



THE HAMILTON MOUNTAIN HERITAGE SOCIETY

CONSTITUTION AND BYLAWS

CONSTITUTION

1. **NAME:** The Society shall be called: The Hamilton Mountain Heritage Society
2. **STATUS:**
 - a) The Society shall be a non-profit, incorporated organization with charitable status, affiliated with the Ontario Historical Society.
3. **OBJECTIVES:**
 - a) To increase public awareness and appreciation of local heritage through regular public lectures and on-site visits and to support heritage plaquing initiatives.
 - b) To collect and preserve documentary and other evidence relating to the Hamilton-Wentworth Region, and particularly, Hamilton Mountain.
 - c) To advocate for the preservation of the built heritage of Hamilton Mountain.
 - d) To distribute a regular newsletter and, from time to time, other media products.

BYLAWS

1. MEMBERSHIP:

- a) There shall be Active members and Honourary members.
- b) The Society's operating year will be from January to December.
- c) Active members shall be those who have paid the annual fee.
- d) Honourary (life) membership may be conferred by the Executive on those who have, in its opinion, contributed exceptional service in advancing the interests of the Society.
- e) An Organization may become a member of the Society. Each Organizational Member shall be entitled to one vote at any general and the Annual Meeting of the Society.

2. FEES:

- a) Active members shall pay annually such fees as are set, from time to time, by the Executive, subject to the approval of the membership.
- b) Honourary members shall pay no fee.
- c) Organizational members shall pay annually such fees as are set, from time to time, by the Executive, subject to the approval of the membership.

3. MEETINGS:

- a) There shall be at least five (5) general meetings during the year.
- b) The Annual Meeting shall be held in January prior to the regular general meeting for that month.
- c) There shall be at least five (5) Executive meetings during the year, preceding the general meetings.
- d) The membership, and the general public, shall receive notice of all general meetings, and events in advance through the newsletter, bulletins, speakers' schedule and the media.
- e) Special meetings of the Executive shall be called by the president if deemed necessary, but will be called in any event if demanded by at least one-third of the Executive members, in writing. Such meetings shall deal only with the specific business for which the meeting was called.

4. OFFICERS:

- a) Officers shall be elected at the Annual Meeting.
- b) The Executive shall consist of a Past President, President, Vice-President, Treasurer, Recording Secretary, Membership Secretary, Corresponding Secretary, Archivist and up to seven (7) Counselors.
- c) A nominating committee shall be appointed by the Executive to poll members-in-good-standing as candidates for the Executive. The committee will submit a report to the Executive meeting held prior to the Annual Meeting.
- d) Any member may stand for election at the Annual Meeting after being nominated for a position by two (2) members in good standing.

- e) In the case of the resignation or death of a member of the Executive between elections the Executive may appoint a member-in-good-standing to fill the position for the remainder of the year.

5. COMMITTEES:

- a) Standing committees of the Society shall ideally consist of Archives, Newsletter, Publications, Publicity, Plaquing, and a Refreshment Committee.
- b) Other committees may be appointed by the Executive, from time to time, as necessary to further the activities of the Society.
- c) Committee chairs shall report to the Executive when necessary or as requested.
- d) Committees shall keep detailed minutes of all meetings.

6. DUTIES:

a) **The President shall:**

- i. preside over all general and Executive meetings.
- ii. represent the Society at all official functions.
- iii. be an ex officio member of all committees.
- iv. arrange for appropriate persons to introduce and thank each guest speaker at least one week prior to the meeting.
- v. prepare and submit copies of all Nominating Committee, Annual Treasurer's and Auditor's Reports to the Ontario Historical Society following the Annual Meeting.
- vi. prepare and submit all government reports.
- vii. assist the Treasurer in preparing any grant applications or other requests.

b) **The Vice-President shall:**

- i. in the absence of the President, preside over meetings.
- ii. carry out any other presidential functions or officially represent the Society, at the request of the President.

c) **The Treasurer shall:**

- i. prepare a budget for the Society to be approved by the Executive at the meeting immediately preceding the Annual Meeting.
- ii. keep an accurate and up-to-date record of all the income and expenses of the Society.
- iii. provide a current statement of Society finances at each Executive Meeting.
- iv. prepare and submit all forms such as income tax, grant applications and year end reports.
- v. prepare payment of all Society expenses and accounts at the direction of the Executive.
- vi. prepare and co-sign all cheques along with either the President or the Vice-President.
- vii. Submit all books, statements, invoices and receipts to the auditor.

d) **The Membership Secretary shall:**

- i. keep an up-to-date membership and mailing list.
- ii. record and check the annual membership renewals.
- iii. follow up lapsed memberships.
- iv. Coordinate phone volunteers.

- e) **The Recording Secretary shall:**
 - i. record the minutes of all Executive and general meetings.
 - ii. prepare and distribute the minutes of the Executive meetings prior to the next general meeting.
 - iii. ensure that the official minute book of the Society is current.
- f) **The Archivist Shall:**
 - i. process archival material for placement with the Society Collection, as well as maintaining records of the Collection.
 - ii. where practical, retain duplicate copies of such material for Society uses.
- g) **The Publicity Chair shall:**
 - i. ensure that Society activities receive adequate publicity in the various media.
 - ii. prepare and distribute flyers publicizing forthcoming meetings.
- h) **The Newsletter Editor(s) shall:**
 - i. prepare, publish and distribute the Society newsletter to announce up-coming meetings and activities as well as event information of historical nature, at appropriate intervals.
 - ii. solicit, edit, and publish short articles which help further the Society's objectives.
- i) **The Refreshments Chair shall:**
 - i. plan for refreshments to be served at general meetings.
 - ii. keep a list of members who contribute refreshments for future reference.
 - iii. assist in the planning for refreshments at special events.
- j) **The Counselors shall:**
 - i. attend Executive meetings and assist in decisions regarding Society activities.
 - ii. endeavour to obtain ideas and opinions on future Society activities from the membership.

7. ADMINISTRATION:

- a) The Executive shall guide the affairs of the Society, subject to the review of the membership.

8. QUORUM:

- a) Fifty percent plus one members of the Executive shall constitute a quorum for the transaction of Society business.
- b) Fifteen (15) non-executive members of the Society shall constitute a quorum at any general meeting called for the transaction of business.

9. VOTING – GENERAL MEETINGS:

- a) Voting shall be either by a show of hands or by secret ballot as shall be determined by the Executive.
- b) Voting shall be restricted to members-in-good-standing.
- c) Every matter requiring a vote shall be decided by a majority of the votes of the members-in-good-standing present in person.

10. ELECTRONIC VOTING – EXECUTIVE:

- a) Electronic voting shall be used in emergency situation only (when the issue must be dealt with before the next scheduled executive meeting and there is not ample opportunity to convene an emergency meeting)
- b) The motion to be voted on must be sent to every member of the HMHS Executive. In the event that a member of the Executive does not have e-mail the President will phone that person and present the motion to them.
- c) The motion will deal with one item only.
- d) The motion can deal with financial matters up to \$100.
- e) Executive members will have 48 hours from the time the message is sent to respond with a yes, no or an indication to abstain from the vote.
- f) The President will count the votes and report the results electronically. At least 60% of those votes received, the number of votes received being the number needed for quorum at an Executive meeting, will be needed to carry the motion.
- g) The decision must be recorded in the minutes of the next Executive meeting.
- h) All correspondence concerning the vote will be presented at the next Executive meeting and become part of the official files of the Hamilton Mountain Heritage Society.

11. AMENDMENTS:

- a) Amendments to the Constitution may be made at the Annual Meeting by a two-thirds majority vote of the members-in-good-standing present in person, providing that notice of the motion has been given at least thirty (30) days in advance of the meeting.
- b) Amendments to the by-laws may be made at any general meeting, providing that notice of the motion has been given at least thirty (30) days in advance of the meeting.

11. AUDITOR:

- a) An auditor shall be appointed annually to examine and report on the Society's financial accounts for consideration at the Annual Meeting.

12. WINDING UP OF CORPORATION

Upon dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable heritage-minded organizations within the greater Hamilton area.

October 19, 1998
Approved: November 19, 1998
Amended: May 17, 2001
Amended: January 19, 2012
Amended: March 20, 2014
Amended: January 19, 2017