

LENNOX AND ADDINGTON HISTORICAL SOCIETY  
BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of Lennox and Addington Historical Society, Ontario Corporation Number 491044 (“the Society”).

WHEREAS the Society was incorporated under the Ontario Historical Society Act, Chapter 108, SO 1899,

AND WHEREAS the enabling resolution pursuant to Section 9 of the said Act was passed on March 31, 1908,

AND WHEREAS the Society agreed in 1972 to curate its collections in the County of Lennox and Addington Museum,

AND WHEREAS the County of Lennox and Addington owns and maintains the museum building and pays for the staff and other expenses necessary to curate, exhibit and interpret the Society’s collections,

AND WHEREAS in 1978 the Allan Macpherson House was returned to the Society to operate and maintain,

AND WHEREAS the Society is the Settlor of the Lennox and Addington Historical Society Foundation Fund,

BE IT ENACTED as a by-law of the Society as follows:

INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of the Society unless the context requires otherwise:

- a) the singular includes the plural;
- b) “Executive Committee” means the Executive Committee of the Society;
- c) “Documents” includes deeds, mortgages, hypotheca, charges, conveyances, transfers and assignments of property, real or personal, unmovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, bonds, debentures or other securities and all paper writings;
- d) “the corporations Act” means the Corporations Act R.S.O. 1980, Chapter 95, as amended and any statute enacted in substitution therefor from time to time;
- e) “the Ontario Historical society” means the society incorporated in the Ontario Historical Society Act, Chapter 108, SO 1899;

f) “The Lennox and Addington Historical Society Foundation Fund” means the Foundation established in 1984 to support the activities of the Society in furthering its general objectives and in particular to provide a fund to maintain and repair the Allan Macpherson House;

g) unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.

1.02 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Society.

#### HEAD OFFICE

2.01 The head office of the Society shall be in the Town of Napanee in the Province of Ontario and at such place therein as the Executive Committee may from time to time determine.

#### GEOGRAPHICAL AREA SERVED

3.01 The Society shall serve the historical interests of the County of Lennox and Addington and adjacent area.

#### OBJECTS

4.01 The objects of the, Society are:

- a) To promote the study, practice and knowledge of any phase of historical and archaeological research within and adjacent to the said County of Lennox and Addington;
- b) To purchase, lease, hire or in exchange to acquire any real or personal property or any rights or privileges which the Society may deem necessary;
- c) To operate, as may seem necessary for the display of historical materials, documents, pictures, and artifacts, museums and/or archival repositories and/or buildings;
- d) To enter into arrangements with authorities, municipal or local or otherwise conducive to the Society, its objects., and to obtain from any such authority any rights, privileges and concessions which the society may think it desirable to obtain and to carry out, exercise and comply with such arrangements, rights or privileges and concessions;
- e) To do all such other things as are incidental or conducive to the attainment of the above objects.

#### DISSOLUTION

5.01 Upon dissolution of the said Society and after payment of all debts and liabilities, the remaining property of the Society shall be given into the care and control of the Ontario Historical Society to be held in trust by them until a society or organization with similar interests to the Society be re-organized, or failing such re-organization within a

period of five (5) years, the property be distributed as the Ontario Historical Society deems best, to organizations or institutions, especially those in the County of Lennox and Addington or the adjacent County of Frontenac, a first priority being a direct transfer to the Lennox and Addington County Museum.

## MEMBERSHIP

6.01 Membership in the Society shall consist of the following categories:

- a) Honorary Life;
- b) Life;
- c) Corporate;
- d) Individual, Family and Junior.

Honorary Life membership may be granted to those recommended by the Executive Committee and approved by members at a general meeting of the Society. Life membership may be obtained upon payment of the appropriate fee established by the Society. Corporate membership may be granted to any corporation, firm, society, association or club upon payment of the appropriate fee established by the Society. Each such group shall be entitled to appoint a voting delegate to general meetings of the Society. The name of this delegate shall be forwarded to the Recording Secretary of the Society. Upon payment of the appropriate fee established by the society:

Individual membership may be granted to any individual; Family membership may be granted to husband, wife and children under the age of 16 years; and Junior membership may be granted to any student who is attending Elementary or Secondary School,

## MEMBERSHIP FEES

7.01 The membership fee for each category shall be established by the Society upon the recommendation of the Executive Committee.

The fee shall cover membership for the calendar year dating from January first. Should membership be granted in the months of November or December, the fee paid shall cover those months as well as the following year.

Any member or corporation who neglects or refuses to pay the annual membership fee for one year after the expiry date of the membership, may be deleted from the roll by decision of the Executive Committee.

## EXECUTIVE COMMITTEE

8.01 The affairs of the Society shall be managed by an Executive Committee consisting of:

- Executive Officers:
- The Immediate Past President
- The President-”
- The First Vice-President
- The Second Vice-President
- The Recording Secretary

The Corresponding Secretary  
The Treasurer  
The Chairperson of the Allan Macpherson House Committee

Six directors from whom the chairpersons of standing committees shall be selected; Special representatives from cultural or local governing municipal bodies may be requested to become members by the Executive Committee; The Executive Committee may invite others, including officials, to its meetings who may participate in discussions but not vote at such meetings.

8.02 The Executive Committee shall prepare a provisional budget for the next calendar year not later than 31st December of the current year.

8.03 The Executive Committee shall appoint three or more trustees of the Lennox and Addington Historical Foundation Trust for such periods of service as the Committee deems fit.

#### METHOD OF ELECTION

9.01 The executive officers and directors shall be elected at the Annual Meeting of the Society.

#### ELIGIBILITY

10.01 Each candidate for membership of the Executive Committee shall be at least eighteen (18) years of age and shall be a member in good standing of the Society at the time of his/her nomination.

No candidate for membership of the Executive Committee shall be an undischarged bankrupt or a mentally incompetent person. If a member of the Executive Committee or a candidate for membership of the Executive Committee becomes bankrupt or a mentally incompetent person, he/she thereupon ceases to be a member of the Executive Committee or be eligible to be a member of the Executive Committee, as the case may be.

The Executive Committee may fill any vacancy in the Executive Committee from members of the Society whose term of office shall continue until the next Annual or General Meeting of the Society.

#### 10.0.2

Recognizing that members of the Society may be associated with different heritage organizations with similar interests, such a membership does not preclude a role on the Societies Executive Committee. However members of the Executive must be aware that active membership in similar organizations can create a conflict that can extend beyond a simple pecuniary interest. Similar organizations may have business interests that are in conflict with those of the Historical Societies' and members of the Executive Committee have a responsibility to actively avoid any conflict of interest, either real or perceived by excusing themselves from discussion of such agenda items.

#### 10.0.3

A member of the Historical Societies Executive Committee is discouraged from serving at the same time as an Executive Officer of an organization with similar interests or goals. Members of the Executive Committee are discouraged from serving as senior employee's or managers of an organization with similar interests or goals to those of the Society.

#### TERM OF OFFICE

11.01 The term of office of members of the Executive Committee shall be for one year and that of the President for at least two years but the President may not hold office beyond six successive years.

#### MEETINGS

12.01 a) The Society shall hold general meetings, other than the Annual Meeting, at least three times each year at which required business shall be transacted and programs presented;

b) The Annual Meeting of the Society shall be held between January 15 and February 28 of each year. At least two weeks' notice of this meeting shall be mailed to members of the Society;

At the Annual Meeting, the order of business shall be: Approval of the minutes of the previous Annual Meeting; approval of audited financial reports of the Society, and of the Allan Macpherson House; The presentation, discussion and approval of the reports of the year's activities of the Society by the President and/or the Recording Secretary, and of the activities of the Standing Committees; Election of the Executive officers and Executive Committee; Approval of the appointment of the members of the Allan Macpherson House Management Committee; Election of representatives of the Society to the Museum Advisory Committee and other groups, as recommended by the Executive Committee; Appointment of an auditor who shall be a licensed public accountant; Other business necessary for the operation of the Society;

12.02 The Executive Committee shall meet at least three times each year. One meeting shall be held within 90 days after the Annual Meeting; the second meeting sometime in the months of September, October or November; and the third meeting within a 30-day period prior to the date of the Annual Meeting.

12.03 Other meetings of the Society or the Executive Committee may be held as deemed advisable or necessary at the call of the President.

12.04 Special meetings of the Society and/or the Executive Committee may be held upon the call of the President, or of some officer deputed to act for the President, or if the President declines to act, on the request of at least five ordinary members of the Society or three members of the Executive Committee. The Recording Secretary on receipt of such a request shall mail notice of such special meeting to be held within fourteen dales to all members of the Society. Special meetings shall deal with only the business for which they were specifically called.

12.05 Prior to meetings of the Executive Committee and any committee of the Executive Committee, the Chairperson will require and members to declare any pecuniary or general conflict of interest in items before the committee.

#### QUORUM

13.01 The number of members required for a quorum shall be:

- a) At a general meeting - at least 10% of the number of paid up members in good standing;
- b) At an Executive Committee meeting - at least 40% of the members of the Executive Committee;
- c) At a meeting of any standing or appointed committee at least 50% of the members of that committee.

#### COMMITTEES

14.01 Standing, special or ad hoc committees may be appointed by the Society or Executive Committee as required. Appointees to committees normally will be members of the Society but appointment of non-members who have special interests and expertise' relevant to 'the work of the society' is not precluded.

14.02 A Standing Committee will concern itself with a single and major purpose such as Program, Social or Membership. The chairperson shall be a Director of the Executive Committee and members shall be of the Society.

14.03 A Standing Committee known as the Allan Macpherson House Committee will be appointed to act on behalf of the Society to operate Allan Macpherson House as per article 15 of these bylaws. The Executive Committee shall be represented on such a committee by two members of the Executive. The Macpherson House Management Committee Chairperson and on an annual rotating basis at least one other member of the Executive Committee both of whom should report to the Executive Committee on the actions of the Allan Macpherson House Committee. The member of the Executive Committee in rotation would not have a vote on the Allan Macpherson House Management Committee. The members of the Allan Macpherson House Committee should be approved by members of the Society at a general meeting upon the recommendation of the Executive Committee.

14.04 A Special Committee may be appointed to act on behalf of the Society for any special project or activity of the Society. The Executive Committee shall be represented on such a committee by at least one member of the Executive Committee who should report to the Executive Committee on the actions of the Special Committee. The Chairperson and members of such Special Committees should be approved by members of the Society at a general meeting upon the recommendation of the Executive Committee.

14.05 An Ad Hoc Committee may be appointed to consider and act on any single matter, especially those of a short-term nature. The chairperson and members may be any members of the Society.

THE ALLAN MACPHERSON HOUSE MANAGEMENT COMMITTEE  
("the Committee")

15.01 The Committee shall act on behalf of the Society in the operation of Allan Macpherson House ("the House"). It shall:

- a) Arrange for the care and the physical well being of the House and its grounds;
- b) Arrange for programs, activities and other events of an historical nature in keeping with the history and times of the House, and for other activities of a general nature;
- c) Oversee the collection and display of historical artifacts in keeping with the historical period of the House;
- d) Arrange for the use of the House by interested groups for approved activities: receptions, meetings, lectures;
- e) Oversee the financial matters of the House as approved by the Society;
- f) Follow policies and procedures prescribed by the Ministry of Culture and Communications.

15.02. The members of the Committee with voting powers shall be the President of the society or his/her appointee, the Chairperson of the Allan Macpherson House Committee and six members from whom the Secretary and Treasurer shall be elected by the Committee.

15.03 The members of the Committee shall be proposed to the Society by a nominating committee appointed by the Society, and shall then be approved by the Society. Appointments shall be for three years; members may be re-appointed for an additional three-year term.

- 15.04 a) The Committee shall meet at least quarterly.  
b) A quorum of the Committee shall consist of at least 50% of the members.

15.05 The Chairperson of the Allan Macpherson House Management Committee and/or Director shall report on a regular basis to the Executive Committee of the Society.

Article 15.06 The Chairman of the Allan Macpherson House Management Committee may call on the Committee to rise as a committee of the whole into an in camera session under the terms of Article 18.08.

15.07 An operating budget for the calendar year and a capital budget covering three years shall be presented to the Executive Committee in January. After the budgets have been

approved any major deviations there from shall require the sanction of the Executive Committee.

15.08 House cheques shall be signed by any two of the Director and two committee members nominated by the Committee.

15.09 A schedule of activities for the year at the House shall be presented to the Executive Committee in January for approval.

15.10 The Management Committee shall appoint a Director subject to the approval of the Executive Committee of the Society. The Director shall have duties as are determined by the Management Committee. A job description of the Director and changes to it shall be approved by the Management Committee.

15.11 The Friends of the Laird are people interested in sharing activities of the House. They may hold such meetings, as they deem necessary.

#### OFFICERS OF THE SOCIETY

16.01 The President shall supervise the affairs and operations of the Society, sign all documents requiring his/her signature, and have the other powers and duties from time to time prescribed by the members or incidental to his/her office. The President shall be an ex officio member of all committees.

16.02 When the President is absent or unable to act, a Vice- President may exercise all the powers and duties of the President. In the event that the President and the Vice-Presidents are all absent, the Executive Committee may nominate one of its members to preside as Acting President and, while so acting, the Acting President shall have all powers and duties of the President. The Vice-President shall also perform the other duties prescribed from time to time by the Executive Committee or incidental to his/her office.

16.03 The Recording Secretary shall perform or cause to be performed all secretarial functions for the Executive Committee. The Recording Secretary shall keep or cause to be kept a correct record of the proceedings and transactions of all meetings of the members and the Executive Committee. The Recording Secretary shall give all notices required to be given to members, members of the Executive Committee and others. The Recording Secretary shall perform other duties from time to time prescribed by the Executive Committee or incidental to his/her office.

16.04 The corresponding Secretary shall write required letters, receive correspondence, communicate the information of such correspondence to the Society or Executive committee meetings, and preserve a record of all correspondence.

16.05 The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the society in proper books of account and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of



the Society in such banks, trust companies or other financial depositories from time to time designated by the Executive Committee. The Treasurer shall disburse or cause to be disbursed the funds of the Society under the direction of the Executive Committee, taking proper vouchers therefore, and shall present written reports to all meetings of the Society and the Executive Committee. He/she shall co-operate with the auditor of the Society.

The Treasurer shall perform other duties from time to time prescribed by the Executive Committee or incidental to his/her office.

16.06 The Chairperson of the Allan Macpherson House Committee shall act on behalf of the Society to operate Allan Macpherson House as per article 15 of these bylaws.

#### EXECUTION OF DOCUMENTS

17.01 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer and one of the President, Vice-President or Recording Secretary. Approval of the Society or Executive Committee shall be obtained for the payment of accounts.

17.02 The Executive Committee may appoint any officer or officers or any person or persons on behalf of the Society, either to sign documents generally or to sign specific documents.

#### RULES OF PROCEDURE

18.01 Robert's Rules of Order shall apply at all meetings of members, the Executive Committee and any other committees established by the Executive Committee and the Allan Macpherson House Management Committee.

18.02 The President shall be ex-officio Chairman of all General or Executive Committee meetings, ordinary or special, when he/she is present.

18.03 In the absence of the President, the first Vice-President, the second Vice-President or immediate Past President shall preside.

18.04 Should neither President, Vice-Presidents nor Past-President be present at any meeting, ordinary or special, the members may elect a member to preside and who, for the time being, shall hold the powers of the President.

18.05 At all meetings, the Chair is to be taken punctually at the hour appointed and should thirty minutes elapse without a quorum, the meeting shall stand adjourned until such time as the members then present shall determine.

18.06 In the case of two members rising to address the meeting at the same time, the presiding officer shall decide who has the floor.

18.07 Any member addressing the meeting shall do so through the Chairman and shall not occupy the floor more than ten minutes without special permission.

Article 18.08 The Chairman may call on the Executive Committee to rise as a committee of the whole into an in camera session. The purpose of which is to allow the Executive to conduct a frank but discrete discussion of topics that require sensitivity, which could include significant property purchases, financial transactions, or discussions regarding members or employees of the Historical Society.

Attendance during in camera session is at the discretion of the Chairman but is not limited to the Executive and may include individuals who have information to contribute to the discussion. It is incumbent on the Chairman to remind all present that any discussion or material presented during an in camera session shall remain confidential.

A motion may not be tabled during an in camera session. Upon returning from an in camera session, business arising from the discussion shall be the first order of business for the Executive Committee. The minutes of the meeting must record that an in camera session occurred and at the discretion of the Executive may record the topic of discussion.

#### REPEAL OF PRIOR BY-LAWS AND CONSTITUTIONS

19.01 All prior by-laws, constitutions, resolutions or other enactments of the Society inconsistent with this by-law are hereby repealed.

#### AMENDMENTS

20.01 This by-law may be amended by a resolution of the Executive Committee confirmed by a two-thirds (2/3) vote of members of the Society voting at an Annual meeting or at a meeting specifically called for the purpose.

20.02 Notice of any proposed amendment or repeal of the by-law shall be given to each member at least fourteen days prior to the meeting at which the amendment or repeal is to be considered.

#### FINANCIAL YEAR

21.01 The financial year of the Society shall terminate on the last day of December of each year.

#### FINANCIAL CAMPAIGNS

22.01 The Executive Committee may authorize campaigns for voluntarily donated funds to support the general operations of the Society or any particular phase or aspect of the Society's operations.

#### AUDITOR

23.01 At the Annual meeting of the Society, the members shall appoint a licensed public accountant as auditor to hold office until the next Annual meeting. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed. The auditor shall conduct either a review engagement or an audit as directed by motion at the Annual meeting of the Society.

23.02 The auditor shall report to the members on the financial statement to be laid before the Society at the Annual meeting and on other matters required by the Corporations Act.

23.03 No person shall be appointed as auditor of a Society who is a director, officer or employee of the Society or who is a partner, employer or employee of any such director, Officer or employee.

PASSED by the Executive Committee of the Society on the 5th day of February 2002.

Brandt Zätterberg, President - Cora Reid, Recording Secretary

CONFIRMED by a two-thirds majority of the members of the Society present and voting on the 28th day of February 2002.

New and amended Articles for 2009 AGM

10.0.2 and 10.0.3 are new and regard potential conflicts of interest.

15.06 The Macpherson House Management Committee may go into an in camera session.

18.08 The Executive may go into an in camera session session.

Amendments from 2007 AGM

8.01 Executive Officers now include The Chairperson of the Allan Macpherson House Committee and Six directors.

14.03 Two members of the Executive Committee serve on the Allan Macpherson House Committee

14.04 Special Committees

15.02. The members of the Committee with voting powers

16.06. Chairperson of the Allan Macpherson House Committee.

23.01 last sentences are new. Sections 23.02 and 23.03, Audit are unchanged.