

# The Town of York Historical Society

## Constitution and By-Law #1

[As last amended at the May 17, 2010 Annual General Meeting of TYHS Members]

### **I Name**

The name of the organization shall be the Town of York Historical Society herein-after called the Society.

### **II Objectives**

- a) The objectives of the Society shall be to promote, for the benefit of the public at large, the history of the Town of York leading to the incorporation of the city of Toronto in 1834 with particular reference to the built environment surviving on the original York townsite laid out in 1793 and the adjacent area south of Queen Street, from Victoria/Scott Street to the Don River.
- b) To further its objects, the Society may consider as one of its initial purposes the operation of an historic post office, museum and display centre in the location of the Fourth York Post Office at 260 Adelaide Street East, Toronto.

### **III Membership**

- a) Membership in The Society shall be open to any person interested in the history of the area, and such person may be enrolled as a member upon the receipt of application and fee in accordance with the by-laws of The Society. Categories of membership may be established by The Society, as it may deem necessary, according to the By-laws. Annual memberships in The Society expire on December 31st in each year.

**Section III-b, as amended at the May 17, 2010 Annual General Meeting of TYHS members (change to be effective January 1, 2011)**

b) There shall be four categories of membership in the Society:

Category	Amount	Entitlement
Annual Individual	\$25	Entitled to quarterly newsletter and invitations to TYHS events in the mail. Receives discount on registrations for programs held at Toronto's First Post Office and also in the museum gift shop. Tax-deductible receipt.
Annual Family	\$40	As above.
Life Member	\$250	As above for life.
Heritage Member	\$500 +	As above for life. Listed on bronze plaque.

- c) Membership fees shall be due and payable within 30 days following December 31st in each year.
- d) A member of the Society may resign at any time by submitting a resignation in writing, but no refund of fees shall be made.

**IV Board of Directors**

- a) The affairs of the Society shall be run by its Board of Directors who shall exercise all power of the Society between meetings of the members except as specifically set out in the constitution and by-laws. Meetings of the Board shall be held monthly except during the summer months.
- b) The board of Directors shall consist of 18 members, as follows:
- i) members of the Board of Directors shall be elected by the members of the Society at the Annual Meeting for a term of 3 year with the terms of the 1/3 of the members of the Board being complete each year and the directors shall be elected in rotation. Provided that the first members of the Board shall be elected as follows:
- 1/3 for a term of 1 year  
1/3 for a term of 2 years  
1/3 for a term of 3 years;
- Retiring directors shall be eligible for re-election.
- ii) Any vacancy occurring on the Board may be filled by the remaining directors then in office; any director so appointed to fill a vacancy shall hold office only for the balance of the unexpired term of the director whose place he/she fills;
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- iii) All directors must be paid-up members of the Society throughout their term of office. If a director is not a member within ten (10) days of being elected or ceases to be a member, his/her position will be deemed to be vacant;
  - iv) A director shall be deemed to have resigned if he/she misses three consecutive regular Board meetings without being excused by the Board;
  - v) The office of a director shall be vacated if by notice in writing to the President that he/she resigns as a member of the Board;
  - vi) The members of the Society may, by resolution passed by the majority of the votes cast at a general meeting duly called for that purpose, remove any director before the expiration of his/her term of office and may, by a majority of the votes cast at the meeting, elect any person in his/her stead for the remainder of the term.
- c) A quorum for any meeting of the Board of Directors of the Society shall be 1/3 of the Directors then in office.
  - d) The Board of Directors of the Society shall have the authority to appoint such honorary directors as it may see fit. Honorary directors shall not be entitled to vote at the meetings of the Board of Directors.
  - e) Any officer may call meetings of the Board of Directors by written notice to be given by ordinary mail or fax at least 5 days prior to any meeting.

## V Officers

a) The officers of the Society shall be a President, a Vice-president, a Treasurer and a Secretary who shall be elected for a term of one year. These officers shall constitute the Executive Committee. Officers shall be elected by the Board of Directors at the first meeting of the Board after the Annual Meeting.

b) Duties of Officers:

**President:** The President is the chief executive officer of the Society and shall preside at all meetings. The President shall report annually on the

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activities of the Society at the Annual General Meeting and shall appoint members of committees and delegates not otherwise provided for in the By-Laws. The President is an ex-officio member of all committees.

**Vice-President:** The Vice-President shall assume the duties of the president in the event of absence, incapacity or resignation of the president.

**Secretary:** The Secretary shall be responsible for all the correspondence of the Society and shall keep the minutes of meetings of the Society. The secretary shall also maintain a list of members and render an annual report.

**Treasurer:** The treasurer shall be responsible for the safekeeping of the Society's funds and for maintaining adequate financial records. The treasurer shall deposit all monies received by him/her with a reliable banking company in the name of the TOWN OF YORK HISTORICAL SOCIETY. Monies shall be paid out by numbered cheques signed by any two of the President, Vice-President, Secretary, Treasurer or any senior employee designated by resolution of the Board. The Treasurer shall obtain executive approval for all disbursements in excess of \$100.00 and shall render an annual report as soon as possible after the conclusion of the fiscal year. The Treasurer shall collect the annual membership dues.

## **VI Executive Approval:**

The President, Vice-President, Secretary and Treasurer shall constitute the executive. On matters requiring executive approval, at least three members of the executive, including the President, shall be consulted. In case of a tie vote, the President shall have the deciding vote.

## **VII By-Laws**

- a) The 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 Society. By-laws may be introduced, revised, altered or amended only upon due notice being given to the membership at least 30 days prior to the Annual Meeting or such special meeting as may be called to deal with the matter. A vote of 2/3's of the membership present shall be required to establish, revise or amend the by-laws.
  - b) By-laws passed by Directors shall be deemed in force from the date of such passing unless they are not confirmed at the next general meeting of the membership.
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## **VIII Amendment**

The Constitution of the Society may be revised, amended or altered only upon due notice being given to the membership not less than 30 days prior to the Annual Meeting or such special meeting as may be called to consider the matter. A vote of 2/3's of the membership present shall be required to pass any revision or amendment. All proposed amendments shall be submitted in writing.

## **IX Auditors**

The auditors of the Society shall be chosen by the membership at the Annual meeting of the Society.

## **X Meetings**

- a) General meetings of the Society, including the Annual Meeting, in any calendar year shall be held on dates and in places to be determined by the executive.
- b) Meeting notices shall be circulated to all members at least 15 days in advance of each special, general or annual meeting.
- c) At a special, general or annual meeting, 10% of the members in good standing shall constitute a quorum.
- d) Special meetings shall be called upon the written request to the secretary by 10 members in good standing of the Society. The meeting so requested must be held within 30 days of the receipt of such request. Special meetings may be called by the executive at any time.

## **XI Committees**

- a) The Board shall appoint such standing and special committees as it deems necessary.
- b) The president shall appoint the chairman and the Board of Directors shall appoint the members of standing committees.

## **XII Dissolution**

Upon the demise of the Society, a special meeting will be held, consisting of a minimum of three officers and two thirds of the membership of the Society, to

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determine the disposition of assets. In the event that the Society has charitable organization status, the assets will accrue to another charitable group in good standing.

## **By-Law # 2 Borrowing**

### **I Borrowing Power**

The Board of Directors of the Society may from time to time:

- a) borrow money on the credit of the Society;
- b) issue, sell or pledge debt obligations of the Society; or
- c) charge, mortgage, hypothecate or ledge all or any currently owned or subsequently acquired real or personal, movable or immovable property or The Society, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of The Society.

### **II Delegation**

The Board of Directors may from time to time delegate to such one or more of the officers of the Society as may be designated by the Board all or any of the powers conferred on the Board by the preceding section to such extent and in such manner as the Board shall determine at the time of each such delegation.

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## **By-Law # 3 Indemnification Of Directors**

### **I Indemnity**

Subject to the Corporations Act and the Ontario Historical Society Act, the Society shall indemnify a director or officer or a former director or officer and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding in which he or she is made a party by reason of being or having been director or officer of the Society, if (a) he or she acted in good faith and with a view to the best interest of the Society; and (b) in the case of a criminal or administrative action or proceeding enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful. Nothing in the by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

### **II Insurance**

Subject to the Corporations Act and the Ontario Historical Society Act, the Society may purchase and maintain such insurance for the benefit of any person referred to in Section 1 as the board may from time to time determine.

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