

THE THOROLD MUSEUM (2019)

CONSTITUTION

1. NAME

The name of the corporation that owns the records, documentation, artifacts, as well as any future properties, known as the Thorold Museum, shall hereinafter be referred to as **the Museum**. The basic mandate of the Museum shall be the preservation and promotion of the history of Thorold and its former Township.

2. ADDRESS

The head office of the Museum is located in the City of Thorold, in the Regional Municipality of Niagara, Ontario.

3. NOT-FOR-PROFIT CORPORATION

The Museum shall be incorporated as a Not-for-Profit corporation and the organization shall be carried on without purpose or gain for its Members. Any profits, gains or other accretions to the Corporation shall be used exclusively in furtherance of the Museum's objectives.

4. REMUNERATION FOR DIRECTORS

Governance and strategic planning of the Museum shall be through a Board of Directors (BOD). Day-to-day operations of the Museum shall be through Officers, consisting of the President, Vice President, Treasurer and Secretary. Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such, provided that Directors may be compensated for reasonable expenses incurred by them in performance of their duties on behalf of the Museum.

5. MISSION AND OBJECTIVES

The aims and objectives of the Museum shall be:

- a. To function as a steward of the heritage of Thorold;
- b. To communicate the unique stories of the area in an inclusive, engaging

- and professional manner;
- c. To collect, preserve, research, interpret and exhibit a collection of artifacts;
 - d. To co-operatively work with the community, and other local museums and historical societies;
 - e. To advance education by:
 - i. improving the public's understanding and awareness of the cultural history of Thorold;
 - ii. hosting/supporting events, displays, exhibitions and performances for the greater community;
 - iii designing and supporting programmes and initiatives offered directly by the Museum;
 - iv producing and/or providing input into the production of educational material and publications;
 - f. To raise funds for the purpose of carrying out the objectives;
 - g. To enter into any arrangement, including partnerships with fellow heritage and community groups/organizations, which support the achievement of the Museum's objectives.

6. **MEMBERSHIP**

Membership in the Museum shall be open to any person who shares the goals of the Museum, signs an application for membership and pays the current dues as designated by the BOD. Membership dues are payable on or before the second day of January each year.

7. **BOARD OF DIRECTORS**

The Museum shall have a BOD of not less than five (5) Directors who are members of the Museum in good standing and elected by the Membership. Only members in good standing shall have the right to vote.

8. **BYLAWS**

Bylaws shall be established as required and may be introduced or amended by the Membership at an Annual General Meeting (AGM) or special meeting, called for that purpose. The procedure for this shall be defined in the Bylaws.

9. **MEETINGS**

An AGM of the membership of the Museum will be held at the call of the BOD within six (6) months of the end of the preceding fiscal year. The fiscal year of the Museum shall end on the 31st of December.

10. **AMENDMENT OF THE CONSTITUTION/BYLAWS**

The Constitution/Bylaws of the Museum may be revised, amended or altered only upon due notice being given to the membership not less than thirty (30) days prior to the AGM or such special meeting as may be called to consider the matter. Proposed amendments must be circulated, by those means considered most efficient by the Board of Directors, to the membership, at least thirty (30) days prior to the meeting called for their consideration. A vote of 75% of the membership present and voting shall be required to pass any revision or amendment, providing that the number of members present and voting constitute a quorum, as defined in the Museum bylaws (see bylaws 1.2.3, 3.4 & 7).

11. **DISSOLUTION AND DISTRIBUTION OF ASSETS/INCOME**

Any distribution of income of the Corporation during its lifetime, or of earned surplus, to any member or for the personal benefit of any member of the Corporation, is prohibited.

Upon dissolution of the Corporation and after the payment of all of its debts and liabilities, all remaining monetary assets shall be distributed to a registered charity. With regard to the collection itself, however, every effort will first be made to maintain/preserve the collection in its entirety, through either entrusting it to another suitable heritage organization, committed to the collection's preservation/promotion, or through provision for the collection's safe storage. Failing either of these preferred options, it will be the responsibility of the Museum's BOD to see to the collection's dispersal, sale and/or disposal. After which, any remaining assets, surplus or property of the Corporation shall be

distributed, disposed of or liquidated (including sale) for the benefit of other charitable organizations that are registered under the Income Tax Act, preferably with purposes, at least in part, beneficial to the Community of Thorold.

THE THOROLD MUSEUM (2019)

BYLAWS

The following Bylaws are provided for the direction and guidance of the members and Directors of the Thorold Museum (2019), hereinafter referred to as **the Museum**.

1. MANAGEMENT

1.1 Direction

A Board of Directors (BOD) shall direct and supervise the management of the activities and affairs of the Museum.

1.2 Board of Directors

1.2.1 Election

A minimum of five (5) and a maximum of ten (10) members of the Museum will be elected to form a BOD at each Annual General Meeting (AGM). The BOD may also consist of other non-voting members (ex-officio), invited by the BOD to serve for a time, at the discretion of the BOD, in a general or specific resource capacity (refer to section 1.5).

1.2.2 Remuneration

Directors shall serve without remuneration and shall not, directly or indirectly, receive profit from their position.

1.2.3 Quorum

No business may be validly conducted at any meeting of the BOD unless there is a quorum of fifty-one percent (51%) of the members of the Board present at all times during the conduct of business. Non-voting members shall not be included in

the calculation of quorum.

1.2.4 Meetings

The BOD must meet at least six (6) times during each fiscal year.

1.2.5 Term of Office

Following the initial constitution of the BOD, with staggered terms, all Directors thereafter shall be elected to three (3) year terms.

1.2.6 Vacancies

Any vacancy on the BOD may be filled by any member in good standing, upon a vote of the remaining members of the BOD, for the unexpired balance of the term of the vacant position.

1.2.7 Removal

Any member of the BOD may be removed from office for failure to attend three (3) consecutive meetings of the BOD without good cause, as determined by the BOD. A vote of two-thirds (2/3) of the members of the BOD present at the meeting is required for such removal. The member in question may speak, but not vote on this matter.

1.3 Officers

1.3.1 Election

Following the general membership election of Directors at the AGM, the BOD will be responsible, within 10 days of the AGM, for the selection/ reappointing of Officers from among BOD members.

1.3.2 Duties

The Officers shall be responsible for the day-to-day management and oversight of the Museum.

1.3.3 Positions

The Officer positions on the BOD will be:

President
Vice-President
Treasurer
Secretary

1.4 Past President

The immediately preceding Past President may sit as a voting member of the BOD, without election, for one year.

1.5 Ex-officio

1.5.1 The BOD may appoint non-voting ex-officio members as required from time to time. An ex-officio essentially sits on the BOD for a specialized purpose and/or as the representative of a particular organization/interest group.

1.5.2 At the discretion of the BOD, other Thorold heritage and relevant community organizations may appoint a representative who may sit as a non-voting, ex-officio member of the BOD. This privilege may be withdrawn for any ex-officio, at any time, at the discretion of the BOD, by a 2/3 vote of the BOD.

1.5.3 The City of Thorold may appoint a representative, who may sit as a non-voting, ex-officio member of the BOD.

1.5.4 All ex-officio members will serve without financial or material remuneration.

1.6 Staff

The BOD may hire a suitably qualified person to carry out the duties of Curator and/or Administrator. This person will attend all meetings of the BOD, as required, but is not entitled to vote. The BOD may also authorize the hiring of paid assistants as required.

1.7 Sub-committees

1.7.1 The BOD may establish permanent and ad hoc sub-committees as required and shall appoint the Chair and define the mandate of such sub-committees.

1.7.2 All committees and sub-committees shall forward a copy of all minutes and reports to the Secretary of the BOD.

1.7.3 The President or designate shall be a non-voting ex-officio member of all committees and sub-committees established by the BOD.

1.8 Fiscal Year

The fiscal year for the Museum will be from 1 January to 31 December.

2. **MEMBERSHIP**

2.1 Voting

Members in good standing (all required fees paid to date) are entitled to attend all general and special meetings of the membership and to vote at such meetings.

2.2 Categories of Membership

The categories of membership shall be:

2.2.1 Individual annual member - entitled to one vote

2.2.2 Family annual members - entitled to two votes, regardless of the number of members in the family (must be 18 yrs or older to vote)

2.2.3 Corporate annual member - entitled to one vote

2.2.4 Honorary member - awarded at the discretion of the BOD and entitled to one vote at each AGM only.

2.3 Fees

Membership fees for each category of membership will be established by the BOD.

2.4 Membership Year

The membership year is the same as the fiscal year, from 1 January to 31 December. However, any person who pays the current membership fee on or after 1 September in any year will have their membership extended to 31 December of the following year.

2.5 Expenses

Any member who incurs expenses on behalf of the Museum is entitled to be reimbursed for such expenses, provided they have been authorized and approved in advance by the BOD.

3. MEETINGS

3.1 Annual General Meeting

3.1.1 Notice of the time, date and place of the Annual General Meeting must be given to each member not less than 30 days in advance. Notice of such meetings shall also be publicized by any means as the BOD may decide.

3.1.2 At each AGM there will be presented a summary of the activities of the Museum since the previous AGM, the Minutes

of the previous AGM and the financial statements of the Museum's operations during the fiscal year just concluded.

3.2 Banking, Financial Arrangements and Review

- 3.2.1 The BOD shall cause the Museum's accounts to be independently reviewed annually by an accountant (who cannot be a member of the Museum), within 60 days after the end of the fiscal year.
- 3.2.2 The reviewer shall make a report to the BOD based on the accounts examined, and on every balance sheet, statement of source and application of funds and trust accounts. The report shall state whether the said financial statements present fairly the financial position of the Museum and the results of operation for the year ended, based upon financial statements consistent with the previous year.
- 3.2.3 The Secretary shall maintain true copies of all review reports.
- 3.2.4 The banking business of the Museum, or any part thereof, shall be transacted with such Banks, Trust Company or Credit Union within the City of Thorold as the BOD may designate.
- 3.2.5 Signing authority for all documents, including financial, shall be held by two of the following: President, Vice-President, Treasurer or Secretary of the Museum.
- 3.2.6 The financial transactions of the Museum shall be directed by the BOD. Decisions shall be made at BOD meetings by a simple majority of members present.

3.3 Special Meetings

A special meeting of the members of the Museum must be called by the BOD upon a request being made, in writing, to the BOD and signed by not less than ten (10) members in good standing, stating the reasons for and the purpose of such meeting. The BOD must then give at least thirty (30) days notice to all members stating the date,

time and place of such special meeting, as well as the reasons for and the purpose of such meeting. No other business may be carried on at such a meeting.

3.4 Quorum

No business may be undertaken or votes taken at any meeting of members unless there is at least 25% of all members in good standing present. Meetings called for the purpose of discussing proposed amendments to the Constitution and/or bylaws will require at least 50% of all members in good standing to be present.

3.5 Voting

Provided there is a quorum, a vote on any business, except issues relating to the Constitution or Bylaws (see Constitution, clause #10), at any general or special meeting of members requires the approval of a simple majority of the members present in order to be recorded as a valid vote.

4. **DUTIES OF OFFICERS**

4.1 President

4.1.1 The President is the Chief Elected Officer of the Museum.

4.1.2 The President shall report on the activities of the Museum at each general meeting of the membership.

4.1.3 The President shall, when present, preside at all annual and general meetings of the Museum

4.1.4 The President shall, when present, preside at all meetings of the BOD.

4.1.5 The President shall be an ex-officio member of all Standing Committees appointed by the BOD.

4.1.6 During the absence, or inability, to act as Chair, the President's duties will be performed by the Vice President.

4.2 Vice President

4.2.1 The Vice President will assume the duties of the President in the President's absence.

4.3 Duties of the Secretary

4.3.1 The Secretary shall conduct the correspondence of the Museum and the BOD.

4.3.2 The Secretary shall record, prepare and keep the minutes of all membership and BOD meetings and shall distribute them as required by the BOD.

4.3.3 The Secretary shall keep a record of:
i. all minutes and reports of committees appointed by the BOD.
ii. all annual reports, financial statements and reviews.

4.3.4 The Secretary shall maintain true copies of the Museum's Constitution and Bylaws and shall permit any member of the Museum to inspect such documents.

4.3.4 The Secretary shall assist, as needed, with the preparation of reports for Government, the Ontario Historical Society, or for securing grants.

4.4 Treasurer

The Treasurer shall:

4.4.1 Have overall responsibility for the financial operations of the Museum in accordance with the financial policies established by the BOD.

4.4.2 Maintain books of account showing the financial transactions

of the Museum. Such books shall meet the recordkeeping requirements for an annual review and provide the necessary data for audits, for applications for grants and as required by government agencies.

- 4.4.3 Provide the BOD with a written, detailed report of the Museum's financial standing at every meeting of the BOD and present an annual report to the membership at each AGM.
- 4.4.4 Assist in the preparation of submissions for government, the Ontario Historical Society, or for securing grants.
- 4.4.5 Following the Museum's receipt of Charitable Organization Status, issue official receipts for donations that have a value of twenty dollars (\$20) or more.
- 4.4.6 Control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Museum.
- 4.4.7 Monitor and sell museum memberships and maintain a current membership list.

At some point, the BOD may wish to designate, from among its members, a Membership Coordinator, whose duties would include the keeping of membership records, receipt of fees (to be forwarded to the Treasurer) and recruitment.

5. POLICIES

The BOD shall develop and establish policies as required for the proper functioning of the Museum, in accordance with Standards for Community Museums in Ontario.

6. RECORDS

Records must be kept at the head office of the Museum and filed as required by government regulations.

7. BYLAW AMENDMENTS

These Bylaws may be amended by a 75% vote of the membership present at any general or special meeting of the Museum called for this purpose. At least 50% of all members in good standing must be present at this meeting. Amendments must be proposed in writing and signed by not less than ten (10) members in good standing. Details of such proposed amendments and their purpose must be given to all members as part of the notice calling for a meeting for their consideration. This notice must be sent at least 30 days prior to the date of the meeting.

8. INDEMNITY OF OFFICERS/CITY

- 8.1 Every Officer/Director of the Museum and their heirs, executors, or administrators and estate and effects respectively shall, at all times, be indemnified and saved harmless out of the monies of the Museum, from and against any action, suit, or proceeding that is brought, commenced or prosecuted against them resulting from the authorized performance of their duties required by the Museum.
- 8.2 As long as the Museum or any of its programs/activities involve the use of City property, the Museum shall maintain a minimum of \$2 million of liability insurance, in which the City of Thorold is specifically named, ensuring protection against prosecution.

9. EXECUTION AND INSTRUMENTS

- 9.1 Bylaws, directives, deeds, transfers, assignments and contracts made by the Museum may be executed on behalf of the Museum by any two of the following: President, Vice President, Secretary or Treasurer.

**Enacted and Confirmed by the members of the Thorold Museum
this _____ day of _____, _____.**

President

Secretary

O.H.S. Representative