

# KESWICK RIDGE HISTORICAL SOCIETY BY-LAWS

## DEFINITIONS:

- (a) "Special Resolution" refers to a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been given two weeks in advance. Proxy voting is acceptable for Special Resolutions.
- (b) "Society", "KRHS", and "Corporation" refer to the Keswick Ridge Historical Society Inc.
- (c) A "Quorum" consists of 10 active members.
- (d) "Accountant" refers to an active member of the society or volunteer who shall provide financial oversight.
- (e) "Transacting business" is defined as any action requiring a vote or significant volunteer hours; i.e. 100 hours or more.
- (f) "Proxy votes" can be cast for "Special Resolutions" only. Proxy voters forego the right to hear discussions on the issue. One proxy per person per issue. The proxy vote must be on paper, written, signed and presented at the beginning of the meeting. It can be sent by mail to a member of the executive.

## NAME

1. The name of the Corporation is Keswick Ridge Historical Society Inc.

## OBJECTIVES

2. The objectives of the Corporation are to preserve properties, artifacts, traditions, and records of local historical significance as well as encouraging community commitment and appreciation of those cultural assets.

## MEMBERSHIP

3. (a) Any person of 16 or over who supports the objectives of the Society may become a member on payment of the annual membership fee and on payment shall have his or her name entered in the Register of Members. Membership shall consist of:
  - (b) Active: Any person who is 16 or over, upon payment of the required fee is available for active participation in the affairs of the Corporation. These members shall have voting privileges.

(c) Honorary Life Member: Upon recommendation from the Executive Committee, any person who has rendered exemplary service to the Corporation may, upon majority vote with a quorum present, be made an Honorary Life Member of the Corporation with voting privileges. No more than two such memberships may be given in any one year and the presentation takes place at the annual meeting.

(d) Friend: Individuals who are interested in the objectives of the Corporation and lend their support to the Corporation. They shall pay no fees and have no vote.

4. The membership fees shall be fixed by the Corporation at the Annual Meeting of members of the Corporation.
5. Active membership in the Corporation shall be automatically terminated on default of payment of the required annual dues after a period of one month. If payment is not made at this point, the individual's membership is cancelled.

#### HEAD OFFICE

6. The Head Office of the Corporation shall be located at Keswick Ridge in the County of York and Province of New Brunswick, at the place wherein the business of the Corporation may from time to time be carried on.

#### OFFICERS

7. The Officers of the Corporation shall be: President, Vice President, Secretary and Treasurer. Three of the Officers shall also serve as Directors of the Corporation.
8. The Officers shall be elected at an Annual Meeting of membership. Retiring Officers remain in office until the adjournment of the of the meeting at which successors are elected. Term of office will be two years for Officers.
9. If an Officer retires prior to an annual meeting, the vacancy shall be filled at a meeting of members with two weeks' notice of such meeting.
10. The Officers shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Officers shall have the power to make expenditures up to \$250 for the purpose of furthering the objectives of the Corporation. The Officers shall have the power to enter into a trust arrangement with a Trust Company for the purpose of creating a trust fund in which the capital and interest may be made available in accordance with such terms and conditions as the Officers may prescribe.
11. The borrowing powers of the Society may be exercised by Special Resolution.

12. The office of Officer shall be automatically vacated if the Officer is deemed unsuitable by two-thirds of the Officers.

## DUTIES OF OFFICERS

13. The President shall be the Chief Executive Officer of the Corporation. She/he shall preside at all meetings of the Corporation. She/he shall see that all orders and resolutions of the Society are carried into effect and she/he or the Vice President with the Secretary or other Officer appointed by the Officers for the purpose shall sign all by-laws and other documents requiring the signatures of Officers of the Corporation.
14. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform other such duties as shall, from time to time, be imposed on her/he by the members of the Society.
15. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation and in such depositories as may be designated by the Officers from time to time. She/he shall disburse the funds of the Corporation as may be ordered by the Society, taking proper vouchers for such disbursements, and render to the President and Officers at the regular meeting of the Society, or whenever they may require it, an account of all her/his transactions as Treasurer and of the financial position of the Corporation. She/he shall also perform such other duties as may, from time to time, be determined by the Officers.
16. The Secretary shall attend all monthly and annual meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for the purpose. She/he shall give, or cause to be given, notice of all meetings of the members and President under whose supervision she/he shall be.

## COMMITTEES

17. The Society shall have the following standing committees
  - (a) Publications Committee: responsible for publishing newsletters, finding ways and means for reprinting books and promotional material.
  - (b) Membership Committee: responsible for membership drives and mentorship of new members.
  - (c) Events Committee: responsible for planning events which promote the Historical Society objectives.
  - (d) Facilities Committee: responsible for upkeep of grounds and buildings.
  - (e) Communications Committee: responsible for advertizing of events through various venues such as Facebook, posters, newspaper and radio. Facebook may also be used to show historical photos and advertise books offered by the Society.

## MEETINGS

18. The regular meetings of the members of the Society shall normally be held monthly. At such meetings the members shall receive a written report of the Officers and of each standing committee of the Corporation.
  - (a) No business shall be transacted at any meeting unless 10 members are present.
19. Committee meetings shall be held as necessary.
20. Should the need arise, a special meeting may be called. A reminder notice shall be sent to each member seven days prior to a special meeting.
21. In an emergency that immediately threatens the structural integrity or security of the Keswick Ridge Superior School or McKeen's Corner Store or their contents, the Executive Committee may initiate a meeting in person or by phone to decide on a plan and disburse necessary funds. Two members of the Executive Committee and four other active members of the Society must be contacted and agree with a plan and disbursement of funds.
22. The fiscal year of the Corporation shall be the calendar year.
23. At all meetings of members of the Corporation any decision for which a motion is made shall be determined by a majority of votes unless otherwise specifically provided for by these by-laws.

## AMENDMENT OF BY-LAWS

24. By-laws of the Corporation may be enacted, and the by-law repealed or amended, at a meeting of the Officers where a majority of the Officers approve. The amendments must be sanctioned by an affirmative vote of at least ten of the members at a meeting duly called for the purpose of considering said by-laws.

## ACCOUNTS OF THE SOCIETY

25. The accountant for the Society shall be appointed by the members at the annual general meeting.
26. The Treasurer shall make a written report in the form of a statement of account for the past year at the annual meeting.

## SIGNATURE AND CERTIFICATION OF DOCUMENTS

27. Contracts and documents requiring the signature of the Corporation, shall be signed by the President or Vice President and one other Officer and, when so signed, shall be binding upon the Corporation without any further authorization or formality.

## NO PROFIT TO MEMBERS

28. The Corporation shall be carried on without any purpose of gain for its members or Officers. Any profits or accretions to the Corporation, whether acquired by way of income, purchase, gift, bequest or otherwise, shall be used in promoting the objects of the Corporation.

## USE OF THE KESWICK RIDGE SUPERIOR SCHOOL

29. See section 2.2 of the Collection Management Policies and Procedures Manual for description and use of museum space.
30. Use of the large classroom for events must align with the objectives of the Society.

## DISSOLUTION OR WINDING UP

31. In the event of dissolution or winding up of the Corporation, any assets remaining after the payment and satisfaction of its debts and liabilities shall be distributed to one or more recognized scholarships, non-profit organizations or charitable organizations in Canada. All archival materials in the custody of the Society shall be provided to the Provincial Archives in Fredericton. See section 8 of the Collections Management Policies and Procedures Manual for more information about deaccession of objects.

DATED at Keswick Ridge in the County of York, Province of New Brunswick this 5<sup>th</sup> day of April, 2017.

Signed and dated by the following members: