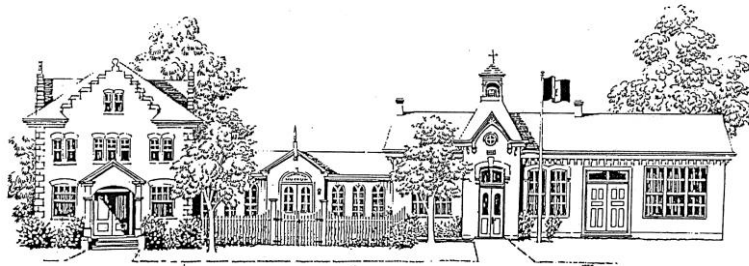


Niagara Historical Society

Constitution & By-Laws

Letters Patent December 12, 1978
and applicable amendments



Glossary

In the Constitution and By-Laws of the Niagara Historical Society:

Annual Meeting:	means the Annual Meeting of the membership
Board:	means the Board of Directors of the Society.
Committee of the Whole:	means the session of the Board that permits free discussion of a matter to make tentative decisions without the restrictions of formal debate.
“ex officio”:	applies to the right of a person to assume an office or some functions by virtue of his/her current appointment.
General Meeting:	means any meeting of the Board of Directors
Good Standing:	defines the status of members who have paid their membership fees to the society by the date and in the amounts prescribed in the By-Laws.
Museum:	means the Museum of the Niagara Historical Society.
Quorum:	a minimum number of persons or a proportion of the membership that must be present in order to transact business at a meeting.
Residual Authority:	means the authority which governs when the Constitution or the By-Laws of the Society or the relevant legislation do not provide for a specific situation.
Society:	means the Niagara Historical Society.
Symbol:	means any sign, other than the official seal, that is used by the Society to identify itself.
Two-Third Majority Vote:	means two-thirds of the valid votes cast, not counting blanks or abstentions.
Valid Votes:	when referring to written votes, excludes spoiled or blank ballots but includes negative ballots.

CONSTITUTION OF THE NIAGARA HISTORICAL SOCIETY

ARTICLE 1 – NAME

The name of the organization shall be “Niagara Historical Society”.
(ref. Letters Patent 381795 dated December 12, 1978)

ARTICLE 2 – ADDRESS OF THE SOCIETY

The registered address of the Society shall be 43 Castlereagh Street, Niagara-on-the Lake, Ontario, L0S 1J0.

ARTICLE 3 – MISSION

The Niagara Historical Society & Museum is a team of staff and volunteers which passionately collects, preserves, researches, educates and promotes the history of Niagara-on-the-lake and its communities. We inspire an appreciation of local history through engaging programs and exhibitions.

ARTICLE 4 – PURPOSE

The purpose of the Society is to:

- (i) enhance our community’s history and heritage education;
- (ii) encourage the preservation, interpretation and communication of Canadian historical records and artifacts with reference to Niagara-on-the-Lake municipality;
- (iii) promote and oversee the Museum as a centre for cultural heritage-based learning;
- (iv) assist in the promotion and operation of the Museum;
- (v) provide volunteer opportunities with the many skills from the community; and
- (vi) raise funds for major capital projects, programs and related operations through planned giving programs.

The purpose of the Museum is to preserve, research, interpret, and present the history of the Town and, through its team of staff and the Society volunteers:

- (i) manage the day-to-day operations of the Society’s collection, including the archival and physical artefacts from the town government and the local community;
- (ii) deliver professionally-researched and interesting exhibitions;
- (iii) manage the community programs and events that are held in Niagara-on-the-Lake municipality each year for the residents and visitors of various ages;
- (iv) assist the public with research regarding Niagara-on-the-Lake history;
- (v) manage marketing and promotional activities through various forms of media; and
- (vi) maintain the physical infrastructure of the Museum’s built heritage,

Other: The Society shall manage the pursuit of any other activity relevant to its stated purposes. The Board of Directors, staff and volunteers will follow the Canadian Museum Association Code of Ethics, as well as following ethical behaviour when pursuing fundraising opportunities. The Board of Directors, the staff and volunteers are also committed to meeting all federal, provincial and municipal legal requirements.

ARTICLE 5 – AFFILIATIONS

- (a) The Society shall maintain affiliation with the **Ontario Historical Society**.
- (b) The Society may seek affiliation with other organizations that have purposes/interests similar to its own.

ARTICLE 6 – MEMBERSHIP

- (a) Membership is open, upon payment of the required fee, to any person who expresses an interest in pursuing the purposes of the Society.
- (b) The rights and privileges of members under this Constitution shall be as set out in the By-Laws.
- (c) Members are expected to promote and support the activities of the Society.
- (d) For the purposes of application and interpretation of the Constitution, the Membership shall retain all powers of the Society not delegated to the Board.

ARTICLE 7 – MEETINGS OF THE MEMBERSHIP

- (a) The will and the power of the Society are exercised at meetings of its members.
- (b) The Annual Meeting shall be held at Niagara-on-the-Lake, as near as possible to October 13, the anniversary of the Battle of Queenston Heights.
- (c) Special meetings may be called by the President or by the Board or at the request made to the Board by any ten (10) members of the Society.
- (d) At any meeting of the Society, a quorum shall be as prescribed by the Board according to the By-Laws.

ARTICLE 8 – THE BOARD OF DIRECTORS

8.1 Role of the Board

- (a) The Board is the governing body responsible and accountable to the Membership for the management of the affairs of the Society, the Museum and the Collection.
- (b) As guardian of the fundamental values of the Society, the Board shall be responsible for the formulation of the vision of its purposes and for the long-term planning necessary to the accomplishment of those purposes.
- (c) The Board shall govern in accordance with the Constitution, the By-Laws and, as determined from time to time, the established policies and procedures.
- (d) At any meeting of the Board and its Committees, a quorum shall be prescribed by the Board according to the By-Laws.
- (e) The Board of Directors of the Niagara Historical Society is responsible for ensuring the financial resources, including fundraising for the purpose of operating the Society and Museum and will follow the Canadian Museum Association fundraising guidelines. The Society will diversify its fundraising sources.

8.2 Election and composition of the Board

- (a) The Board will consist of the following officers who will constitute the Executive Committee:
 - the President
 - the Vice-President

- the Treasurer
- the Recording Secretary,
- And six (7) Directors and one (1) Representative of the Council of the Town of Niagara-on-the-Lake.
- The Board of Directors may also include a Past-President.

8.3 Role of the Past Presidents

- (a) The Past President or a past Director shall be invited to chair the Nominating Committee.
- (b) Past Presidents may be invited to join one or more of the Board Portfolios, give advice and support on any matter of interest to the Society.
- (c) The Past-President may remain on the Board for one (1) additional year after completing a full-term if it follows his term as President.

8.4 Vacancies

Vacancies shall be filled in accordance with the By-Laws.

8.5 Responsibilities of the Board

The Board shall be responsible for:

- the development and implementation of policies relating to the purposes of the Society;
- the approval of all budgets;
- all employment contracts, salaries, employee benefits and related expenditures;
- custody and retention of the records of the Society;
- the management, acquisition and disposal of all properties of the Society;
- the raising of appropriate resources to sustain and develop the activities of the Society;
- the review of all significant financial and material donations to the Society.
- the Board shall follow the Society's Code of Ethics

8.6 The Strategic Plan

- (a) The Board shall be responsible for the formulation of strategic planning for the promotion and accomplishment of the purposes of the Society.
- (b) A newly elected Board shall be responsible for the continuing implementation and annual updating of all such plans.
- (c) Board approved strategic plans shall be presented to the Membership at the Annual Meeting.

ARTICLE 9 –BY- LAWS

The Board shall issue By-Laws for the general management and the conduct of the affairs of the Society and for its internal organization. By-Laws shall take effect on the date of any General Meeting at which they are approved or otherwise stated.

ARTICLE 10 – AMENDMENTS

- (a) The Constitution may be amended by a two-third majority of the valid votes cast by the members present at an Annual Meeting.

- (b) All members shall be notified in writing and on the Society web site of all proposed amendments to the Constitution.
- (c) Amendments to the Constitution shall take effect on the date of the Annual Meeting at which they are approved.
- (d) The Membership shall be informed of the proposed amendments to the Constitution in the “Newsletter” of the Society. Any amendments to the By-laws will be reported at the Annual Meeting.

ARTICLE 11 – FINANCIAL MATTERS

- (a) The Society shall be operated as a non-profit incorporated organization.
- (b) No officer, director or member of any committee shall receive any remuneration for duties performed on behalf of the Society.
- (c) Reasonable out of pocket expenses incurred while performing duties on behalf of the Society may be reimbursed to members as authorized by the Board.
- (d) The Society shall be entitled to receive, hold and use all monies and other assets subscribed to it or acquired in any way.
- (e) The Society shall not accept, unless approved by the Board, any financial or material donation bequest that would require the establishment of a trust or stipulate that the donation or bequest be used for a specific purpose.
- (f) Any surplus or accretion of the Society shall be used solely for the promotion of its purposes.
- (g) The Society may establish a Reserve Fund for the purpose of accumulating gifts, donations and surplus funds. The Reserve Fund shall be used to provide income for operations and capital acquisitions as necessary.
- (h) Financial data concerning the operations of the Society and Museum will be made available to all members of the Society and to its funders. Privacy of personal information will be respected.

ARTICLE 12 – REMOVAL

Officers or members whose conduct is considered to be unbecoming or contrary to the stated purposes of the Society may be asked to resign or may be removed in accordance with the procedures set out in the By-Laws.

ARTICLE 13 – AUDITORS

Once a year, the accounts of the Society shall be audited by one or more qualified persons.

ARTICLE 14 – DISSOLUTION

Should the Society have to restrict, suspend or terminate its activities for any reason, the appropriate decisions shall be made by the Membership in accordance with the By-Laws and the Letters Patent of December 12, 1978.

ARTICLE 15 – RULES OF ORDER

At all meetings of the Society, its Board and any of its committees, all procedural matters not already prescribed in this Constitution or in the By-Laws shall be governed by the Rules of Order recommended in the By-Laws.

- Approved by motion passed at the Annual Meeting of 13 10 1994
day month year Sgn. Clifford James, President
- Amended by motion passed at the Annual Meeting of 13 10 1995
day month year Sgn. Wilfrid M. Agnes, President
- Amended by motion passed at the Annual Meeting of 10 10 1996
day month year Sgn. Lester Taylor, President
- Amended by motion passed at the Annual Meeting of 12 10 2000
day month year Sgn. Lester Taylor, President
- Amended by motion passed at the Annual Meeting of 10 10 2002
day month year Sgn. Sheila Tierney, President
- Amended by motion passed at the Annual Meeting of 16 10 2003
day month year Sgn. Sheila Tierney, President
- Amended by motion passed at the Annual Meeting of 13 10 2005
day month year Sgn. Kelly M. James, President
- Amended by motion passed at the Annual Meeting of 13 10 2007
day month year Sgn. Kelly M. James, President
- Amended by motion passed at the Board of Directors Meeting on 25 11 2010
day month year
Accepted by the Society Membership in December 2010 Sgn. Neil Rumble, President
- Amended by motion passed at the Annual Meeting of 15 10 2015
day month year Sgn. Dennis Kam, President
- Amended by motion passed at the Annual Meeting of 10 10 2019
day month year Sgn. David Hemmings, President
- Amended by motion passed at the Annual Meeting of 15 10 2020
day month year Sgn. David Hemmings, President

THE NIAGARA HISTORICAL SOCIETY
BY-LAWS

BY-LAW I – SEAL AND SYMBOL OF THE SOCIETY

The Seal and Symbol of the Society shall be in such forms as shall be prescribed by the Board, provided that the Seal shall bear the words “Niagara Historical Society”.

BY-LAW II – MEMBERSHIP

II.1 Classes of Membership

- (1) There shall be one class of membership in the Society.
- (2) Application for membership shall be made on a prescribed form, which may be electronic, and shall be submitted with the appropriate fee.

II.2 Membership Fees

- (a) All members shall pay to the Society membership fees which are due on January 1st and must be paid by April 30th of the current year.
- (b) The membership of an individual who is three (3) months in arrears shall lapse. It may be reinstated upon application in accordance with the By-Laws.
- (c) All membership fees shall be set by the Board and communicated to the Membership. They will come into effect January 1st of the next calendar year.
- (d) If no new or amended scale of fees is approved, the fees payable shall be those in effect in the immediately preceding year.
- (e) The scale of fees shall be published in the “Newsletter” of the Society, posted at the Museum for the information of the public and on the Society website.

II.3 Members’ Rights

Members have the right:

- to receive notices of all General Meetings;
- to attend all meetings, to participate in the proceedings and to vote;
- to receive information, briefing material and the Minutes of the Board;
- to stand for nomination and to be elected to office or appointed to membership in any committee;
- to request a General Meeting, or to introduce a motion on a substantive subject for the consideration of a General Meeting subject to Article 7 of the Constitution;
- to inspect the accounts of the Society at a reasonable time and place;
- to elect the directors of the Society.

II.4 Members’ Privileges

- (a) Privileges currently granted to members include:
 - free admission to the Museum;
 - free delivery of the “Newsletter” of the Society;
 - a ten (10) percent discount on all items sold through the Gift Shop of the Museum.
 - free admission to Society Lecture Series
 - access to discounts with partners as determined by partnership agreements.

- (b) Unless changes are approved at the Annual Meeting, the privileges of the members shall be those approved for the immediately preceding year.

BY-LAW III – MEETINGS OF THE MEMBERSHIP

- (1) All meetings of the Membership shall be called by the President in accordance with Article 7.
- (2) Notice of any meeting shall be given to the Membership at least ten (10) days prior to the date of the meeting and shall state the time and place of the meeting as well as any significant business to be brought to the Membership, preferably in the form of an agenda.
- (3) A request for a meeting of the Membership, in accordance with Article 7 (c) of the Constitution, shall be forwarded to the Secretary of the Society at least twenty (20) days prior to the date of the meeting at which it is intended to be considered.
- (4) At all meetings of the Membership, a quorum shall consist if twenty-five (25) members in good standing, of whom at least five (5) shall be incumbent elected members of the Board.
- (5) The quorum may be amended at a Meeting of the Membership on proposal of the Board.
- (6) Electronic Meetings. Meetings of members may be held entirely by means of telephonic, electronic or other communications that permits all participants to communicate adequately with each other during the meeting. The Board may establish procedures regarding the holding of meetings of members by such means.

BY-LAW IV – VOTING MATTERS, NOMINATIONS AND ELECTIONS

IV.1 Voting Matters

- (a) Only members in good standing and present at the time of the vote may vote at a meeting of the Membership or at a meeting of the Board or of its committees.
- (b) At any meeting of the Membership a member shall have only one (1) vote.
- (c) Except where otherwise prescribed in the By-Laws, a decision taken at the General Meeting or Special Meeting of the Society shall require a majority of the valid votes cast by members in good standing present at the meeting.
- (d) A written ballot may be used for elections, for amendments to the Constitution and to the By-Laws, for the dissolution of the Society, or for any legal, financial or other potentially contentious issue on which a precise recorded vote may be desirable. Any change in the prescribed voting methods may be approved by the Presiding officer only if there is, in each instance, unanimous consent of members present and voting.

IV.2 Nominations and Elections

- (a) Nominations for election to the Nominating Committee are proposed to the membership by the Board in office.

- (b) Nominations for election to positions on the Board are proposed by the Nominating Committee. Written nominations from Society Members will be accepted up to seven (7) days prior to the Annual Meeting. Nominations from the floor will not be accepted.

BY-LAW V – FUNCTIONS OF THE ANNUAL MEETING

In addition to specific functions assigned to it elsewhere in the Constitution and in the By-Laws, the Annual Meeting shall:

- (1) receive the reports of the President and other officers of the Society and the reports of the Standing Committees of the Board;
- (2) decide all financial policies and regulations affecting the fees, rights, privileges and obligations of the members;
- (3) decide on all matters brought before it by the Board in the notice of meeting;
- (4) consider all matters brought before it by the Board on behalf of members, and, at its discretion, refer such matters for consideration and possible action by the Board;
- (5) appoint qualified persons to audit the accounts of the Society for the next fiscal year;
- (6) elect the Executive Committee and the Directors to serve in accordance with the By-Laws;
- (7) elect the Nominating Committee to serve until the next Annual Meeting;
- (8) retain all residual powers of the Membership not otherwise delegated in the Constitution or in the By-Laws.

BY-LAW VI – THE BOARD OF DIRECTORS

VI.1 Meetings of the Board

- (a) The Board shall meet not less than six (6) times each year. A quorum shall consist of a simple majority of all elected members of the Board.
- (b) The Managing Director should attend Board meetings as a non-voting participant.
- (c) Electronic Meetings. Meetings of the Board may be held entirely by means of telephonic, electronic or other communications that permits all participants to communicate adequately with each other during the meeting. The directors may establish procedures regarding the holding of meetings of members by such means.

VI.2 Transfer of powers to a new Board

To ensure rapid and smooth transfer of powers to a newly elected Board, the first Board meeting, to be held after the last Annual Meeting, shall be a joint session with the retiring Executive members of the previous Board, at which time the state of affairs of the Society shall be reviewed in detail.

VI.3 Terms of office

With the exception of the Representative of the Town Council, the Board shall be elected from the Membership of the Society at each Annual Meeting provided that:

- (a) all directors shall serve for a term of three (3) years with an opportunity for re-election for an additional term of three (3) years (with a maximum of 6 years served). The Nominating Committee is required to interview these individuals to assess their commitment to a second term and to ensure that their skills and vision still accord with the stated purpose of the Society. To provide for continuity of office, the election of Board directors shall be for staggered terms.
- (b) the terms of office for a director in an Executive position shall not exceed three (3) years. Directors can serve in another Executive position provided they do not exceed six (6) years on the Board.
- (c) The outgoing President may serve one additional year, immediately following their term as President, in the position of Past-President even if it exceeds the six (6) year maximum.
- (d) no directors of the Board, except the President position and the Past-President Position, shall serve for more than six (6) consecutive years.
- (e) all other elected members of the Board may seek re-election at any subsequent Annual Meeting, e.g. after a hiatus of not less than one (1) year.

VI.4 Vacancies

- (a) The position of any member of the Board who fails to attend three (3) consecutive Board meetings may be declared vacant.
- (b) A vacancy in any one of the elected positions of the Board shall be filled on proposal of at least one (1) suitable candidate by the Nominating Committee for election at the next Annual General Meeting. In the event that the vacancy is more than 3 months from the next Annual General Meeting the Board may fill the position for the interim period before the next Annual General Meeting, by a motion, with a suitable candidate proposed by the Nominating Committee. The further extension of the new Board member's term will be subject to the election by the members at the next Annual General Meeting.
- (c) A vacancy in any executive position of the Board shall be filled by a current Board Member or a past executive Board Member, selected by the Nominating Committee without reference to the membership, until a new Board Member is elected at the Annual Meeting or by a Special Meeting.
- (d) A vacancy on a committee involving a person who is not an elected director shall be filled by the Board.

BY-LAW VII – COMMITTEES

- (1) The Society has established *six* Standing Committees of the Board:
 - Executive
 - Finance and Administration
 - Membership and Development
 - Publications and Communications
 - Planning and Physical Plant
 - Governance

Each Standing Committee has a terms of reference which outlines their composition and responsibilities.

- (3) The terms of reference and responsibilities of the officers of the Society and of the Chairs and members of the Standing Committees shall be as set out in a Manual of policies, responsibilities and procedures as approved by the Board.
- (4) Standing Committees shall serve for the term of the Board that appointed them.
- (5) The Nominating Committee is a Standing Committee of the Membership. It shall comprise of at least three (3) members in addition to the Past President who may chose to join the Committee in accordance with Article 8.4 of the Constitution. In any event, the Chairperson of the Nominating Committee shall be elected or confirmed at the Annual Meeting.
- (6) The terms of reference and responsibilities of the Nominating Committee approved by the Membership shall be included in a Manual of policies, responsibilities and procedures and their application and effectiveness shall be monitored by the Board.
- (7) The Society may, from time to time, establish ad-hoc or advisory committees that exist to accomplish a goal and then cease to exist.
An Ad Hoc Committee is a temporary committee established for a specific and limited function such as an evaluation committee or special projects committee associated with Society activities. Terms of Reference should be established by the Board.
An Advisory Committee advises and makes recommendations to the Board or Staff on specific issues. An advisory committee typically includes people outside the Board who have a particular skill or interest in the issue at hand.

BY-LAW VIII – FINANCIAL MATTERS

- (1) The financial year of the Society shall be from January 1st to December 31st.
- (2) **A General Account** shall be operated with a recognized Canadian banking institution in the name of the Niagara Historical Society.
- (3) The Society may open and operate any special purpose account which may be required by legislation (e.g. lottery), or which may be deemed appropriate at the time by the Board.
- (4) The signing officers of the organization for all documents and bank accounts shall be:
 - the President, Vice President, the Treasurer, Secretary and the Managing Director.
- (5) Appropriate arrangements shall be made by the Board to accommodate members' requests to inspect the accounts of the Society.
- (6) The Board may authorize fund raising appeals to the public for any reason pertaining to the purposes of the Society.

VIII.2 Limits to Expenditures

- a) The approved budgets of the Society are sufficient authorities for the expenditure of funds by the responsible managers.

- b) Non-budgeted items up to \$5,000.00 (five thousand dollars) may be approved by the Managing Director. Items in excess of \$5,000.00 (five thousand dollars) must be presented to the Board with complete documentation for evaluation and approval.
- c) Expenditure over the approved budget under the lesser of 10% of the budgeted expenditure, or \$5,000 (five thousand dollars) may be approved by the Managing Director. Expenditures in excess of that amount must be presented to the Board with complete documentation for evaluation and approval.

VIII.3 Borrowing

- (a) The Board may borrow, on behalf of the Society, up to \$25,000 (twenty-five thousand dollars) for operational needs.
- (b) Borrowing for any other purpose must be approved in advance at a General Meeting, following a four (4) week notice of motion to the Membership.
- (c) In the event of an unforeseen major incident such as an Act of God, or an emergency declared by a federal, provincial, or municipal level of government, the Board may borrow an additional twenty-five thousand dollars (\$25,000) for operational needs for a period not to exceed twenty-four months.

BY-LAW IX – INSURANCE

IX.1 General Policy

An insurance policy shall be maintained in the name of the Society to provide against loss of the museum buildings and the collection by fire and other perils. This policy will be purchased from a reputable underwriter. This policy shall also provide coverage against theft and/or burglary and against third party liability. The amounts insured in each of these categories shall be reviewed and approved each year at the time of renewal of the Policy or as may be required during the Year by way of endorsements to the Policy.

IX.2 Directors' Insurance

An insurance policy shall be maintained to indemnify and save harmless any and all members of the Board against the cost of any and all legal actions brought against them for alleged failure to fulfill their responsibilities unless it is proven that such failure was due to gross negligence to act in the best interests of the Society and/or to a premeditated and calculated attempt to defraud it or as otherwise stipulated by the insuring company.

BY-LAW X – REMOVAL

- (1) Removal of a director or of any member of the Society shall be decided by a majority of the valid votes cast by the Board members present at any General Board Meeting, provided that:
 - the person involved shall be informed in writing, in time for that person to make a written response to the Board;
 - that response shall be attached to the usual notice of meeting
 - the person involved shall retain the right to speak in the debate and to vote on the issue.

BY-LAW XI – DISSOLUTION

- (1) Any action to restrict or suspend the activities of the Society or to dissolve it in accordance with the Constitution shall be decided by a two-third majority of the valid votes cast at a General or Special Meeting of the Membership called by the President.
- (2) Special notice of the meeting urging all members to attend shall be given twenty (20) days prior to the date set for the meeting.
- (3) The notice shall:
 - state the reasons for restriction, suspension or dissolution;
 - state the specific date for restriction, suspension or dissolution or leave it to be set at the meeting;
 - inform the Membership of the proposed steps to be taken to preserve property and artifacts or of the steps to be taken for the disposition and safekeeping of records; for the settlement of accounts and liabilities and in case of dissolution, for turning over to the Municipality of Niagara-on-the-Lake the residual assets of the Society after liquidation in accordance with paragraph (e) of the Letters Patent of December 12, 1978. If the Town of Niagara-on-the-Lake does not accept the Museum and its assets, the Museum will be offered to the Niagara Foundation and other heritage preservation groups operating in the Town of Niagara-on-the-Lake. If the collection cannot be transferred in its entirety, the Society will attempt to keep as much of the collection intact as possible and within the Town of Niagara-on-the-Lake. The collection will then be offered to other like-minded institutions in the Niagara Region, then the Province of Ontario, then to other Canadian institutions.
- (4) The Board shall be authorized by written ballot at the General or Special Meeting to implement the decisions taken by the Membership under paragraph (3) of this By-Law.

BY-LAW XII – RULES OF ORDER

- (1) At all meetings of the Society, its Board and any of its Committees, “Procedures for Meetings and Organizations” (M.K. Kerr and H.W. King, 1984, second or later edition) shall govern in all procedural matters not already contained in the Constitution and these By-Laws.
- (2) A new signature be appended as indicated.

BY-LAW XIII- Registered Business Names

- (1) The Society has the registered business names, or operating names, of
Niagara-on-the-Lake Museum
NOTL Museum
NOTLM
- (2) When conducting business under a registered business name, as required by the Business Names Act Section 2 (6), both the legal name and the registered name must be on all contracts, invoices, negotiable instruments and orders for goods and services issued or made.

BY-LAW XIV- Managing Director

Appointed by the Board of Directors, the Managing Director is the chief operating officer of the Society. The Managing Director has the responsibility and authority for the day-to-day operations, the staff and the

implementation of Board directed strategies and policies for the activities, collections and holdings of the Niagara Historical Society and its museum. The Managing Director is an ex officio member of the Board and all standing committees.

By-Laws approved by motion passed at the Annual Meeting: 13 10 1994 Sgd. Clifford S. James
day month year President

Amendment to By-Law IX – Insurance passed at the General Meeting: 11 01 1995 Wilfrid M. Agnes
day month year President

Amended by motion passed at the Annual Meeting: 13 10 1995 Sgn. Wilfred M. Agnes
day month year President

Amended by motion passed at the Annual Meeting: 10 10 1996 Sgn. Wilfrid M. Agnes
day month year President

Amended by motion passed at the Annual Meeting: 12 10 2000 Sgn. Lester Taylor
day month year President

Amended by motion passed at the Annual Meeting: 10 10 2002 Sgn. Sheila Tierney
day month year President

Amended by motion passed at the Annual Meeting: 16 10 2003 Sgn. Sheila Tierney
day month year President

Amended by motion passed at the Annual Meeting: 13 10 2005 Sgn. Kelly James
day month year President

Amended by motion passed at the Annual Meeting: 12 10 2007 Sgn. Kelly James
day month year President

Amended by motion passed at the Annual Meeting: 11 10 2012 Sgn. Dennis Kam
day month year President

Amended by motion passed at the General Meeting: 27 11 2014 Sgn. Dennis Kam
day month year President

Amended by motion passed at the General Meeting: 26 01 2017 Sgn. Faith Bell
day month year President

Amended by motion passed at the General Meeting: 24 05 2018 Sgn. Faith Bell
day month year President

Amended by motion passed at the General Meeting: 27 05 2020 Sgn. David Hemmings

day month year President

Amended by motion passed at the General Meeting: 26 11 2020 Sgn. David Hemmings
day month year President

Amended by motion passed at the General Meeting: 25 03 2021 Sgn. David Hemmings
day month year President

NIAGARA HISTORICAL SOCIETY
Terms of Reference and Responsibilities
Of the Executive Committee

1. Composition

- (a) The Executive Committee is a Standing Committee of the Board. It includes the Officers of the Board elected by the Membership at the Annual Meeting e.g. President, the Vice Presidents, the Treasurer and the Recording Secretary.
- (b) The Executive Committee may establish sub-committees of its members from time to time and/or invite Chairs of Standing or Special Committees to attend its meetings in order to conduct its business more effectively.
- (c) The Executive Committee may invite the Past Presidents for consultation as may be required on special issues.
- (d) A Quorum for all meetings of the Executive Committee shall be a simple majority of the eligible voting members of the Committee.

2. Calling and Notice of Meetings

- (a) Meetings of the Executive Committee are held at the call of the Chair of the Board, either on a regular schedule between meetings of the Board or on an ad hoc basis as frequently as the work load demands.
- (b) In emergencies, special meetings may be called on short notice or the Committee may conduct special meetings by telephone or fax.

3. Powers and Functions

- (a) The Executive Committee is responsible for the day to day business of the Society between regular meetings of the Board and it has the power to act in the name of the board within existing policies, guidelines and procedures from the Board or General Meeting of the Membership.
- (b) The decisions or recommendations of the Executive Committee must be reported to the Board at the next Board meeting. If the Board does not support the decisions or recommendations, they may be rejected, provided of course that the particular action taken can be revised or arrested.
- (c) The Executive Committee assists in the preparation of the budgets and has authority to approve expenditures in accordance with the provisions of approved budgets or other specific provisions made by the Board.
- (d) As any other Standing Committee, the Executive Committee may generate and propose options for the creation or revisions of policies. These options must then be submitted to the Board for review and approval.

- (e) The Executive Committee may also act as a “pre-Board” committee to investigate difficult issues, secure information in order to present recommendations or options for the consideration of the Board. The purpose of this procedure is to clarify issues or complicated items of business to lighten the task of the Board and contribute to its greater efficiency.

4. Limits to Authority

- (a) The Executive Committee may not impinge on the prerogatives of the Board or in any way usurp its powers or provoke a conflict of jurisdiction. In doubt, the Executive Committee should defer to the Board.

NIAGARA HISTORICAL SOCIETY
Terms of Reference and Responsibilities
Of the Nominating Committee

1. Composition

- (a) The Nominating Committee is a Standing Committee of the Membership of the Society. It is elected by the members at the Annual Meeting of the Society for a term of one year.
- (b) The Committee is composed of no fewer than three (3) members, in addition to Past Presidents who may choose to join the Committee as provided for in Article 8.4 of the Constitution.
- (c) The Committee should include persons who have taken part in the affairs of the Society and of its Museum. But, apart from the immediate Past President, no member of the Board in office or members of the Executive Committee of the outgoing Board should serve on the Committee.

2. Nomination and Election

- (a) Nominations for election to the Nominating Committee are proposed to the Membership by the Board in office. The list of nominees is forwarded by the Board with the Notice calling the Annual Meeting of the Membership.

3. Function of the Nomination Committee

The only function of the committee is to replenish the Board of Directors by proposing names for election to the Board of Officers and Directors:

- (a) at the Annual Meeting, for each vacant position to be filled on the outgoing Board.
- (d) during the term of the Board in office, to fill vacancies created by resignation or other causes.

The task of the Nominating Committee is important and sensitive. It must serve the general interest of the Membership to whom it is responsible and, at the same time, be responsive to the needs of the Board in Office, as they arise throughout the year.

Because of the nature and importance of its functions, the Nominating Committee is a part of the system of governance of the Society that must be seen to be independent from the interference and undue influence from the Board in office. No member of the Nominating Committee may stand for election to the Board of the Society.

The Nominating Committee is not a policy-making body. However, it is clear that its members should be knowledgeable about the Society and the general thrust of its current policies and undertakings. Thus, the Nominating Committee could contribute significantly to the stability and continuity that are much needed in the affairs of the Society.

4. General

- (a) The Nominating Committee should be active or be in a position to be activated at any time during the year, for two reasons:
 - (i) because the population of Niagara-on-the-Lake and more particularly people who may be valuable to the Society because of their experience, specialization and willingness to serve on the Board may or may not be in Niagara in winter or in summer when the Committee may wish to approach them,
 - (ii) because the Board in office may need to replace a Director or an officer of the Executive at any time during its Time of office.
- (b) The Nominating Committee should be probing possibilities on a continuing basis as opportunities arise and keep a list of persons who have expressed an interest in the Society or who would be good candidates for specific job positions.
- (c) The Membership of the Board of Directors should be drawn from the Community at large (on a geographical basis) and, although the Board is expected to act as one once a decision has been reached, its membership should include persons of varied interests, experience and education. There should be no discrimination or exclusion on the basis of gender, race, religion or political beliefs. Written nominations from the Society members will be accepted up to seven (7) days prior to the Annual Meeting by the Chair of the Nomination Committee. However, nominations from the floor will not be accepted.
- (d) Above all, nominees should be fully aware of the duties and responsibilities of officers and Directors of the Board and be willing to devote time, dedication and continuity to the tasks expected of them. It should be noted in this respect that the Nominating Committee will be seeking candidates willing to serve for three (3) years on the Board in whatever capacity.

5. Guidelines for Nominee Selection:

The guidelines below have been outlined to provide more clarity to the Nominating Committee on the nominee selection process once a vacant position on the Board has been identified.

- (a) Ensure that Board Nomination forms are sent to the membership with either the winter or Spring Newsletter.
- (b) Ensure candidates who have been identified as potential nominees submit a resume and/or biography for committee review.
- (c) The committee consults with the President and Managing Director to ascertain the priorities and needs of the Board, in terms of skills sets, relevant experience and interests.
- (d) The Nominating Committee creates a short list of nominees for interviews, seeking to achieve a best fit with the needs of the Board. The Committee is also required to interview Board members who have completed their first term (3 years) to assess their commitment to a second term and to ensure that their skills and vision are still a fit for the Society.
- (e) Provide nominee candidates selected for interview with a Board Nominee Package which could include
 - Terms of reference for the Board in general, and the specific Executive positions
 - Include Committee Terms of Reference
 - Include Section 8.5 of the constitution Responsibilities of the Board

- Include BY-LAW VI – THE BOARD OF DIRECTORS which includes meetings, terms of office and vacancies
 - Updated Strategic Plan
 - Current Board Member and staff list
 - Annual Report
 - Recent Program of Events so they are aware of our activities
- (f) Interview each candidate where relevant; these interviews can provide an overview of the Board position and duties. It is also an opportunity for the nominee to outline their expectations, interests in the organization and understanding of the Board’s responsibilities.
- (g) Provide a congratulatory letter to the successful nominee (pending membership approval) and thank you letters to all those who applied.

6. Reporting the Nominations

The Committee shall send all nominations to the Board for inclusion in the Notice of the Annual Meeting for the information of the Membership with a copy of their report.

Revised February 2019

NIAGARA HISTORICAL SOCIETY
Terms of Reference for
Honorary Life Supporter

A. Background

In June 2002, the Board of the Society agreed to establish a category of Membership in the Society known as Honorary Life Supporter.

This is intended to honour extant individuals who have made a contribution significantly beyond the norm to the Society and/or Museum. It is intended to be limited in number – to be exclusive. It is not intended to be posthumous, nor to honour individuals who have made a significant financial contribution only; such individuals can be honoured as “Patrons” of the Society and Museum.

B. Policy and Procedure

1. The awarding of an Honorary Life Supporter is entirely at the discretion of the Board of Directors of the Society, after receiving a recommendation from the Executive Committee.
2. Nomination for Honorary Life Supporter can be made at any time by any member of the Society, in writing to the President.
3. The Membership and Development Committee of the Board will consider such a nomination. This committee will decide whether or not to recommend awarding an Honorary Life Supporter and report that to the Board.
4. In considering such a recommendation, the Board may review any matter that they choose, including but not limited to:
 - i. The types and extent of contributions made by the nominee, such as (among other things) time, effort resulting in a product of value to the Society, and the donation of artifacts.
 - ii. The period of time during which this contribution was made.
 - iii. The period during which the nominee has been a regular Member of the Society
 - iv. Any other matter the Board considers relevant.
5. At any given time, in keeping with the concept of exclusivity, there is to be no more than five Honorary Lifetime Supporters of the Society.
6. The announcement of the awarding of an Honorary Lifetime Supporter will be made at the Annual General Meeting of the Society. The actual presentation of the award can be made at any Society public function including the Annual General Meeting. The award itself will consist of a framed certificate and an engraved name plate added to the bronze Honorary Life Supporter plaque.

Revised February 2019

NIAGARA HISTORICAL SOCIETY
Terms of Reference for the
Duties of the Directors of the Society

Elected Directors of the Society shall, individually and/or collectively:

- (a) Foster the welfare and success of the affairs of the Society for the development of the Museum as a strong community resource,
- (b) safeguard the trust placed in the Board by the Membership on behalf of the community at large,
- (c) appoint members of the Standing Committee for a term of one year and of Special Committees for specific terms as required,
- (d) must be on one or more Standing or Special Committee(s) and report in writing at each Board meeting on the activities of such Committee(s) when necessary,
- (e) provide the President with a report on the activities of the Committee(s) they chair for the Annual Meeting,
- (f) participate in the preparation and discussion of draft budgets of the Society and of the Museum,
- (g) determine and approve policies, objectives, procedures and from time to time review and amend them as required,
- (h) exercise control over all funds and properties of the Society,
- (i) undertake such duties as may be required by the President of the Society,
- (j) discharge their duties in good faith and with the degree of diligence, care and skill which a reasonable person would exercise in similar circumstances in like positions,
- (k) be aware of the possibility of conflict if they have any personal interest in any matter under consideration by the Board and abstain from all discussion and voting concerned with such matters,
- (l) be aware that they have no authority to act as individual agents of the Society unless such authority is specifically delegated to them on each occasion,
- (m) maintain an awareness of happenings and occurrences in Niagara-on-the-Lake and Niagara Region which may impact upon or fall within the Society' goals and mandate. These should be presented to the Executive Committee and/or the Board for action, with recommendations,

NIAGARA HISTORICAL SOCIETY
Board Declaration of Commitment

The Niagara Historical Society has a very active board and as a Director you are called upon to make an active commitment. Because we are a not-for-profit corporation, we rely heavily on our Board to carry out the duties as set out by the Constitution and By-laws.

Therefore, as a Director of the Niagara Historical Society, I, _____

Print name

acknowledge that I have read the Constitution and the "Terms of Reference for the Directors of the Society" and that I understand and will fulfill the commitment I am making for the duration of my term.

Director's Signature

Date

NIAGARA HISTORICAL SOCIETY
Terms of Reference for the
Duties of the President

As Chief Executive Officer, the President shall:

- (a) be responsible for the overall supervision and administration of the affairs of the Society,
- (b) preside at all meetings of the members of the Society,
- (c) Chair the meetings of the Board and of the Executive Committee,
- (d) In consultation with the Recording Secretary prepare agenda and notices for all meetings of the Society, the Board and the Executive Committee,
- (e) Be ex officio member of all committees of the Society except the Nominating Committee,
- (f) Possess and exercise such powers and fulfill such duties as the Board may from time to time assign to him/her by passage of specific motions,
- (g) Ensure that all policies and actions approved at the meetings of the Society or by the Board are properly implemented,
- (h) As guardian of the process, ensure that all actions of the Board on behalf of the Society are in accordance with the applicable legislation and with the Constitution and By-Laws of the Society,
- (i) Conduct annual performance reviews of permanent staff and in consultation with them, develop training plans and annual performance objectives.

NIAGARA HISTORICAL SOCIETY
Terms of Reference for the
Duties of the Vice President

The Vice President shall:

- a) Act for the President in his/her absence
- b) Be an active member of the Executive Committee
- c) Chair a Standing Committee of the Board
- d) Act as an Executive Committee liaison on at least one Standing Committee as determined by the Executive Committee
- e) Engage in the development of a five-year strategic plan, oversee its implementation, and provide regular updates to the Board.

Revised September 2020.

NIAGARA HISTORICAL SOCIETY
Terms of Reference of the
Duties of the Recording Secretary

The Recording Secretary shall;

- (a) have custody of the seal and of any other official symbol of the Society,
- (b) oversee the maintenance of files or documents for the Society's records, minutes of General Meetings, Board, Standing and Special Committees and obtain them from the appropriate persons,
- (c) issue notice of Annual and any other General or Special meeting of the membership as well as of meetings of the Board,
- (d) record the proceedings of all the Board and membership meetings,
- (e) distribute minutes of the Board meetings to Board members,
- (f) make records available to members of the Board at all reasonable times,
- (g) in November of each year, gather and send the complete records of the Society to be bound. This should include minutes of the Board meetings, Standing and Special Committees, reports, Newsletters, records of all meetings of the Membership and the Annual Report of the Society,
- (h) as custodian of the records of the Society, ensure that no document of any kind is removed from the Society's files. Copies may be issued on request. Originals may not be issued to anyone in any circumstances.
- (i) Participate on the Publications & Communications Committee

NIAGARA HISTORICAL SOCIETY
Terms of Reference for the
Duties of the Treasurer

The Treasurer of the Society shall:

- a) be responsible for monitoring and the recording, receipt, safe keeping and disbursement of all funds of the Society,
- b) assure records are kept on all assets and liabilities of the Society and publish balance sheets for the overall operations of the Society as well as for specific projects,
- c) oversee the maintenance of full and accurate books of the accounts and of all financial transactions of the Society,
- d) report in writing at each regular meeting of the Board of Directors on the financial accounts of the Society,
- e) make all arrangements necessary for the presentation to the Membership of the audited accounts of the previous year and the budget(s) for the new year,
- f) report to appropriate government agencies on all required financial matters,
- g) oversee the maintenance of the financial records of the Museum as required for the purposes of Section 877 of the Revised Regulations of Ontario 1990,
- h) oversee the preparation and filing of all returns relating to taxation matters,
- i) ensure that the insurance needs of the Society, the Museum and the Directors of the Society are covered at all times.
- j) ensure that all necessary banking and finance forms and arrangements are current,
- k) maintain control of and issues "Official Receipts for Income Tax" for donations. In his/her absence, the president may sign these receipts,
- l) recommend investment of surplus funds in special accounts,
- m) lead the presentation of a budget for the Society and Museum activities,
- n) ensure the preliminary Museum budget (as part of the Society's operations) is prepared for approval by the board before the Annual General Meeting,
- o) ensure that the accounting systems of the Society and Museum are adequate and meet the standards for checks and balances,
- p) review draft audit reports and consult as required with the external auditor
- q) upon the receipt of the final audited statements ensure these are presented to the membership at the next general meeting,

- r) advise the Membership at the Annual Meeting, of the status of the accounts to September 30th, alternatively, this could be done via the Society Newsletter announcing that meeting. This report should show budgeted, actual year to date (YTD) and projected revenues and expenses to fiscal year end.
- s) Ensure adequate costing of the strategic planning framework
- t) Will Chair the Finance and Administration Committee

NIAGARA HISTORICAL SOCIETY
Duties of the Committees

Publications and Communications Committee

Terms of Reference

This committee will be composed of at least two Board Members, the Managing Director and Society Administrator.

The responsibility of this committee will consist of:

1. Establishing regular communications with the community, community groups and Society members.
2. The development of new publications/journals
3. The development of the Society website and the possibility of web-based publications
4. Assessing the needs to republish early Society publications for purpose of resale

Finance and Administration Committee

Terms of Reference

This committee will be composed of the Treasurer, Secretary, one or more Board members, the Managing Director and the Society Administrator.

The responsibility of this committee will consist of:

- 1) Annual review of staff needs and resources with the President.
- 2) Develop annual budgets with staff and President.
- 3) Review of monthly expenditures.
- 4) Bi-monthly report of financials for Board.
- 5) Assist Staff with maximizing available grants.
- 6) Through Secretary maintain Minute Book of Society.
- 7) Reviews with Staff the retention of records and files.
- 8) Complete annual review of the Compliance Report
- 9) Assessment of the financial implication of recommendations coming from the standing committees.

Planning and Physical Plant Committee

Terms of Reference

This committee will be composed of the Vice-President of the Museum, one or more Board member and the Managing Director.

The responsibility of this committee will consist of:

- 1) Liaise with the Maintenance Committee to establish physical plant needs.
- 2) Develop a five year strategic plan. Oversee its implementation and provide regular updates to the Board.
- 3) Develop Capital Improvement plan and oversee its implementation

Membership and Development Committee

Terms of Reference

This committee will be composed of the Vice-President of the Society, two or more Board members, the Society Administrator and the Managing Director.

The responsibility of this committee will consist of:

- 1) Build fundraising relationships.
- 2) Maintain Membership relations.
- 3) Review fees, structures, member benefits.
- 4) Develop program to build membership.
- 5) Make Honourary Life Supporter recommendations.
- 6) Promote planned giving programs
- 7) Set out signature events for the Society

Governance Committee

Terms of Reference

This Committee will be composed of the President of the Society, two or more Board members, and the Managing Director.

The responsibility of this committee will consist of:

- 1) Ongoing review and compliance of the Constitution and By-Laws, drafting of By-Laws and Amended Articles to comply with Provincial Legislation if necessary.
- 2) Oversight of Management Policies.
- 3) Ensure that the Nominating Committee candidates are reviewed by the President and the Managing Director.
- 4) Evaluate effectiveness of Board Governance structures, processes and recommend changes where required.
- 5) On-going review of Committee structures and function.
- 6) Ensure that new Directors to the Board receive orientation training.

Planned Giving Committee

Terms of Reference

Role: The role of the Planned Giving Committee (PGC) is to oversee the organization's Planned Giving Program on behalf of the Board.

Responsibilities:

- Provide counsel and support to staff
- Review policies and procedures and recommend revisions as required
- Advocate planned giving to Board members and others as appropriate

Membership: At least 5 members which may include:

- The Chair – a board member chosen by the board (Faith, temporarily)
- Other Board members
- The organization's Managing Director (ex officio)
- The organization's Planned Giving Officer (ex officio) (Amy)
- The Legacy Partner Program Associate
- Professionals in the philanthropic, estate planning and related fields.

Meeting frequency: At the call of the chair, in consultation with the Managing Director or Planned Giving Officer, with a goal of meeting quarterly

Quorum: A majority of committee members including at least two Board members

Reporting: The Planned Giving Committee will report directly to the Board through the Chair

NIAGARA HISTORICAL SOCIETY
Terms of Reference
Duties of the Town Council Representative

The Town Council Representative shall:

- (a) serve as the primary interlocutor between the Historical Society, its Board and Membership and the Town Council;
- (b) contribute to the welfare and success of the affairs of the Society and to the development of the Museum as a strong community resource;
- (c) assist in safeguarding the trust placed in the Board by the Membership on behalf of the community at large;
- (d) report orally or in writing at each Board meeting on the pertinent priorities and activities of the Town Council
- (e) be familiar with Board minutes and reports and the Society/Museum's financial plans and results;
- (f) ensure all minutes and reports are made available to appropriate Town Departments/senior officials
- (g) inform/update Town Council periodically on the strategic plans, priorities, activities and financial statuses of the Society and Museum; and
- (h) represent the interests of the Society, as required, at discussions of Town Council on the relevance, role and funding of the Society and Museum and other non-profit Niagara-on-the-Lake organizations and institutions.

NIAGARA HISTORICAL SOCIETY

Terms of Reference

Research Advisory Panel

MANDATE

The Society-led Research Advisory Panel will support local history research requests from community researchers, including town staff and committees, as requested, on properties, families and events, etc. within the Municipality of Niagara-on-the-Lake.

QUALIFICATIONS

All members of the Panel:

- Shall have access to a computer and email;
- Shall have a strong commitment to and interest in our Community;
- Shall have a demonstrated knowledge of the history of Niagara-on-the-Lake;
- Shall have some familiarity with respect to sources for Niagara-on-the-Lake history and the St. Catharines Land Records office (Niagara-on-the-Lake property records), including but not limited to people, collections and libraries;
- Shall have knowledge of tools and techniques needed for historical research; and
- Shall have strong written communication skills.

ORGANIZATION

- The Research Advisory Panel will be appointed by the Niagara Historical Society Board of Directors in accordance with these Terms of Reference. It is an instrument of the Society only.
- The coordinator of this Panel will be a Board member, designated by the President of the Society for an annual term, renewable upon Board review.
- Panel members will work with the coordinator to deliver each project findings on an appropriate schedule with as much information and data material as is available;
- Additional or replacement members will be added to the Panel from time to time subject to the approval of Society Board.

DUTIES & RESPONSIBILITIES

- Acquiring, preparing, recording and reporting facts about the history of Niagara-on-the-Lake;
- Assembling research required for commemorating sites and landmarks;
- Assisting Town staff and committees in conducting historical research regarding properties listed on the Municipal Register as designated or non-designated, and for the purpose of designating properties under the Ontario Heritage Act;
- Collaborating with other Town, Regional, Provincial and/or other community organizations as may be required in a research project;
- Consolidating information as required for distribution on various media platforms;
- Providing support in historical research to Town Staff/Committees and reporting to Town Council as required on history-related issues.

REMUNERATION FOR PROJECT WORK

- Under normal circumstances the Panel members will not charge fees for service.
- Subject to prior written approval by the Panel's client, expenses (e.g., documentary evidence from the Land Records office) will be paid by the client within net 15 days of project completion.
- In the event that the Panel member(s) are instructed not to expend funds, such research may be limited by the free-of-charge material available.
- The Society will not be liable for any research costs.

David F. Hemmings
President
Niagara Historical Society
Version: March 2019