

**BY-LAW NO. 1**

**GENERAL BY-LAW**

**OF THE**

**MANITOBA HISTORICAL SOCIETY**

**WHEREAS** the Manitoba Historical Society was incorporated by *An Act to incorporate the Historical and Scientific Society of Manitoba* passed by the Legislature of the Province of Manitoba assented to on the 25th day of June, 1879, as contained in Chapter 24 of the 1879 Statutes of Manitoba;

**AND WHEREAS** the 1879 Act was repealed on 14 November, 1990;

**AND WHEREAS** the Society was incorporated by *The Manitoba Historical Society Incorporation Act* assented to on the 5<sup>th</sup> day of July, 1994 in the English and French languages as contained in Chapter 33 of the 1994 Statutes of Manitoba;

**AND WHEREAS** *The Manitoba Historical Society Incorporation Act* confers power to make a constitution, by-laws, rules and regulations and is deemed to be the *de facto* Constitution of the Society;

**AND WHEREAS** this By-law amends and replaces any previous general by-law of the Manitoba Historical Society;

**BE IT ENACTED** as By-law No. 1 of the Manitoba Historical Society as follows:

**ARTICLE I - INTERPRETATION**

1.01 Interpretation. In this and all other By-laws of the Corporation:

(a) "Act" means "The Manitoba Historical Society Incorporation Act", Chapter 33 of the Statutes of Manitoba 1994;

(b) "Board of Directors" or "Board" means the Society's governing council referred to in Section 8 of the Act;

(c) "Director" means a member of the Board of Directors;

(d) "Organization" means an organized body of people with a particular purpose, such as a business, society, association, or non-profit institution such as a library, academic organization;

(e) “Member” means any class of member holding a current membership in the Society;

(f) “Subscribing Member” means any Member who also subscribes to Prairie History magazine;

(g) “Society” means The Manitoba Historical Society.

1.02 Gender and Number. Words implying the singular include the plural and vice versa; words implying gender include all genders;

1.03 Statute References. When any statute is referred to, the reference is to that statute as amended or replaced from time to time.

## **ARTICLE II - OBJECTS OF THE SOCIETY**

2.01 Objects. The objects of the Society are:

(a) To foster the preservation of property relevant to an appreciation of the history of Manitoba;

(b) To encourage research and publications relating to the history of Manitoba;

(c) To promote and encourage public interest in Manitoba and Canadian history.

## **ARTICLE III – REGISTERED OFFICE**

3.01 The Society’s registered office shall be in such place in the Province of Manitoba as the Board of Directors may determine.

## **ARTICLE IV – MEMBERSHIP**

4.01 Classification of Members. Full membership in the Society is open to any person or organization that supports the objects of the Society, completes a membership application where required, pays the applicable membership fee, and qualifies as one of the following classes of member:

(a) Honorary Member. A person appointed by the Board of Directors in recognition of having made a significant contribution to the Society and who is not required to pay membership fees;

(b) Regular Member. An individual person or, where the Board of Directors has made and continues a provision for Families, one of the individual persons who qualify as part of a Family; where two or more persons in a family hold regular membership, only one need be a subscribing member; where the Member is an organization, “Regular Member” means the person designated by the organization as its representative;

(c) Life Members. A person who qualified as a Life Member prior to May 1, 2015.

(d) Youth/Student Member. An individual person who is enrolled as a full-time student at a recognized high school or post-secondary educational institution.

4.02 Rules and Regulations. All Members shall be bound by, observe and comply with the Act and all Bylaws, policies, rules and regulations of the Society.

## **ARTICLE V - THE BOARD OF DIRECTORS**

5.01 Powers. The Board of Directors, acting through the Society's Executive Committee and Officers, shall be responsible for the management and supervision of the affairs of the Society.

5.02 Membership. The Board of Directors shall consist of the following:

(a) The Society Officers and;

(b) Not fewer than ten (10) and not more than twenty (20) Members elected or appointed as required.

5.03 Qualifications of Members of the Board of Directors. Subject to the Corporations Act (Manitoba), any individual person is qualified to be nominated and elected a member of the Board of Directors, who:

(a) is a Regular Member or a Youth/Student Member, in good standing;

(b) is a Canadian citizen or permanent resident;

(c) has not been declared incapable or have the status of a bankrupt;

(d) is, at the time of election or appointment to Council, at least eighteen (18) years of age; and

(e) is not an employee of the Society.

5.04 Duty of care. Directors and Officers of the Society in exercising their powers and discharging their duties shall

(a) act honestly and in good faith with a view to the best interests of the Society; and

(b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.05 Duty to comply. Directors and Officers of the Society shall comply with The Corporations Act (Manitoba) and associated regulations, the Act and the Society By-laws.

5.06 Conflict of Interest. No person shall be disqualified from the Board of Directors if the person is interested in or participates in, either directly or indirectly, in the profits of any contract or arrangement made or proposed by the Society, provided the person complies with the conflict of interest policies of the Society. Any absence of a person during discussion or voting on a proposed contract or arrangement in which that person is interested shall not result in the loss of any quorum.

5.07 Election and Term. Directors shall be elected by the Members and each person so elected shall hold office for a term of three (3) years, or in the case of election to complete an unexpired term, for the unexpired term, and in any case until a successor is elected or appointed. No term shall exceed six years in succession.

5.08 Attendance at Board meetings. Any Director who fails to attend three or more consecutive meetings of the Board without reasonable cause as determined by the Board may be notified that a Special Meeting of Members will be convened to remove the Director from the Board.

5.09 Remuneration. Directors shall not be entitled to any remuneration, but they shall be entitled to be reimbursed for their travelling and other expenses properly incurred by them in connection with the affairs of the Society.

## **ARTICLE VI - MEETINGS OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

6.01 Frequency of Meetings. The Board of Directors will normally schedule at least nine (9) regular monthly meetings each year and shall meet a minimum of five (5) times each year.

6.02 Calling of Meetings. A meeting of the Board of Directors may be convened by the Chair or the Vice-Chair, or by the Secretary at the request of any three Directors.

6.03 Notice. Notices of meetings shall be given at least three (3) clear days before the day of an Executive Committee meeting and at least seven (7) days before a Board of Directors meeting.

6.04 Participation. A Director may participate in a meeting of the Board of Directors by electronic means in a way that permits all persons to hear each other, and a Director so participating shall be deemed to be present at the meeting.

6.05 Voting. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote and the vote shall be declared lost.

6.06 Quorum. One-third of the members of the Board of Directors shall constitute a quorum for the transaction of business.

6.07 Vacancies. The Board of Directors may appoint a Member to fill a vacancy in the Board, except a vacancy resulting from an increase in the number or minimum number of Directors or from a failure to elect the number or minimum number of Directors required by this By-law.

## **ARTICLE VII - OFFICERS**

7.01 Officers. The officers of the Society shall consist of the Chair, Vice-Chair, Secretary, Treasurer and a Past Chair or Past President (having resort first to the immediate Past Chair and if not, then resorting to the next preceding Past Chair or Past President until such former officer is available.)

7.02 Term. The officers shall take office immediately following their election by the Members or appointment and shall hold office for one (1) year until the next Annual General Meeting or until their successors have been duly elected or appointed by the Board of Directors. The Past Chair, Chair and Vice-Chair may serve up to three one year terms consecutively. The Secretary and Treasurer may serve up to six years consecutively.

7.03 Duties of Officers. The officers shall have the duties pertaining to their respective offices as follows:

Chair. The Chair shall preside at all meetings of the Board of Directors, the Executive Committee and of Members of the Society and shall at each Board meeting report on all meetings of the Executive Committee since the last meeting of the Board. The Chair shall be an *ex officio* member of all committees and shall freely consult with and advise the other officers and committee chairs in or about the performance of their duties. The Board of Directors shall assign such other duties and responsibilities to the Chair as the Board may determine from time to time.

Vice-Chair. This officer shall assist the Chair, and in the case of absence or disability, act in the place of the Chair, and carry out such other duties as the Board of Directors may determine.

Secretary. This officer shall cause to be made a true and accurate record of all business transacted at all Executive, Council and General Meetings of the Society, shall cause to be preserved all corporate records of the Society, shall ensure a timely circulation of all minutes of meetings, and shall carry out such other duties as the Board of Directors may determine.

Treasurer. This officer shall oversee the financial affairs of the Society and report thereon to the Board of Directors. This includes the following duties and responsibilities:

- oversee the accurate and timely recording of transactions in the books and records of the Society
- report to the Executive and the Board on a regular basis the financial status of the Society

- oversee the preparation and presentation of an annual budget
- perform other duties as the Board of Directors may determine.

Past Chair. This officer shall assist the Board of Directors and the Executive Committee in continuing the activities of the Society in a manner consistent with the objects of the Society.

7.04 Vacancies. If any of the above offices shall become vacant, the Board of Directors may appoint a member of the Board to fill the vacancy for the unexpired term.

## **ARTICLE VIII - MEETINGS OF MEMBERS**

8.01 Annual General Meeting. The Annual General Meeting of the Members shall be held in Manitoba on a day and at a place as the Board of Directors may determine to:

- (a) Receive and consider the Society's financial statements for the previous fiscal year;
- (b) Elect Directors;
- (c) Elect Officers;
- (d) Appoint auditors or resolve not to appoint an auditor but appoint an accountant or other person to carry out a financial review;
- (e) Consider such special business as may properly be brought before the meeting.

8.02 Special General Meetings. A Special General Meeting shall be called, on such day and at such place as shall be determined by the Chair or Vice-Chair, or upon the written request to the Secretary of not fewer than 15 Members of the Society specifying the nature of the special business to be transacted at the meeting. No business other than that stated in the notice of meeting to the Members shall be transacted at the meeting.

8.03 Special Business. Notice of a meeting of members at which special business is to be transacted shall state,

- (a) the nature of that business in sufficient detail to permit the Member to form a reasoned judgment thereon; and
- (b) the text of any special resolution to be submitted to the meeting.

8.04 Notice for Annual General and Special General Meetings. Members shall be given notice by mail or electronic means specifying the place, the day and hour of the meeting and the nature of the business to be transacted, not fewer than 21 days nor more than 50 days before the day of the meeting, to the last known electronic or mailing address recorded in the Society's books.

Meetings, or proceedings at meetings, shall not be invalidated by the accidental omission of notice to any Member.

8.05 Quorum. The quorum at any Annual or Special General Meeting shall be twenty (20) Members of the Society.

8.06 Voting. At every meeting of Members,

(a) All questions or resolutions shall be decided by a show of hands unless, before or upon the declaration of the result of the show of hands, a demand be made by at least four (4) Members present and eligible to vote that a vote be by secret ballot.

(b) Every Member shall have one vote only and only Members who are present, may vote. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote.

## **ARTICLE IX - COMMITTEES**

9.01 Statutory Standing Committees. The following statutory standing committees of the Board are established with membership to be determined by the Board and shall be respectively chaired by Officers as follows:

<u>Committee Name</u>	<u>Officer</u>
(a) Executive	Chair
(b) Finance and Budget	Treasurer
(c) Nominating	Past Chair

9.02. Governance Standing Committee. The Board shall establish a Governance Standing Committee and appoint the chair and members thereof.

9.03 Other Standing Committees. The Board may establish the following Standing Committees and appoint the chairs and members thereof:

Fundraising, Membership, Marketing, Programming

9.04 Other Committees. The Board may establish such other committees from time to time as it may deem necessary or advisable and shall appoint their chairs and members and prescribe their duties.

9.05 Terms of Reference. Committees shall be guided by the terms of reference and policies established from time to time by the Board, and shall regularly report to the Board. Each Director shall be a member of at least one committee to ensure liaison between the committees and Board.

9.06 Term. The appointment of a Director to a Committee shall be until the first Board meeting following the next Annual General Meeting.

9.07 Quorum. The quorum for all committees shall be specified in the Terms of Reference of the respective committee.

9.08 Notice. Committee Meetings shall be convened by the Chair or designate upon reasonable notice to each committee member.

9.09 Expenditures. No expenditures shall be made nor any liability incurred by any Committee unless there is a specific budget item for such expenditure, or the Executive Committee or the Board of Directors has approved the expenditure.

## **ARTICLE X - EXECUTIVE COMMITTEE**

10.01 Executive Committee. The Executive Committee shall consist of the Society Officers.

10.02 Additional Members. The Board of Directors may add up to three additional members selected from among the members of the Board of Directors when it finds this is necessary for the efficient functioning of the Executive Committee. Such members shall be appointed to serve a term ending at the next Annual General Meeting and may be appointed as a member of the Executive Committee for no more than three (3) consecutive years.

10.03 Authority. The Executive Committee shall consider and present recommendations to the Board of Directors on the management of the business and affairs of the Society and is vested with the authority necessary to carry out the Board's policies and decisions. In addition, subject to ratification by the Board of Directors at the first Board meeting following the Annual General Meeting, the Executive Committee shall possess and may exercise all of the powers of the Board in the management of the business and affairs of the Society between meetings of the Board, except those matters where authority is limited by The Corporations Act (Manitoba).

10.04 Minutes. The Executive Committee shall keep regular minutes of its proceedings and cause them to be recorded in books kept for that purpose. The Executive Committee shall report to the Board of Directors through the Chair on all meetings and business since the last Board meeting.



## **ARTICLE XI - NOMINATING COMMITTEE**

11.01 Nominating Committee. The Board of Directors shall appoint a Nominating Committee in advance of the Annual General Meeting. The Nominating Committee shall consist of a Past Chair or Past President as Chair, and at least three (3) Members appointed by the Board, of whom at least one should be a Director.

11.02 Duties. The Nominating Committee shall consider nominations for Officers and Directors, and the report, where possible, shall accompany the notice for the Annual General Meeting.

## **ARTICLE XII - STAFF**

12.01 Executive Director. The Board of Directors may appoint an Executive Director who shall be the chief administrative officer of the Manitoba Historical Society reporting to the Board. The Board shall establish a formal description of the duties and responsibilities of the Executive Director and shall ensure the conduct of regular performance and compensation appraisals for consideration by the Board in confidential session.

12.02 Employees/Consultants. The Board of Directors may engage employees or consultants to fill such positions or to carry out such duties with such title and for such remuneration as the Board of Directors shall determine and the Executive Committee shall recommend.

## **ARTICLE XIII – INDEMNIFICATION**

13.01 Indemnification of Directors and Officers

- (a) The Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society or another individual who acts or acted at the Society's request as a Director or Officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society or other entity.
- (b) The Society shall advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in section 13.01(a). The individual shall repay the monies if they do not fulfill the conditions of section 13.01(c).
- (c) The Society shall not indemnify an individual under section 13.01(a) unless they
  - (i) acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Society's request, and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

(d) The Society shall also indemnify the individual referred to in Section 13.01(a) in such other circumstances as The Corporations Act (Manitoba) or the law permits or requires. 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.

## **ARTICLE XIV - GENERAL**

14.01 Fiscal Year. The fiscal year of the Society shall terminate on the 31st day of March in each year or on such other date as the Board of Directors may from time to time determine.

14.02 Signing Authorities. Any two officers may sign contracts, documents, or instruments in writing requiring the signature of the Society. The Board of Directors may from time to time by resolution appoint any officer or officers or any other person or persons on behalf of the Society to sign specific contracts or documents or instruments in writing.

14.03 Banking. The banking business of the Society, or any part thereof, may be transacted with such financial institution as the Board of Directors may from time to time determine and with such signing authorities for the making, signing, drawing, accepting, endorsing, depositing and dealing with receipts and disbursements of the Society as determined under existing banking rules.

14.04 Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable and not inconsistent with the Act, this By-law and any special rules of order the Society may adopt.

## **ARTICLE XV - AMENDMENT TO THE BY-LAW**

15.01 Amendment. This Bylaw may be amended by the Board of Directors and such amendments shall have full force and effect until presented to the Members at the next occurring Annual or Special General Meeting of the Members for ratification, with or without further amendment, by a two-thirds (2/3) majority vote of the Members of the Society present.

## **ARTICLE XVI – DISSOLUTION**

16.01 Dissolution. If, upon a winding-up or dissolution of the Society, there remains, after payment of debts and liabilities, any property, it shall not be paid to or distributed to Members, but shall be given or transferred to some other registered charity or charities as defined by the Income Tax Act (Canada), in Manitoba, such charity as determined by the Members at about

the time of winding-up or dissolution or in default thereof by a Judge of the Manitoba Court of King's Bench who may have acquired jurisdiction over the matter.

**ARTICLE XVII REPEAL**

16.01 Repeal. Effective as of the date of enactment, all previous versions of this General By-law of the Society are repealed.

Enacted by the Board of Directors on the      day of May, 2024.

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Chair

\_\_\_\_\_  
Secretary

Ratified by the Members in Annual General Meeting assembled on the      day of      ,  
2024.

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Chair

\_\_\_\_\_  
Secretary