

# THE LAC DU BONNET AND DISTRICT HISTORICAL SOCIETY INC.

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## BY-LAW NO. 1 Revised May 9, 2022

*Working in the present while preserving the past for now and the future.*

Incorporated January 18, 1988

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## ARTICLE I - GENERAL

- 1.01 Name - The name of the Corporation shall be The Lac du Bonnet and District Historical Society Inc. and is hereafter referred to as the Society.
- 1.02 Location - The headquarters of the Society shall be located in the Town and/or Rural Municipality of Lac du Bonnet, Manitoba, its mailing address being Box 658, Lac du Bonnet, Manitoba.
- 1.03 Purpose – To collect, preserve, display, and communicate the history pertinent to the Lac du Bonnet and district area.
- 1.04 Aims and Objects - The society’s aims and objectives are:
- a. Develop, maintain, and operate municipal designated heritage sites: the Hans Erickson Cabin (LdB District Museum) and former St. John’s Anglican Church (The St. John’s Heritage Church and Arts Centre).
  - b. Collect and preserve artifacts and information for display in the museum for dissemination in the community which accurately reflects our origins, cultural backgrounds and economic development.
  - c. Build tourism by promoting history and community education.
  - d. Collaborating and building close working relationships with local groups, heritage agencies, and the community at large to expand our resources to further our purpose in the community.
  - e. Develop programs that disseminate understanding of the past to the community.
  - f. Promote and encourage research and publications relating to Lac du Bonnet’s history.

- 1.05 Fiscal Year – The Fiscal Year of the Society shall begin on July 1<sup>st</sup> in each year and terminate on June 30<sup>th</sup> of the following year.
- 1.06 Legislation – The Lac du Bonnet and District Historical Society Inc. will comply with legislative requirements under the Manitoba Corporations Act, Charities Registration Act, and the Income Tax Act.

## ARTICLE II - MEMBERS

- 2.01 Membership – The membership of the Society shall be those persons, organizations, and agencies who have an interest in the goals of the Society. Membership is by application and is subject to the following:
- a. Individual and family memberships are available on a one-year renewal basis and expire on December 31<sup>st</sup> of each year;
  - b. Pay the appropriate membership fee; and
  - c. A member may be expelled from the Society by a majority vote at any Special Meeting of Members.

The board shall have authority to grant or deny membership in the Society to any potential member for any reason that the board in its sole and absolute discretion considers to be reasonable. Refusal of membership will be provided with written explanation to the candidate.

The directors are deemed to be delegates of the members for all legal, corporate, and board voting considerations.

- 2.02 Membership Rights and Privileges – Members shall have and be entitled to the following rights and privileges:
- a. The right to receive notices of, and to attend and vote at Meetings of Members;
  - b. Eligibility for nomination for, and election to, the Board of Directors;
  - c. The receipt of any newsletters or publications that are produced by the Society.
- 2.03 Voting Privileges – Only members in good standing as outlined shall be entitled to vote at any Annual, Special, or General Meeting of the Members.
- 2.04 Resignation - A member may withdraw their membership at any time by giving notice in writing to the Board of Directors.

## ARTICLE III - MEETINGS OF MEMBERS

- 3.01 Annual Meeting - The annual meeting of members shall be held no later than six (6) months after fiscal year end. The Annual Meeting of the Society shall normally be held towards the end of every September, the exact date to be set by the Board, and 21 days' notice shall be given to every member through written notice.

The annual meeting of members will include the annual financial statements for year ending, annual operating reports, and the board election. A quorum for an Annual Meeting shall be 9 members.

- 3.02 Special Meetings of Members - A special meeting of the members may be convened at the discretion of the board on at least twenty-one days notice to the members. The notice shall specify the purpose of business to be transacted at the meeting, and shall include the text of any proposed special resolution to be discussed.
- 3.03 Notice of Meetings - A meeting of members may be convened by the President or Vice-President, or any two Directors and the Secretary by direction of the President or Vice-President. Notice of meetings must be sent to members no less than 4 days before the meeting is scheduled.
- 3.04 Method of Giving Notices - Any notice shall be sufficiently given if:
- a. Delivered personally;
  - b. Mailed or delivered to a recorded address;
  - c. Telephoned or provided voice message; or
  - d. Sent by electronic mail.
- 3.05 Chairperson and Secretary - The chairperson of any meeting of members shall be the president, or in the president's absence, the vice-president. If the president and the vice-president are both absent, then the voting members present shall choose one of their number to be chairperson. If the secretary of the Society is absent, the chairperson shall appoint a member to act as secretary of the meeting.
- 3.06 Right to Vote - Each member present at a meeting shall have the right to exercise one vote.

## ARTICLE IV - DIRECTORS

- 4.01 Board of Directors - The Board of Directors shall be members of the Society and shall administer and direct the Society. The Board of Directors shall exercise control over the direction, affairs, and finances of the Society, and may propose by-laws and/or policies deemed necessary in the interest of the Society.

- 4.02 Number of Directors - The board shall consist of a minimum of 7 directors and a maximum of 11 directors composed of a combination of appointed and elected members. Each of the following organizations are annually invited to appoint a representative to the Board of Directors:
- Town of Lac du Bonnet
  - Rural Municipality of Lac du Bonnet
  - Municipal Heritage Advisory Committee
  - Lac du Bonnet Lions Club
  - Pioneer Club
  - Lac du Bonnet and District Chamber of Commerce
  - Lac du Bonnet Legion
  - Lac du Bonnet Youth Centre
- 4.03 Appointment and Removal – Each of the organizations identified above shall have the right to appoint one director, and to remove that director with or without cause at any time. Each organization shall appoint its director by notice in writing on an annual basis. Appointed directors are responsible for reporting to the organization they are representing on the activities and business of the Society. Should an organization choose not to appoint a representative to the board, they are to notify the Society prior to the Annual General Meeting, and an additional member shall be elected at that time on the Board of Directors.
- 4.04 Directors from Membership - Shall be elected by the members at the Annual General Meeting. If director nominees are less than the maximum number of seats, the members will be elected by acclamation. If the number is greater, an election by a vote of members present at the AGM will be cast to determine directors.
- 4.05 Removal of Director – The office of a Director shall be automatically vacated under the following circumstances:
- a. If he/she ceases to be a member of the Society;
  - b. If he/she resigns through written notice;
  - c. If majority of members present at a Special Meeting of Members decide that he/she be removed from office;
  - d. If he/she fails to attend three (3) consecutive meetings of the board, after receiving proper notice thereof;
  - e. If the organization that appointed the director gives notice to the Society revoking the director’s appointment; or
  - f. If he/she ceases to be a member of the organization that appointed them.
- 4.06 Term of Office – The term of office of a director is one year. Directors shall be eligible for re-election at the Annual General Meeting.

- 4.07 Vacancies - In the case of an appointed director, if a vacancy on the board occurs for any reason, the board shall provide written notice to the organization that appointed the director who vacated his/her office. The organization may appoint a new director to fill the vacancy until the next Annual General Meeting. The person chosen shall hold office for the balance of the term of the vacating director. The board can also appoint any member for the duration of the term without calling an election.
- 4.08 Ex-officio Member- Is a member of a body (board, committee, council, etc.) who is part of it by virtue of holding another office. Any paid position(s) as designated by the board, shall be ex-officio member(s) of the Board of Directors. The ex-officio member(s) is responsible to submit reports at each monthly Board of Directors Meeting, and at the Annual General Meeting.
- 4.09 Remuneration - The directors of the Society shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such.

## ARTICLE V - MEETINGS OF DIRECTORS

- 5.01 Calling of Meetings - A meeting of the board may be convened by the President or Vice-President, or any two directors and the Secretary by direction of the President or Vice-President. Notice of such meeting shall be delivered, mailed, faxed, telephoned, or e-mailed to each director not less than 4 days before the meeting is to take place.

A meeting of the board may be held and duly constituted at any time without notice if all of the directors are present, or if any are absent, those absent have waived notice or signified their consent to the meeting being held in their absence.

- 5.02 Regular Meetings - The Board of Directors will meet once a month during the year, or at the discretion of the board, the dates of which to be decided by the directors.
- 5.03 Quorum - A majority of the board shall constitute a quorum at any meeting of directors.
- 5.04 Voting - A proposed resolution put before any meeting of the board shall be carried if a majority of the directors present vote in favour. Each director shall be entitled to one vote on all matters, including the president. The voting at Annual or Special meetings of the members shall be by a show of hands, unless a ballot is demanded by at least one member. In the case of equality of votes, the motion will be defeated.
- 5.05 Written and Email Resolutions – A resolution in writing that is either signed, or agreed through email by all of the directors entitled to vote on that resolution at a meeting of the directors, is as valid as if it had been passed at a meeting of the directors.
- 5.06 Minutes and Financial Statements - Minutes of meetings of the board and financial

statements of the Society duly accepted by the Board of Directors shall be available to any member upon written request. The secretary of the board is responsible for recording meeting minutes.

- 5.07 Chairperson - The chairperson of any meeting of the directors shall be the president, or in the president's absence, the vice-president. If the president or vice-president are both not in attendance, then the directors present shall choose one of their number to chair the meeting.
- 5.08 Participation by Communication Devices and Software - A director may participate in a meeting of directors or committee by means of telephone or other communication device that permits all persons participating in the meeting to hear each other. This alternative communication means allows the director to be present at the meeting.
- 5.09 Omissions and Errors - The accidental omission to give notice of any meeting or the non-receipt of any notice by any director or anyone or any error in any notice not affecting the substance of the meeting shall not invalidate any resolution passed or any proceedings taken at any meeting held pursuant to such notice.

## ARTICLE VI - COMMITTEES AND ADVISORY BODIES

- 6.01 Committee Formation – Committees will be formed as required at the discretion of the Board of Directors. Each Committee Chairperson shall be prepared at each board meeting to report on the activities of their committee. The Chairperson may sit as an ex-officio member of all committees.

## ARTICLE VII - OFFICERS

- 7.01 Powers, Duties and Appointments - At the first meeting of directors that follows the annual director election, the board shall elect officers from the directors which include a president, vice-president, secretary, and treasurer, or secretary/treasurer.

The Executive officers shall:

- a. Monitor the effectiveness of the Society in achieving its' stated goals and objectives.
- b. Make recommendations to the full Board regarding the recruitment/dismissal and level of compensation for the Society's employees.
- c. Make recommendations to the full Board for any changes in the personnel or administrative policies of the Society, where deemed necessary.
- d. Act as the Budget Committee in reviewing and establishing the Society's budget.
- e. Act as the Grievance Committee in disputes between the Society and its employees

- or the Society and the community at large.
- f. Be responsible for the review and recommendation of the Society's insurance agents and professional firms.
  - g. Have authority to act as signing agents for the Corporation.
- 7.02 President - The President shall be the Chief Executive Officer of the Society. He/she shall preside at meetings of the Society. He/she shall have signing authority on cheques drawn and all documents and papers that require board authorization. The President will be charged with maintaining liaison with staff of the business and affairs of the Society, or in the absence of staff, will be responsible for the general and active management of the Society. He/she will ensure that all orders and resolutions of the board are carried into effect. The President will prepare and submit to the members at the Annual General Meeting a report of Society activities over the preceding year.
- 7.03 Vice-President - The Vice-President shall assist the President in the performance of his/her duties and shall perform other duties as the Board may assign. He/she shall preside in the absence or disability of the President, and in the case of resignation, or neglected by the President, perform all duties of the President until an election can be held. The Vice-President shall serve as a signing authority for the Society.
- 7.04 Secretary - The Secretary shall be present at meetings of the board and members to be the recording secretary for meetings. He/she will prepare and distribute minutes to all board members. He/she shall ensure copies of the Annual Meeting minutes are available for all members at future Annual Meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and Annual or Special Meetings. He/she will perform other duties as the board may assign. The Secretary shall be the custodian of the seal of the corporation.
- 7.05 Treasurer - The Treasurer will be responsible to the Board for all financial matters related to the Society and shall serve as signing authority of the Society. He/she will ensure that corporate records are maintained, that an annual budget is prepared, and that financial statements are prepared and reported to the Board of Directors. In the event that a review engagement is required, the Treasurer will provide the financial records for this to occur. This report is to be kept with the records of the Society.
- 7.06 Vacancies - If any of the Executive Officer positions become vacant for any reason, the Board may elect, by resolution, an officer to fill such vacancy. If an officer vacates their position for any reason, all books, papers, vouchers, money, and other property in their possession or under their control belonging to the Society shall be delivered and turned over to the Board of Directors.
- 7.07 Meetings - The Executive shall meet at the discretion of the Executive Officers, with a majority of officers, constituting a quorum.

## ARTICLE VIII - FINANCE



- 8.01 Financial Year End – The financial year end is June 30<sup>th</sup> each year.
- 8.02 Banking Arrangements - All monies accruing to the Society shall be deposited in a branch of a financial institution as determined by the Board of Directors.
- 8.03 Signing Authority – Signing authority will be determined by board resolution at a regular meeting. All disbursements shall be made by cheque and signed by any two board approved signing officers who must be current acting board members.
- 8.04 Borrowing Power - Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles of Incorporation, the board may from time to time on behalf of the Corporation, without authorization from the members:
- a. Borrow money upon the credit of the Corporation;
  - b. Issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
  - c. To the extent permitted by the Act, give direct or indirect financial assistance to any persons by means of a loan, guarantee or otherwise on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
  - d. Create a security interest in any property of the Corporation to secure any evidences or indebtedness or guarantee or any present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

- 8.07 Property - The Board of Directors shall be the custodian of all property for the Society, and the applications for the use of such property shall be directed to the Executive who will receive their direction in the loaning and/or disposition of such property from the Board of Directors.
- 8.08 Execution of Instruments - Contracts, documents, or any instruments in writing requiring the signature of the Society may be signed by any two board approved signatories. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer(s), or any other persons on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- 8.09 Corporate Seal - The Society shall have a seal, the impression of which is stamped in the margin. The seal, when required, may be affixed to contracts, documents, or instruments in writing of the Society whenever so authorized.
- 8.10 Annual Financial Report - It shall be the duty of the Board of Directors to provide a written report on the financial position of the Society that is to be presented at the Annual Meeting. At this meeting, it will be determined by resolution, if an annual review engagement is required.

## ARTICLE IX - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 9.01 Limitation of Liability - Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for any other matter permitted or performed by the director or officer in executing the duties of his or her office. However, nothing in these by-laws shall relieve any director or officer from the duty to act in accordance with the Act and the regulations, or from any liability arising from a breach of such a duty.
- 9.02 Indemnity - Subject to the Act, the Corporation shall indemnify a director or officer; a former director or officer; or a person who acts or acted at the Corporation's request as a director or officer of another corporation of which the Corporation is or was a shareholder or creditor; and the person's heirs and legal representatives, against all expenses reasonably incurred by the director or officer in respect of any action or proceeding to which the officer or director is made a party by reason of being or having been a director or officer of the Corporation if:
- a. The director or officer acted honestly and in good faith with a view to the best interests of the Corporation; and
  - b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his or her conduct was lawful.

Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

- 9.03 Goods and Services Clause – Goods and service contracts for the Society over \$5,000 will be approved by the Board of Directors through:
- a. A minimum of two (2) independent competitive bids are obtained; and

- b. The contract offering the lowest cost, or that best meets the required criteria.
- c. In urgent matters where time does not allow for a bid process, a board motion to approve the purchase is all that is required.

9.04 Conflict of Interest – A director is deemed to have a conflict of interest when a contract or transaction that the Society is involved with may directly or indirectly benefit the director. Whenever a director has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- a. The interest of such director is fully disclosed to the board of directors;
- b. No interested director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of directors at which such matter is voted upon;
- c. Any transaction in which a director has a financial or personal interest shall be duly approved by directors not connected as being in the best interests of the organization;
- d. Payments to the interested director shall be reasonable and shall not exceed fair market value; and
- e. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE X - AMENDMENTS**

10.01 Amendment of By-laws - The Bylaw can only be amended by a clear majority vote of the members attending an Annual Meeting or a meeting of the members called for that purpose, provided fourteen days' notice has been provided by the Society. A copy of the Constitution shall be provided to each new member of the Board of Directors and a copy shall be available at the Annual Meeting.

10.02 Operational Policies and Procedures - The board may establish secondary rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation.

## **ARTICLE XI - DISSOLUTION**

11.01 Dissolution - The Society shall be deemed non-functioning after three (3) consecutive meetings at which a quorum of the Board of Directors cannot be met. A Special Meeting of members will be called with the purpose of electing a new Board. If a new Board is not formed, formal notice of dissolution of the Society will be advertised in a local newspaper, and all legal documents required for dissolution will be filed with the appropriate agencies, and all associated organizations will be notified.

11.02 Distribution of Assets - In the event of dissolution of the Society, any of its assets remaining after satisfaction of its debts and liabilities, shall be distributed to a local or regional qualified done, as defined by Canada Revenue Agency, in the area whose objectives most clearly align with those of the Society as determined by its members at the time of dissolution.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 9<sup>th</sup> day of May, 2022 and confirmed by the members of the Corporation by special resolution on the 11 day of October , 2022.

Dated the 11 day of October , 2022.

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Terry Tottle  
**President**

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Michelle Wazny  
**Secretary**