

**CONSTITUTION
of the
Portland-on-the-Rideau Historical Society**

[As adopted by vote at the 2009 Annual General Meeting]

ARTICLE 1 NAME

1.01 The name of the Society is:
Portland on the Rideau Historical Society

ARTICLE 2 PURPOSES

The objectives of the Society are:

ARTICLE 3 MEMBERSHIP

3.01 The Society is member based and open to all persons wishing to join and willing to abide by its Constitution and respect its objectives. It actively seeks out both organizations and individuals as members as the primary means to achieve shared goals.

3.02 Membership in the Society shall be open to individuals, and to organizations such as not-for-profit associations, businesses, institutions and governments interested in furthering the objectives of the Society. Classes of membership shall be as described in the bylaws.

3.03 New organizational members shall be approved by the Board of Directors.

3.04 Members shall be entitled to notice of all Annual General Meetings (AGM) of the Society, to attend and have a voice at such meetings, and to have one vote per member at such meetings.

3.05 Members are eligible for nomination and election as Directors or Officers of the Society and eligible to serve on committees, sub-committees, working groups, task forces and advisory councils.

3.06 The bylaws of the Society, as revised from time to time, shall specify further details such as membership fees, etc.

ARTICLE 4 BOARD OF DIRECTORS

4.01 The Society shall be governed by a Board of Directors including Officers. The officers and Directors shall be elected by vote of the members of the Society at the annual general meeting (AGM) of the Society.

4.02 Officers of the Society shall include a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. The position of Secretary and Treasurer may be combined if the Board so agrees. The Board shall also appoint an archivist.

4.03 The bylaws of the Society, as revised from time to time, shall specify further details such as the minimum and maximum number of Directors, nomination and election procedure, terms of office, filling vacancies, and quorum.

ARTICLE 5 PARTNERSHIPS

5.01 Additional guidelines regarding partnership agreements such as memoranda of understanding and contracts shall be provided in the bylaws of the Society and policies enacted by the Board of Directors.

ARTICLE 6 DOCUMENTS OF AUTHORITY AND AMENDMENT

6.01 The Society and all its officers are governed by the following Documents of Authority: a Constitution, Bylaws, and Board policies.

6.02 The Constitution establishes the fundamental governance of the Society, and supersedes all other bylaws and policies. The Constitution may be amended by a resolution drafted by the majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least three quarters (3/4) of the members voting at a duly called general meeting of the Society, the proposed amendment having been circulated to members at least 30 days in advance. And if at least 1/3 of the membership indicates a desire to amend the constitution, the Board must draft an amendment to address the concern, circulate it at least 30 days in advance, and present it to a duly called general meeting of the Society, where it must receive an affirmative vote of at least three quarters (3/4) of the members voting to take effect.

6.03 The Bylaws, subject to the terms of the Constitution, specify the operation of the Society. The Bylaws of the Society may be established, repealed or amended by a Bylaw enacted by the majority of the Directors at a meeting of the Board, circulated to the members at least 30 days in advance, and sanctioned by an affirmative vote of the majority of the members voting at a general meeting of the Society. If the Bylaw is not circulated to the members at least 30 days in advance, the Bylaw may be sanctioned by an affirmative vote of at least 2/3 of the members voting at a general meeting of the Society.

6.04 Board policies, subject to the terms of the Constitution and Bylaws, are established, rescinded, or amended by the Board of Directors, either by consensus or vote.

ARTICLE 7 DISSOLUTION

7.01 In the event of dissolution of the Society, all its remaining assets after payment of its liabilities shall be distributed to one or more registered charitable or not-for-profit organizations preferably to members of the Society under the provisions of the Income Tax Act. It is

specifically provided that these organizations be organizations in Canada supporting historical activities.

ARTICLE 8 NOT FOR PROFIT

The organization shall be carried on without purpose of gain for its members, and any profits or gain to the organization shall be used in promoting its objectives.

Chair: _____BRUCE K. BOLES_____Jan. 12, 2009_____ [original signed]

Secretary: _____SHIRLEY WIMPERIS _____Jan. 12, 2009____ [original signed]

BYLAWS OF THE PORTLAND ON THE RIDEAU HISTORICAL SOCIETY

BYLAW 1 MEMBERSHIP

1.01 DEFINITION OF A MEMBER

There shall be two classes of membership, namely organizational and individual.

A member means either an individual member or an appointed representative of a member organization or member government. Member organizations and member governments shall appoint one representative to attend general meetings of the Society and speak and vote on their behalf. Such appointments must be in writing and provided to the Board of Directors in advance.

1.02 MEMBERSHIP YEAR AND GOOD STANDING

The membership year is the calendar year. Annual membership fees will be determined by the Board of Directors. Individual and Organizational membership fees may differ. A member whose membership has been renewed for the current year is a member in good standing.

BYLAW 2 BOARD OF DIRECTORS

2.01 COMPOSITION OF THE BOARD

The Board of Directors shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer and at least (3) three Directors. The Executive Director of the Society shall be an ex-officio non-voting member.

The past Chairperson shall be a non-voting member.

2.02 QUALIFICATIONS FOR ELECTED DIRECTORS

Each elected director shall be an individual member in good standing of the Society for at least 30 days prior to being elected. Directors must be at least eighteen (18) years of age.

2.03 Duties of Officers of the Society

The affairs of the Society shall be managed by a Board of Directors, and each of which shall be a member in good standing of the Society. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified.

2.04 REMOVAL OF A DIRECTOR

The Members of the Society, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, may remove any director before the expiration of her/his term of office, and may, by the majority of the votes cast at the meeting, elect any person in his stead for the remainder of her/his term..

2.05 DUTIES OF THE OFFICERS OF THE SOCIETY.

2.05.1 THE DUTIES OF THE CHAIRPERSON/VICE CHAIRPERSON

The Chairperson or, in her/his absence, a Vice Chairperson, shall chair any meeting of Directors. If no such officer is present, the Directors present shall choose one (1) of their number to chair the meeting. The Chairperson shall be charged with the general management and supervision of the affairs and operations of the Society. The Chairperson with the Secretary or other officer appointed by the Board for this purpose shall sign all by-laws and membership certificates. During the absence or inability of the Chairperson, her/his duties and powers may be exercised by the Vice Chairperson.

2.05.2 DUTIES OF THE TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all the receipts and disbursements of the Society in proper books of account and shall deposit all moneys or valuable effects in the name and the credit of the Society in such bank as designated by the Board of Directors. She/He shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board at the regular meetings or whenever required of her/him, an account of all his transactions as Treasurer and of the financial position of the Society.

2.05.3 DUTIES OF THE SECRETARY

The Secretary shall ensure that minutes are kept of all Board meetings and distributed in a timely fashion to all Directors. The Secretary will be responsible also for other correspondence that involves the organization.

2.05.4 DUTIES OF THE ARCHIVIST

An archivist will be appointed by the Board of Directors and will act as the official manager and caretaker of the artifacts and records of the Society.

2.06 NOMINATING COMMITTEE

The Board shall appoint a Nominating Committee to present a slate of officers to the AGM. Members may also make nominations at the AGM.

2.07 VACATED OFFICE OF A DIRECTOR

The office shall be automatically vacated:

- (a) if a Director resigns his or her office by delivering a written resignation to the Chair;
- (b) by a 3/4 vote of the other Directors. Such a vote will be taken if a Director violates conflict of interest procedures, or if a Director misses 3 consecutive Board meetings without leave of the

Board. No such resolution shall be put before the Board until after the Director in question has been notified in writing of the cause and afforded an opportunity for a hearing before the Board.
(c) if a Director becomes bankrupt or suspends payment or compounds with her/his creditors;
(d) upon death;

2.08 VACANCIES ON THE BOARD

The Board may, at any meeting, fill vacancies on the Board by appointing Directors to temporarily fill vacancies until the next election of Directors.

2.09 SPECIAL ADVISORS

The Board may appoint, at any time, non-voting special advisors to the Board to benefit from specific expertise or representation, and may call upon past directors, elders, or other special advisors for such support.

2.10 DECLARATION OF INTEREST

It shall be the duty of every Director of the Society who in any way, whether directly or indirectly, has a personal beneficial interest in a contract or arrangement or proposed contract or proposed arrangement with the Society, to declare such interest and to refrain from discussing or participating in discussions and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

All Directors who are involved in or associated with, directly or indirectly, or having a beneficial interest in projects which are funded by the Society or having a relationship, direct or indirect, with organizations with which the Society is negotiating a potential partnership, must declare a potential conflict of interest at the outset of discussions of these projects or partnerships. The Director is excused from the meeting room for the debate, refrains from discussion and is not entitled to vote on any matter around which a conflict is declared.

2.11 REMUNERATION

The Directors of the Society shall receive no compensation for acting as such. The Directors may be reimbursed according to procedures specified by the Board for reasonable expenses incurred by them in the performance of their duties as a member of the Board. The Society will calculate and publish the in-kind value of the time donated by Board Members and other volunteers.

2.12 TERM OF OFFICE

The general term of office for a Director shall be of three (3) years duration. The founding Board of Directors shall establish at its first meeting a principle of rotation to retire directors.

2.13 RETIRING DIRECTORS

Retiring Directors shall be eligible for re-election.

BYLAW 3 MEETINGS OF THE BOARD OF DIRECTORS

3.01 QUORUM

Quorum for a meeting of the Board of Directors shall be (4) four directors present at a duly called meeting or polled as per 3.07.

3.02 RULES OF ORDER

Whenever possible the Board of Directors shall make decisions by consensus upon a motion or resolution. The Board of Directors shall determine other appropriate rules of order to ensure fair and smooth operation of their meetings. Should attempts to reach consensus fail, the question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote. Instead further discussion and attempt to reach consensus will occur and the question may be then decided by a majority of the votes cast on the question. A tied vote is lost.

3.03 MINUTES

The minutes of the annual meetings, special and regular Board meetings or minutes of committee, subcommittee, working group, task force or advisory council meetings shall be made available by request for review by any member in good standing of the Society, excepting those notes defined as confidential as per section 3.04.

3.04 OPEN MEETINGS

Meetings of the Board, committees, working groups, etc. are open to any member in good standing, except where confidential matters as defined by the Ontario Municipal Act are discussed. Members do not have a vote at these meetings, only at the Annual General Meeting. Non-Members may attend Meetings of the Board, committees, working groups, etc. if invited by the Board of Directors, but may not vote. Non-Members may attend Annual General Meetings but may not vote.

3.05 NUMBER OF MEETINGS

There shall be at least three (3) meetings per year of the Board of Directors. Meetings of the Board shall be held from time to time at the call of the Chair or upon a written request signed by any four (4) Directors.

3.06 NOTICE OF MEETINGS

Five (5) days notice of the time and place of every meeting so called shall be given, if sent other than by mail, to each Director before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such a meeting being held. Ten (10) days notice shall be given to each Director if such notice is sent by prepaid mail.

3.07 MEETING BY TELEPHONE/EMAIL

If all Directors of the Society consent thereto generally or in respect of a particular meeting, meetings of the Board or Committees of the Board may be held by teleconference or other communications facilities. A Director participating in such a meeting by such means is deemed to be present at the meeting.

3.09 PLACE OF MEETING

Meetings of the Board shall be held at the head office of the Society or elsewhere in the Portland area.

BYLAW 4 GENERAL MEETINGS OF THE SOCIETY

4.01 ANNUAL GENERAL MEETINGS

The Society shall hold an Annual General Meeting (AGM) to reaffirm commitment to the purposes of the Society, elect Directors as may be required, receive reports from committees, review finances, appoint auditors or financial examiner, and conduct other business of the Society.

4.02 OTHER MEETINGS

The Board of Directors may also convene other general meetings of the Society as may be required.

4.03 WRITTEN NOTICE OF ALL MEETINGS

Members shall be sent, at least 21 days in advance, written notice of the date, time, and location of all general meetings of the Society including the Annual General Meeting.

4.04 RULES OF ORDER FOR GENERAL MEETINGS

The Society will attempt to reach agreement through discussion and dispute resolution mechanisms. Where necessary, Robert's rules of order will be used as a guide to conduct general meetings of the Society. Except where noted otherwise in the Constitution or Bylaws or required by law, a simple majority vote of those in attendance is required to pass a motion or resolution at any general meeting of the Society.

4.05 ELECTION PROCEDURE

In the event that there are more candidates than vacancies on the Board at an Annual General Meeting, the election shall proceed by secret ballot. Each member in good standing may mark their ballot in favour of any number of candidates up to the number of vacancies. The candidates with the largest number of votes in their favour shall be elected to fill the vacancies available. Each member present at the meeting is entitled to one ballot; there are no proxy votes allowed. However, a member may also bring to the meeting one additional organizational vote as defined in section 1.01.

4.06 RESOLUTIONS

Resolutions may be put before an Annual General Meeting of the Society by any 3 members in good standing for a vote by the members present.

BYLAW 5 PARTNERSHIPS

5.01 FORMAL PARTNERSHIP AGREEMENTS

Formal partnership agreements must be made by the Board of Directors, and signed by the Chairperson to be valid.

5.02 PRINCIPLES FOR PARTNERSHIP AGREEMENTS

Partnership agreements shall be based on the principles of Respect, Equity, and Empowerment.

BYLAW 6 TRANSACTION OF THE AFFAIRS OF THE SOCIETY

6.01 HEAD OFFICE

Until changed in accordance with the Federal Associations Act, the head office of the Society shall be within the boundaries of the Rideau Lakes Township.

6.02 FINANCIAL YEAR

Until otherwise ordered by the Board, the fiscal year of the Society shall be the calendar year ending December 31st in each year.

6.03 EXECUTION OF INSTRUMENTS

Deeds, leases, agreements, memoranda of understanding, transfers and assignments of property, both real and personal, contracts, tenders, securities including bonds and other forms of obligation, certificates and obligations and other instruments, without limiting the generality hereof, may be signed by the Chairperson or her/his designate upon approval of the Board in advance.

6.04 BANKING ARRANGEMENTS

The Board shall appoint three Officers of the Society as authorized co-signers, one of whom will be the Treasurer of the Society. All financial transactions, such as cheques and bank drafts, shall require the signature of two of the three co-signers, one of which shall be the Treasurer of the Society. The banking business of the Society from time to time shall be transacted with such banks, trust companies and other firms or associations specially designated by the Board of Directors.

6.05 POWER TO INVEST

The Board shall have the power to invest, from time to time, by resolution, in such manner as it shall see fit, the monies of the Society not immediately required for the purposes of the Society.

6.06 POWER TO BORROW

The Board shall have the power to borrow, from time to time, by Resolution, as it sees fit, monies upon the credit of the Society and to limit or increase the amount to be borrowed.

6.07 POWER TO ACQUIRE AND HOLD PROPERTY

The Board may acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal or real property and enter into and carry out any agreements, contracts or undertakings incidental thereto, and sell, dispose of and convey the same, or any part thereof, as may be considered advisable.

6.08 POLICIES, RULES AND REGULATIONS

The Board may prescribe such policies, rules and regulations consistent with these Bylaws relating to the management and operation of the Society as the Board deems appropriate.

BYLAW 7 EXECUTIVE DIRECTOR

7.01 OFFICE OF EXECUTIVE DIRECTOR

The Executive Director is responsible to the Board for the implementation of policies of the Society, and remunerated and subject to removal from office according to the terms of negotiated employment contracts or services contracts.

BYLAW 8 POWERS OF DIRECTORS

8.01 ADMINISTER AFFAIRS

The Directors of the Society shall administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its Letters Patent or otherwise authorized to exercise and do.

8.02 EXPENDITURES

The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an Officer of the Society the right to employ and pay employees and contractors. The Directors shall have the power to make expenditures for the purpose of furthering the Objects of the Society. The Directors shall have the power to create a trust fund or funds in which the capital and interest may be made available for the benefit of promoting the interests of the Society in accordance with such terms as the Board may prescribe; and in respect of which, the Directors may enter into arrangements with appropriate financial institutions or agents to invest the assets of said trust funds in accordance with such investment guidelines as the Board may prescribe from time to time.

8.03 FUND RAISING

The Board shall take steps as it may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations that further the Objects of the Society.

8.04 AGENTS AND EMPLOYEES

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time.

8.05 COMMITTEES

The Board may from time to time appoint such committees, other officers, sub committees, working groups, task forces or advisory councils as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee, group or council may formulate, subject to such terms of reference, regulations, policies or directions as the Board may from time to time make, its own rules of procedure. The Board may, at its discretion, remove or replace any committee, group or council member.

Chair: ___BRUCE K. BOLES_____Date: Jan. 12, 2009

Secretary: ___SHIRLEY WIMPERIS_____Date: Jan. 12, 2009