

CONSTITUTION AND BY-LAWS

CONSTITUTION

I NAME

The name of this organization shall be THE FRIENDS OF THE BEAVERDAMS CHURCH, hereinafter called the Friends.

II OBJECTIVES

The purpose of this organization shall be to bring together those people interested in the history and preservation of the Beaverdams Church, located in Thorold, Ontario.

More specifically, the aims and objectives shall be:

1. To encourage the preservation of the historical, archaeological and architectural heritage of the Beaverdams Church through the promotion and realization of those activities which work toward the maintenance and upkeep of the church;
2. To promote the discovery and collection any material which may help to establish, illustrate, or define the history of the Beaverdams Church, and to provide for the preservation of such material and for its accessibility, as far as feasible, to all who may wish to study or examine it;
3. To enter into any arrangement or arrangements which may be conducive to the aims and objectives of the Friends with persons, organizations, corporations or local, provincial or federal governments; and to obtain from any such arrangement(s) the right, authority, privilege or concession which the Friends may deem desirable to obtain;
4. To do all such proper things as are necessary, incidental or conducive to the attainments of the aims and objectives of the Friends.
5. The organization shall be carried on without purpose or gain for its members and any profits or other accretions to the organization shall be used in promoting its objects.

III MEMBERSHIP

1. Membership in this Friends shall be open to any person interested in the objectives of the Friends, and such person may be enrolled as a member upon the receipt of application and fee in accordance with the By-laws of the Friends. Categories of membership may be established by the Friends, as it may deem necessary, according to the By-laws.
2. The membership year shall be the twelve months designated by the Executive Committee as the membership year of the Friends.

IV OFFICERS

The Officers shall be:

- a President,
- a Vice-President,
- a Treasurer
- a Secretary,
- a Membership Co-ordinator

who shall hold office until they resign or are replaced at an Annual General Meeting.

V EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers, plus the chairperson of each standing committee. One or more of the Officers may serve as liaison with the Beaverdams Church Community Board; if not, then a liaison person appointed by the Beaverdams Church Community Board shall serve as an extra Executive member. No remuneration is payable to the Officers or the other members of the Executive Committee for their services as such. They may only be reimbursed for reasonable expenses incurred in carrying out their duties as Officers or Members of the Executive Committee.

VI BY-LAWS

By-laws shall be established and set forth as may be required, but conditional By-laws are not permitted, nor shall any By-law be established or amended unless it be in accordance with the Constitution of this Friends. By-laws may be introduced, revised, altered, or amended only upon due notice being given to the membership at least thirty (30) days prior to the Annual General Meeting, or such special meeting as may be called to deal with the matter. A vote of two-thirds of the membership present and voting shall be required to establish, revise, or amend any By-law, providing that the number of members present and voting constitutes a quorum. All proposed amendments shall be submitted in writing.

VII FISCAL YEAR

The fiscal year shall be the twelve months designated by the Executive Committee as the fiscal year of the Friends.

VIII MEETINGS

The following meetings are required to be held:

- (a) an Annual General Meeting;
- (b) Executive meetings.

IX AMENDMENT OF THE CONSTITUTION

The Constitution of the Friends may be revised, amended or altered only upon due notice being given to the membership not less than thirty (30) days prior to the Annual General Meeting or such special meeting as may be called to consider the matter. A vote of three-quarters (3/4) of the membership present and voting shall be required to pass any revision or amendment, providing that the number of members present and voting constitutes a quorum. All proposed amendments shall be submitted in writing.

BY-LAWS

I MEMBERSHIP

(a) There shall be three categories of membership in the Friends:

1. Individual Membership

The annual fee for Individual Membership shall be _____.

2. Family Membership

For the purposes of this By-law, a "family" shall be defined as an individual member (the "senior family member") and the other persons who comprise his or her immediate family, all of whom reside in the same household. The annual fee for Family Membership shall be _____.

3. Organizational Membership

Available to any organization (business, group, association) interested in the promotion of the historical heritage of Beaverdams Church. The annual fee for Organizational Membership shall be _____.

(b) Membership fees shall be due and payable to the Membership Co-ordinator at the beginning of each membership year.

(c) All categories of membership are entitled to full voting privileges. In the case of Family Memberships, two individuals within the "family" are entitled to vote. In the case of Organizational Memberships, one individual designated by the organization is entitled to vote.

(d) A member of the Friends may resign at any time by submitting a resignation in writing to the Membership Co-ordinator, but no refund of fees shall be made.

(e) Any question or dispute concerning the application of this By-law, including but not limited to any question or dispute regarding qualification for the above-noted Membership Categories, shall be resolved on an individual case-by-case basis by the Membership Co-ordinator in consultation with the Executive Committee, having regard to the letter and spirit of the Friends Constitution. Any decision made through this process shall be final.

II DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE

(a) President

The President is the chief executive officer of the Friends, and shall preside at all meetings. The President shall report annually on the activities of the Friends at the annual general meeting. The President is an ex-officio member of all committees.

(b) Vice-president

The Vice-president shall assume the duties of the President in the event of absence, incapacity, or resignation of the President, as well as such other duties as may be assigned by the executive committee from time to time.

(c) Secretary

The Secretary shall be responsible for keeping an accurate record of the minutes of all meetings of the Friends, and shall send, by hand delivery, prepaid mail or electronic means, a copy of all minutes to each Executive member no later than midnight, _____ days before the next meeting. Copies of the minutes shall be made available to other members on request. The Secretary shall also be responsible for all correspondence of the Friends unless otherwise assigned.

(d) Membership Co-ordinator

The Membership Co-ordinator shall be responsible for admitting new members, collecting membership fees, turning them over to the Treasurer, and maintaining an up-to-date list of members. The Membership Co-ordinator shall present a report to the Annual General Meeting.

(e) Treasurer

The Treasurer shall be responsible for the safe-keeping of the Friends funds, and for maintaining adequate financial records. The Treasurer shall deposit all monies received for the Friends with a reliable financial institution in the name of the Friends of the Beaverdams Church. The monies shall be paid out by numbered cheques signed by any two of the President, Vice-president, and Treasurer. The Treasurer shall obtain executive approval for all disbursements in excess of _____, and shall render an annual report to the Annual General Meeting.

(f) Past President

The outgoing President shall be invited to serve a one year term as Past President.

(g) Executive Committee

On matters requiring executive approval, at least three members of the executive committee, including the president shall be consulted. The quorum for an executive committee meeting is three, and in case of a tie vote the president shall have the deciding vote. The executive committee shall supervise and administer all the affairs of the Friends. Members missing three consecutive executive committee meetings, without giving appropriate regrets, shall be deemed to have resigned their executive positions.

III MEETINGS

(a) General meetings of the Friends, of which there shall be no fewer than three in any calendar year, shall be held on dates and in places to be determined by the Executive Committee.

(b) An Annual General Meeting of the Friends shall be held in the month of April each year, unless otherwise designated by the Executive Committee. In no event shall there be more than fourteen (14) months between Annual General Meetings.

(c) The Executive Committee shall meet regularly as required.

(d) Special Meetings shall be called by the executive committee upon written request to the Friends by ten members in good standing. The meeting so requested must be held within thirty (30) days of the receipt of such a request. Special Meetings may be called by the Executive at any time.

- (e) Meeting notices shall be distributed to all members no later than midnight seven (7) days in advance of each Special or General Meeting and thirty (30) days in advance of the Annual General Meeting.
- (f) At any Special, General, or Annual Meeting, ten (10) members in good standing shall constitute a quorum.

IV COMMITTEES

The Friends shall have such Committees as deemed necessary by the Executive Committee, which may delegate to them any of the powers and authority of the Executive Committee in the management of the affairs of the Friends. Each committee shall have at least one executive member.

A Standing Committee shall be defined as one which lasts at least from Annual General Meeting to Annual General Meeting.

An Ad Hoc Committee shall be defined as one which lasts for the duration of a special project.

V ELECTION AND REMOVAL OF OFFICERS

- (a) A Nominating Committee shall be formed by the Executive at least sixty (60) days in advance of the Annual General Meeting.
- (b) The Nominating Committee shall present to the Annual General Meeting a slate of candidates, who are members in good standing, as Officers of the Friends. Further nominations can be made from the floor, providing the nominee has agreed, in writing if absent, to accept nomination. All members in good standing shall be allowed to vote. The candidate receiving the largest number of votes shall be declared elected. In the case of a tie vote, the following shall apply: when there are two candidates for an office, the winner shall be decided by lot; when there are more than two candidates for an office, a second election shall be held between the two candidates with the most votes.
- (c) The normal term of office is for a period of two (2) years, although an officer may tender his resignation at any time. Should such a resignation occur, the Executive Committee shall carry out the duties of the office until a replacement can be appointed or elected.
- (d) To remove an Officer, _____ members in good standing shall request, in writing, to the Executive Committee that the officer be removed. Within thirty days of receipt of such a request, the Executive Committee shall arrange for a General Meeting. At this meeting, a motion may be made to remove an officer. A vote of two-thirds (2/3) of the membership present and voting shall be required to pass the motion. If the motion is passed, a candidate for the office shall be nominated by the Executive Committee and an election held at the next meeting of the Friends. The Executive Committee shall carry out the duties of the office in the interim.

VI FINANCES

- (a) The fiscal year of the Friends shall terminate on _____ of each year.
- (b) For all projects undertaken by the Friends, a budget shall be submitted for approval to a General Meeting.
- (c) The financial records of the Friends shall be reviewed annually.

VII BOOKS AND RECORDS

The Friends shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of General, Executive, Special and Committees Meetings. All books and records of the Friends may be inspected by any member or his or her agent, or his or her solicitor, for any proper purpose at any reasonable time, by appointment. No Officer may withhold co-operation in this regard.

VIII CONDUCT OF MEETINGS

- (a) At each General Meeting of the membership, the following shall be included:
 - 1) Minutes of the previous meeting;
 - 2) Treasurers report;
 - 3) Reading or summary of correspondence which the executive considers should be brought to the attention of the membership;
 - 4) Approval for the decisions and activities of the Executive Committee since the previous membership meeting.
- (b) All decisions involving policy (other than amending the Constitution or By-laws) or finances shall be made by a majority vote of the membership present and voting at the meeting. All other decisions may be made by consensus unless a vote is requested by a member or members.
- (c) transact such further business as may properly be brought before the meeting or any adjournment thereof.

DISSOLUTION OF THE CORPORATION

After payment of all debts and liabilities, any remaining surplus of the Corporation shall be distributed or disposed of to charitable organization(s) at the discretion of a 2/3 majority of the members in attendance at a special meeting called for the purpose of dissolution. It is the desire of the Corporation that any remaining assets be transferred to charities the objects of which are beneficial to the Beaverdams Church community.