

## **By-Laws of the Town of York Historical Society**

Adopted by the Town of York Historical Society  
at the Annual General Meeting, December 3, 2020.

### **By-Law #1**

#### **I. Name**

The name of the organization shall be the Town of York Historical Society hereinafter called the Society.

#### **II. Definitions**

The following definitions apply in all Society by-laws:

“Board of Directors” means the body of up to 10 Directors who exercise all power of the Society between meetings of the members except as specifically set out in the constitution and bylaws;

“Director” means a member of the Board of Directors;

“Officer” means a member of the Board of Directors who has been elected to an office. The office positions are President, Vice-President, Treasurer, and Secretary.

“Member” means a member of the Town of York Historical Society in good standing of the Society.

“Meeting” means a special or regular meeting of the Board of Directors, or special or general meetings, including the Annual General Meeting, of the Members of the Society.

#### **III. 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 town site laid out in 1793 and the adjacent area south of Queen Street, from Victoria/Scott Street to the Don River.
- b. To further its objectives, the Society may consider as one of its primary purposes the operation of an historic post office, museum and display centre in the location of the Town of York Post Office at 260 Adelaide Street East, Toronto.

#### **IV. Financial Year**

- a. The financial year of the Society shall terminate December 31st or such date as may be determined from time to time by resolution of the Board of Directors.
- b. Execution of Instruments

Following a resolution of the Board of Directors, contracts or any instruments in writing requiring the signature of the Society, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Society without

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any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint a director or directors on behalf of the Society to sign specific contracts, documents and instruments in writing.

c. **Banking Arrangements**

Subject to such policies as the Board of Directors may from time to time and at any time establish, all cheques must be signed by two Officers, or one Officer and the Executive Director.

**V. 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. The Society may establish categories of membership, as it may deem necessary, according to the By-laws. Annual memberships in the Society expire on December 31st in each year.

b. There shall be two categories of membership in the Society:

**Annual Individual:**

Entitled to quarterly newsletter and invitations to Town of York Historical Society events in the mail. Receives discount on registrations for programs held by Toronto's First Post Office and also in the museum gift shop. Tax-deductible receipt will be issued as allowed by law.

**Annual Family:**

As above.

c. Any current members designated as lifetime or honorary members shall be grand-parented and will keep their membership status.

d. Membership fees shall be due and payable within 60 days following either May 1st or December 31st in each year. Membership fees shall be set at the Society's Annual General Meeting as recommended by the Board of Directors.

**VI. Board of Directors**

a. The affairs of the Society shall be run by a 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 bylaws.

b. The Board of Directors shall consist of no more than 10 Members:

c. All Directors must be paid-up members of the Society throughout their term of office.

d. The office of a Director is vacated in the case of:

- i. notification is given in writing or by email to the President or Secretary that they resign as a member of the Board of Directors;

- ii. the Director misses three (3) consecutive regular meetings;
  - iii. the Director is not a member within ten (10) days of being elected or ceases to be a member; or
  - iv. the Director's death.
- e. Any vacancy occurring on the Board of Directors may be filled by an individual appointed 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 they fill.
- f. 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.
- g. Meetings of the Board of Directors shall be held from time to time and at such place as either the President or any other two Directors may determine.
- h. A quorum for any meeting of the Board of Directors of the Society shall be 1/3 of the Directors then in office.
- i. Meetings of the Board of Directors shall be called by written notice to be given by mail or email that are sent at least 5 days prior to any meeting.
- a. Election to the Board of Directors
  - i. An election to fill any vacancy on the Board of Directors will take place at the Annual General Meeting.
  - ii. The term of office for Directors terminates immediately prior to the Annual General Meeting held in the last year of the Director's term.
  - iii. Directors will take office immediately prior to the first regular meeting of the Board of Directors following the Annual General Meeting.
  - iv. A call for the nomination of candidates for election to the Board of Directors will be circulated at least fifteen (15) days prior to the Annual General Meeting.
  - v. Nominations for candidates must be received by the President or Secretary five (5) days prior to the Annual General Meeting.
  - vi. Where the number of candidates is equal to less than the number of vacant positions for Directors, the nominated candidates are deemed to be elected by acclamation.
  - vii. In elections where there are more candidates than vacant positions for Directors, election will be by secret ballot with the name of each duly nominated candidate appearing individually on the ballot.

- viii. Candidates will be deemed to be elected in order of those candidates receiving the most votes.
- ix. No member will vote for more Directors than the number of vacant positions for Directors. Any ballot on which more names are voted for than there are vacant positions will be deemed to be void.
- j. Directors shall serve for a term of 3 years.
- k. Directors shall be eligible for re-election for up to two (2) consecutive terms, or nine (9) consecutive years.
- l. The duties of Board members are outlined in Schedule 1 and may be changed or updated from time to time by consensus of the Board of Directors. In addition to those duties, the Board is responsible for overseeing the Executive Director. The duties of the Executive Director are laid out in Schedule 2, and may change from time to time by consensus of the Board of Directors.

**VII. Officers**

- a. The Officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary.
- b. Officers shall all be elected for a term of one year.
- c. Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting.
- d. If a vacancy arises during the year the Board of Directors shall elect a replacement who will serve until the opening of the subsequent Annual General Meeting.
- e. The duties of Officers are outlined in Schedule 1 and may be changed or updated from time to time by consensus of the Board of Directors.

**VIII. By-Laws**

By-laws may be introduced, revised, altered or amended only upon due notice being given to the membership at least 15 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 members present shall be required to establish, revise or amend the by-laws.

**IX. Committees**

- a. The Board of Directors shall appoint from time to time, at their sole discretion, delegates or other persons to represent the Society on other associations or community groups or to serve on committees or boards and may revoke such appointment.
- b. The Board of Directors may appoint committees of Members and/or Directors as needed, or it thinks necessary, and may delegate to such committees any powers that are in accordance with this by-law or the Acts. All committees are deemed to cease to exist at

the conclusion of an Annual General Meeting but may immediately be re-established by the Board of Directors.

- c. The Board of Directors shall appoint the members of all Committees of the Board of Directors or of the Society and the President shall appoint the chairs of all Board or Society committees.

**X. Auditors**

The auditors of the Society shall be appointed, on the recommendation of the Board of Directors, by the membership at the Annual General Meeting of the Society.

**XI. Meetings of Society Members**

- a. General meetings of Society members, including the Annual General Meeting, shall be held either physically or through a digital channel on dates to be determined by the Board of Directors.
- b. Meeting notices shall be circulated by mail or electronic means to all members at least 15 days in advance of each special, general or annual general meeting.
- c. At any meeting of members, 10% of the Members shall constitute a quorum.
- d. Special meetings shall be called upon written request to the President or Secretary by 10 members 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 Board of Directors at any time with 15 days in advance notice.

**XII. Dissolution**

The winding up of the Society, can only occur following a resolution by the Board of Directors and an affirmative vote at a general meeting of Members. The assets of the Society, if any, shall be distributed as determined by this general meeting.

**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 pledge all or any currently owned or real or personal, movable or immovable property of 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 one or more of the Officers of the Society as may be designated by the Board of Directors all or any of the powers conferred on the Board of Directors by the preceding section to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation.

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

**I. Indemnity**

Subject to the Corporations Act, the Ontario Historical Society Act and the Not-for-Profit Corporations 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 a 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, the Ontario Historical Society Act and the Not-for-Profit Corporations Act, the Society may purchase and maintain such insurance for the benefit of any person referred to in Section 1 as the Board of Directors may from time to time determine.

**Attached:**

Schedule 1: Board Member Roles and Responsibilities

Schedule 2: Job Description for the Executive Director