any revision or amendment, providing that the number of members present and voting constitutes a quorum. All proposed amendments shall be submitted in writing. Revisions to the Constitution shall require a committee of at least three (3) members of the Board. Upon ratification by the membership, any prior version of the Constitution shall be considered repealed

## **BY-LAWS**

### **I MEMBERSHIP**

(a) There shall be three categories of membership in the ***Friends***:

1. Individual Membership

The annual fee for Individual Membership shall be \$20.00.

2. Family Membership

For the purposes of this By-law, a "family" shall be defined as an individual member (the "senior family member") and the other persons who comprise his or her immediate family, all of whom reside in the same household. The annual fee for Family Membership shall be \$25.00.

3. Organizational Membership

Available to any organization (business, group, association) interested in the promotion of the historical heritage of Beaverdams Church. The annual fee for Organizational Membership shall be \$50.00.

(b) Membership fees shall be due and payable to the Treasurer at the beginning of each membership year.

(c) All categories of membership are entitled to full voting privileges. In the case of Family Memberships, two individuals within the "family" are entitled to vote. In the case of Organizational Memberships, one individual designated by the organization is entitled to vote.

(d) A member of the ***Friends*** may resign at any time by submitting a resignation in writing to the Membership Co-ordinator, but no refund of fees shall be made.

- (e) Any question or dispute concerning the application of this By-law, including but not limited to any question or dispute regarding qualification for the above-noted Membership Categories, shall be resolved on an individual case-by-case basis by the Membership Co-ordinator in consultation with the Executive Board, having regard to the letter and spirit of the Friends Constitution. Any decision made through this process shall be final.

## **II DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE**

### (a) President

The President is the chief executive officer of the **Friends**, and shall preside at all meetings. The President shall report on the activities of the **Friends** at the annual general meeting. The President is an ex-officio member of all committees and the official spokesperson for the organization.

### (b) Vice-President

The Vice-President shall assume the duties of the President in the event of absence, incapacity, or resignation of the President, as well as such other duties as may be assigned by the Executive Board from time to time.

### (c) Secretary

The Secretary shall be responsible for keeping an accurate record of the minutes of all meetings of the Friends. Copies of the minutes shall be made available to all members. The Secretary shall also be responsible for correspondence of the Friends as assigned.

### (d) Membership Co-ordinator

The Membership Co-ordinator shall be responsible for admitting new members and maintaining an up-to-date list of members. The Membership Co-ordinator shall present a report to the Annual General Meeting.

### (e) Treasurer

The Treasurer shall be responsible for the safe-keeping of the **Friends** funds, and for maintaining adequate financial records. All membership funds received for the **Friends** will be placed with a reliable financial institution in the name of the **Friends** of Beaverdams Church. Any monies paid out from the membership account shall be by numbered cheques signed by any two of the President, Vice-president and Treasurer.

### (g) Executive Board

On matters requiring Executive Board approval, at least three members of the executive committee, including the President shall be consulted. The quorum

for an executive committee meeting is three, and in case of a tie vote the president shall have the deciding vote. The Executive Board shall supervise and administer all of the affairs of the **Friends**. Members missing three consecutive Executive Board meetings, without giving appropriate regrets, shall be deemed to have resigned their Executive positions.

### III MEETINGS

- (a) General meetings of the **Friends**, of which there shall be no fewer than three in any calendar year, shall be held on dates and in places to be determined by the Executive Board.
- (b) An Annual General Meeting of the **Friends** shall be held in the month of April each year, unless otherwise designated by the Executive Board. In no event shall there be more than fourteen (14) months between Annual General Meetings.
- (c) The Executive Board shall meet regularly as required.
- (d) Special Meetings may be called by the Executive Board at any time.
- (e) Meeting notices shall be distributed to all members in advance of each Special or General Meeting and thirty (30) days in advance of the Annual General Meeting.
- (f) At any Special, General, or Annual Meeting, fifty (50) percent of the average number of attendees (members in good standing) at monthly meetings shall constitute a quorum.
- (g) Meetings may be cancelled with the approval of the Executive Board as long as at least three (3) membership meetings are held each year.

### IV COMMITTEES

The **Friends** shall have such committees as deemed necessary by the Executive Board, which may delegate to them any of the powers and authority of the Executive Board in the management of the affairs of the **Friends**. Each committee shall have at least one executive member.

A Standing Committee shall be defined as one which lasts at least from Annual General Meeting to Annual General Meeting.

An Ad Hoc Committee shall be defined as one which lasts for the duration of a special project.

## **V ELECTION AND REMOVAL OF OFFICERS**

- (a) A Nominating Committee shall be formed by the Executive at least sixty (60) days in advance of the Annual General Meeting.
- (b) The Nominating Committee shall present to the Annual General Meeting a slate of candidates, who are members in good standing, as Officers and Directors of the **Friends**. Further nominations can be made from the floor, providing the nominee has agreed, in writing if absent, to accept the nomination. All members of over 3 months and in good standing shall be allowed to vote. The candidate receiving the largest number of votes shall be declared elected. In the case of a tie vote, the following shall apply: when there are two candidates, the winner shall be decided by lot.
- (c) The normal term of office is for a period of two (2) years, although an officer may tender his or her resignation at any time. Should such a resignation occur, the Executive Board shall carry out the duties of the office until a replacement can be appointed or elected.
- (d) To remove an Officer/Director, ten (10) members in good standing shall request, in writing, to the Executive Board that they undertake a review. Within thirty days of receipt of such a request, the Executive Committee may arrange for a General Meeting. At this meeting, a motion may be made to remove an officer. A vote of two-thirds (2/3) of the regular membership present and voting shall be required to pass the motion. If the motion is passed, a candidate for the office shall be nominated by the Executive Board and an election held at the next meeting of the **Friends**. The Executive Board shall carry out the duties of the office in the interim.

## **VI FINANCES**

- (a) The fiscal year of the **Friends** shall terminate on December 31 of each year.
- (b) For all projects undertaken by the **Friends**, a budget shall be submitted for approval at a General Meeting.
- (c) The financial records of the **Friends** shall be reviewed annually.

## **VII BOOKS AND RECORDS**

The **Friends** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of General, Executive, Special and Committee Meetings. All books and records of the **Friends** may be inspected by any member or his or her agent, or his or her solicitor, for any proper purpose at any reasonable time, by appointment. No Officer may withhold co-operation in this

regard. Following each Annual General Meeting, pertinent records for the previous year shall be submitted to the office of the duly appointed attorney.

### **VIII CONDUCT OF MEETINGS**

- (a) At each General Meeting of the membership, the following shall be included:
  - 1) Minutes of the previous meeting;
  - 2) Treasurer's report;
  - 3) Reading or summary of correspondence which the Executive Board considers should be brought to the attention of the membership;
  - 4) Approval for the decisions and activities of the Executive Board since the previous membership meeting.
- (b) All decisions involving policy (other than amending the Constitution or By-laws) or finances shall be made by a majority vote of the membership present and voting at the meeting. All other decisions may be made by consensus unless a vote is requested by a member or members.
- (c) Further business as may properly be brought before the meeting shall be transacted.
- (d) Robert's Rules of Order shall be the reference regarding questions of procedure at all meetings.

### **IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Every Director/Officer of the **Friends** and his or her heirs, executors and administrators respectively shall from time to time, and at all times, be indemnified and saved harmless out of the of the corporation from and against:

- (a) all costs, charges and expenses whatsoever such Director/Officer sustains or incurs in or about any action, suit or proceeding that is brought, commences or is prosecuted against him or her for or in respect of any deed, act, matter, or thing whatsoever made, done or committed by him or her, in or about the duties of his or her office;
- (b) all other costs, charges and expenses he or she sustains or incurs in or about, or in relation to the affairs of the **Friends** except such costs, charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly or in good faith with a view to the best interests of the **Friends**. The **Friends** corporation shall provide insurance to cover this liability of the **Friends**.



**DISSOLUTION OF THE CORPORATION**

In the event of the dissolution of the *Friends*, The Ontario Historical Society shall hold in trust all property and assets until a local or other not-for-profit charity can be found to assume the ownership.

**APPROVED BY:**

**President**

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**Member representative**

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