

# Brantford Lapidary and Mineral Society Inc. Proposed By-law No. 10

## Organizational By-law

A By-law which contains the rules for the organization of  
The Brantford Lapidary and Mineral Society. This By-law repeals and replaces  
By-laws No. 1 - 9 of the Brantford Lapidary and Mineral Society

Passed by the Board of Directors on

October 6, 2015

Confirmed by the Membership on

November 20, 2015

Note:

This By-law contains rules under which the Brantford Lapidary and Mineral Society, Inc. (the “Society”) is organized. The Society is subject to othe Ontario *Not-for-Profit Corporations Act*, which is expected to come into force soon after this By-law is passed, or the Ontario *Corporations Act* until it no longer applies.

When this by-law refers to the *Act* alone, it means the *Not-for-Profit Corporations Act* or the *Corporations Act*, whichever is legally applicable at the time.

This By-law repeats some of the rules in the Act, but not all of them.

# **By-law No. 10**

## **Organizational By-law**

### **Article 1: About This By-law**

#### **1.1 Status of this By-law**

The *Not-for-Profit Corporations Act* or the *Corporations Act*, whichever is legally applicable at the time, will have priority over this By-law in case of conflict.

#### **1.2 Prior By-laws**

All prior By-laws of the Society are repealed when this By-law comes into force.

### **Article 2: Membership**

#### **2.1 Qualifications for membership**

Membership in the Society shall be open to all individuals who agree with the constitution, by-laws and objectives of the Society and pay the appropriate fee.

Family memberships shall include up to four (4) adults, who have the same municipal address, and can include children under the age of sixteen (16). Four (4) family members over the age of sixteen (16) shall be entitled to vote, by being present for the vote, or by appointing a proxy to vote on their behalf, in accordance with procedures established by the Board of Directors. .

Individual memberships shall be open to persons over the age of sixteen (16). Each individual member shall be entitled to one (1) vote, by being present for the vote or by appointing a proxy to vote on their behalf, in accordance with procedures established by the Board of Directors.

Honorary memberships (non-paying) may be proposed by the Board of Directors, and must be approved by 2/3 of the eligible voters present at a general meeting of members, after Notice of Motion has been given.

#### **2.2 Fees**

Annual fees shall be due and payable not later than January 31<sup>st</sup> each year, and shall be collected by the Treasurer. New members who join the Society during the period from

September to December 31<sup>st</sup> shall be entitled to a Membership card for the following year.

A schedule of fees for classes of membership shall be published in the January issue of the Society's newsletter, the Telephone City Crystal. The fee schedule shall be determined by the current Board of Directors.

## **Article 3: Members' Meetings**

### **3.1 Annual General Members' Meetings**

The Society must hold an annual general members' meeting no later than the *earlier* of

- fifteen months after the last annual meeting, or
- five months after the end of the Society's fiscal year, which is December 31<sup>st</sup>.

### **3.2 Schedule of Regular Members' Meetings**

Regular meetings of the Society shall be held on the third Friday of each month (except during July and August), unless otherwise arranged.

### **3.3 Agenda of Annual General Members' Meetings**

(a) The agenda for each annual general meeting must include:

- consideration of the financial statements
- consideration of the auditor's report, if there has been an audit
- appointment of the auditor for the next year, or special resolution not to have an audit
- election of directors.

The agenda must also include the general nature of any other business to be dealt with at the meeting.

- (b) Members can raise any matter at a meeting but they cannot vote on it if it was not included in the notice of the meeting.
- (c) If proper notice is given, the members can make any decision or pass any version of a by-law. They can do this even if the version they pass is different from, or contrary to, the original.
- (d) A copy of a new by-law or a by-law change must be made available to members at least five days before the meeting.

### **3.4 Notice of Members' Meetings**

Notice of any members' meeting must be given to the members not less than ten days nor more than fifty days before the date of the meeting. Notice must include the time and place of the meeting.

### **3.5 Quorum at Members' Meetings**

- (a) Quorum at members' meetings means the minimum number of members who must be present for the Society to hold an official members' meeting and make decisions or transact any business.

If there is no quorum, anything discussed has no official status. However, the meeting can be continued as an information meeting.

- (b) The quorum for a meeting of the members is 20% of the members entitled to vote on the notice date for the meeting, whether present in person or by proxy.

### **3.6 Voting**

- (a) Every member of the Society has the right to one vote at any members' meeting. Anyone can vote who is a member at the time that the meeting notice is published.
- (b) A majority vote is needed to make any decision, unless a by-law, or the *Act*, states differently.
- (c) A two-thirds majority vote of the members present at a regular or annual general meeting or by proxy is needed to pass or amend by-laws. A two-thirds majority vote of the members present at an annual meeting is required to amend the constitution.
- (d) An abstention is not counted as a vote. A tie vote defeats the motion.

### **3.7 Participating in Members' Meetings**

- (a) The board may adopt a system to make available telephonic or electronic ways for participating in a members' meeting that permit all participants to communicate adequately with each other during the meeting. Anyone participating in a meeting in those ways will be considered to be present at the meeting.
- (b) The board may adopt a system to make available mail, telephonic or electronic ways for members to cast a secret ballot at a members' meeting if it can be verified that votes were cast only by members entitled to vote and the Society cannot identify how each member voted.

- (c) If there is no system for voting as stated in (b), members may appoint another person to vote for them at a members' meeting. In that case the board will make available a form that members can use to do this.

## **Article 4: Directors and Officers**

### **4.1 Powers and Duties of the Board**

- (a) The board of directors manages or supervises the management of the business of the Society. It can use all the powers of the Society, unless the *Act* or the by-laws say that a members' meeting is needed to decide on something.
- (b) The board can act only by a decision at a proper board meeting. Individual directors or officers have no authority to act except as stated in a by-law or as authorized by the board. The authorization can be specific according to a Society Policy.

### **4.2 Number of Directors**

- (a) The board is made up of directors who have been elected or appointed to hold specific offices.

There will be four executive officers, being the President, Vice-President, Treasurer and Secretary. The other officers will be a Program Director, a Show Chairperson, a Field Trip Director, a Newsletter Editor, a Social Convenor, a Librarian, the Immediate Past President, a CCFMS representative, a Workshop Chairperson and Workshop Instructors.

A director can hold one or more offices, but will only have one vote.

### **4.3 Roles and responsibilities of the Officers**

- (a) The president
  - gives leadership to the Society
  - presides over Society and Board meetings, unless a decision is made to have another person be the chair
  - co-ordinates the work of the board
  - acts as the Society's representative with outside organizations
  - signs all by-laws, minutes, contracts and other official documents
  - follows the decisions approved at board and members' meetings
  - each month reviews and signs the bank reconciliation statement prepared by the treasurer to indicate the review has been performed and reports to the board on any problems.
- (b) The vice-president

The vice-president performs the president's duties in the absence of the president and generally works with the president in carrying out the above responsibilities.

The president and vice-president should review their roles regularly to make sure that they are carrying out all the responsibilities outlined above.

- (c) The secretary
- records minutes of board and members' meetings including all motions made, a brief summary of the discussion and the result of the motion
  - ensures that all reports, resolutions, by-laws and other matters submitted to the board at a meeting are attached to or included with the minutes of the meeting
  - ensures that the minutes of board and members' meetings are duly signed by two signing officers and inserted in the minute book
  - generally makes sure the minute book is kept up to date
  - ensures that all legally required notices, such as notice of meetings, are given in accordance with this by-law
  - makes all necessary corporate filings, such as Notices of Change under the *Corporations Information Act*
  - is the custodian of the minute book and other corporate records (other than financial records).

- (d) The treasurer
- The treasurer shall be responsible for the preparation of an annual budget for the activities of the Society in advance of each fiscal year. He/she shall maintain all financial records of expenditure and receipt, and be prepared to give a current financial report at all Board and members' meetings. He/she will collect all membership fees, maintain a current list of members and supply the list to the secretary and the newsletter chair. All monies shall be deposited with a recognized financial institution, and expenditures, wherever possible, shall be by authorized cheque drawn against a Society account.

The treasurer will

- act as the Society's representative in dealing with the auditor
  - work with the auditor in implementing and monitoring internal financial controls
  - normally be the director who signs cheques under this By-law
  - each month prepare a reconciliation of the Society's bank accounts.
- (e) Immediate past president
- The past president shall serve in an advisory capacity, but may be assigned other responsibilities by the board.
- (f) Program director
- The program director shall organize the monthly program and assist with the agenda for each regular and annual meeting, and assist the speaker before, during and after the program.

- (g) Show Chairperson  
The Show Chairperson shall coordinate the Society's shows and displays at the local and Federation levels.
- (h) Field Trip Director  
The Field Trip Director shall arrange all Field Trips for the Society, shall be responsible for the first aid kit equipment on such trips and shall have the authority to dismiss any Society member from a trip if the member has not met the health and safety and any other requirements for the trip.
- (i) Newsletter Editor  
The Newsletter Editor shall supervise, edit and distribute all bulletins, newsletters and notices of members' meetings for the Society.
- (j) Social Convenor  
The Social Convenor shall be responsible for organizing the social functions of the Society, including provision of light refreshments at members' meetings.
- (k) Librarian  
The librarian shall maintain the Society's library and keep the necessary records of books in circulation.
- (l) Central Canadian Federation of Mineralogical Societies (CCFMS) representative  
The CCFMS representative will attend meetings of CCFMS and provide liaison between CCFMS and the Society.
- (m) Workshop Chairperson  
The workshop chairperson is responsible for coordinating activities at the Society's clubhouse, including maintenance of the building, acquisition of supplies and housekeeping.
- (n) Workshop Instructors  
Workshop instructors are responsible for organizing, promoting and delivering workshops, cleanup after workshops, and collection of workshop fees.

#### **4.4 Election of Directors and Officers**

- (a) The members elect at the Annual General Meeting the directors to fill designated offices.
- (b) No director who acts as an executive officer, shall be elected to hold the same office for more than three (3) consecutive terms.

- (c) Ordinarily all directors/officers will serve until their successors are elected. If a vacancy occurs during the term of office, the board will appoint a member of the Society to fill the office for the remainder of the term.
- (d) The board can elect any other officers and give them authority and duties.
- (e) An office becomes vacant as soon as the office-holder resigns, or is removed, as a director.
- (f) A nominating committee, consisting of a chairperson and two (2) members of the society, shall be appointed by the Board, and shall present a slate of candidates for election at the Annual General Meeting. Each Officer shall be elected by a majority of the eligible voting members present. Nominations from the floor will be received provided a) the nominee is present and agrees to stand, or (b) if absent, the nominee agrees in writing within 10 days after the meeting.

#### **4.5 Who Can Act as a Director and Officer**

- (a) To be a director and officer, a person must be eighteen years or older. Anyone who is bankrupt cannot be a director and officer. Anyone who is not mentally competent cannot be a director and officer. Definitions may be found in the *Act*.
- (b) To be a director and officer, a person must be a member of the Society.
- (c) People cannot be directors and officers if they were present at the meeting that elected them and refused to accept the office. If absent, a person must agree in writing to be a director and officer. They must do this within ten days after the meeting. If not, there is a vacancy on the board and 4.4 of this By-law applies. All directors and officers should sign an agreement relating to this, whether or not they were at the meeting where they were elected.

#### **4.6 Election of Directors**

- (a) If there is more than one candidate for an office, the election is by secret ballot. Members cannot vote more than once for a candidate.
- (b) If there is only one candidate for an office, the secretary will cast a single vote in favour of the candidate.
- (c) Members can vote only during a proper meeting. There must be a quorum present from the time the ballot boxes open until the final vote is cast. There does not have to be a quorum present while the votes are being counted and when the results of the vote are announced. If there is a tie and a quorum is no longer present, then the board must call a new meeting to complete the election.

#### **4.7 Term of Office**

Directors and officers serve for a term of one year from June 1 to May 31 of the following year. Anyone elected or appointed to fill a vacancy will serve for the remainder of the term of the director whose position they are filling.

#### **4.8 Standard of Care**

Each director and officer in exercising his or her powers and discharging his or her duties to the Society must:

- act honestly, in good faith with a view to the best interests of the Society; and
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **4.9 Conduct of Individual Directors and Officers**

Each director and officer is expected to:

- attend all board and members' meetings unless excused by the board based on advance notice of absence
- prepare for all meetings
- keep confidential any private information about the affairs of the Society, or its members
- comply with all Government Requirements and the By-laws and Corporate Policies of the Society
- comply with any Code of Behaviour for Directors, Officers and/or Members that may be adopted as a Society Policy.

#### **4.10 Payment of Directors and Officers**

Directors and officers must serve as such without payment of any kind whether direct or indirect. However, they may be reimbursed for reasonable travel or other expenses incurred while doing business for the Society. The board must authorize these expenses. Directors and officers cannot receive compensation for lost income while doing business for the Society.

#### **4.11 Conflict Procedures**

When a potential conflict of interest is raised before or during a board meeting, then:

- (a) The board must decide if there is an actual or potential conflict of interest. The parties to the potential conflict must not participate in the process of deciding if there is a conflict. They cannot be in the room while the decision is being made.
- (b) If the board decides that a conflict of interest exists, the involved party must not participate in any decision-making regarding the resolution or subject-matter of the conflict of interest and must leave the meeting while the item is under discussion. The party involved may not see any of the documents relating to the matter.

#### **4.12 Indemnification of Directors and Officers**

- (a) The Society will indemnify all directors and officers, and their heirs and legal personal representatives in respect of civil, criminal, administrative, investigative or other actions or proceedings against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of his or her association with the corporation or other entity.
- (b) A corporation shall not indemnify an individual under subsection (1) unless,
  - (i) the individual acted honestly and in good faith with a view to the best interests of the Society or other entity, as the case may be; and
  - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (c) The board of directors must purchase insurance to cover this liability, subject to reasonable limitations and deductibles.

#### **4.13 Resignation of a Director**

A director can resign by giving written notice, delivered either to the president or sent to the Society mailing address, 1 Sherwood Drive, Brantford, Ontario N3T 1N3. The resignation will take effect at the time the resignation is received or at the time specified in the resignation, whichever is later.

#### **4.14 Removal of a Director and Officer**

- (a) The members may by ordinary resolution remove a director from office. This can be because the director broke the By-laws or Society Policies or for any other reason that the members consider sufficient.

The decision must be made at a meeting of the members. The director must be given at least 15 days notice in writing with reasons for the proposed removal and termination.

The director must be given an opportunity to be heard, orally or in writing at the members meeting. The decision of the members will not go into effect until at least six days after the meeting.

- (b) The directors may remove a director who no longer meets the qualifications outlined in Sect 4.5.

#### **4.15 Vacancy when there is no board quorum**

If there is a vacancy on the board and no quorum of directors remains in office, the remaining directors must call a members' meeting to fill the vacancies. At that meeting the members elect directors to serve the rest of the terms of the former directors.

#### **4.16 Board Meetings**

(a) **Place of meetings**

Board meetings must be held in the Province of Ontario.

(b) **Regular meetings**

Unless the Board decides something else, the board will hold regular monthly meetings on a date decided at the previous meeting, or at a regular time set by the board. There is no need to give notice of regular meetings. The Board must hold at least four meetings a year.

(c) **Special meetings**

The board can hold special meetings. A special meeting can be called by a decision of the board, by the president or vice-president, or by a quorum of directors.

Each director must be given at least three days written, verbal or electronic notice of a special meeting. The notice must state the general nature of the meeting's business.

(d) **Emergency meetings**

A special meeting of the board can be called on less than three days notice if:

- there is an emergency, and
- a quorum of directors is present at the meeting.

Emergency meetings can be called only in very unusual circumstances. For example, roof repairs might have to be done immediately to avoid serious damage. Notice of an emergency meeting must be given in writing or by telephone, or electronically, and all if possible.

There must be a report to the next regular directors' meeting of any decision made at an emergency meeting.

(e) **Quorum for board meetings**

Quorum at board meetings means the minimum number of directors who must be present to hold a board meeting and make decisions or transact any business.

A quorum for a meeting of the Board shall consist of the President or Vice-President, one (1) other Executive Officer and two (2) other directors to deal with the business of the Society.

(f) **Agenda of a board meeting**

An agenda and minutes of the previous meeting should be given to directors before a board meeting. The agenda contains the items that the directors will consider at the meeting. At regular meetings, however, the board can consider or adopt any motion even if no notice of the item was given.

At special meetings or at emergency meetings, the board can only consider the business stated in the notice, or the agenda given with the notice.

(g) **Giving up the right to a notice**

Directors can give up their right to a notice. This must be done in writing.

(h) **Chair**

The chair of board meetings can be either the president or another person chosen by the board.

The chair can only vote on matters which come before board meetings in order to break a tie.

(i) **Voting**

Each director has one vote at board meetings. A majority vote is needed to make a decision unless this By-law states differently.

#### **4.17 Electronic Meetings**

A director may, if all the directors of the Society consent, participate in a meeting of the directors or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at the meeting.

#### **4.18 Signed Resolutions**

A resolution signed by all the directors entitled to vote on that resolution at a board meeting or committee is as valid as if it had been passed at a duly called meeting of the board or committee. All such resolutions will be kept with the minutes of board or committee meetings.

### **Article 5: Financial and Legal**

#### **5.1 Fiscal Year**

The fiscal year of the Society starts January 1 of each year and ends December 31.

## 5.2 Auditor

- (a) The members appoint an auditor or a person to conduct a review engagement of the Society at each Annual General Members' meeting. The auditor can be either a chartered accountant or a chartered accountant firm. The auditor stays in office until another auditor is appointed as stated in the *Act*. The board will arrange for payment of the auditor.
- (b) The *Act* states how to remove an auditor and appoint a different auditor.
- (c) The auditor must have access to the books, accounts and vouchers of the Society at all reasonable times.
- (d) The directors, officers, and contractors of the Society must provide any information and explanations which the auditor requests.
- (e) The members may pass an extraordinary resolution not to appoint an auditor and to not have an audit or a review engagement in respect of the corporation's financial year if the Society had an annual revenue in that financial year of \$500,000 or less, in accordance with Section 76 of the *Not-for-Profit Corporations Act*.
- (f) An extraordinary resolution means a resolution that is submitted to a special meeting of the members of the corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast.
- (i) In the event that such an extraordinary resolution is passed, the Society will hire an independent qualified accountant to prepare year-end financial statements.

## 5.3 Signing Officers

- (a) Each of the Executive Officers will be signing officers.
- (b) All mortgages, contracts and other documents must be signed by two signing officers. This includes any written commitment such as an order for work to be done. Before signing a document, the officers must make sure that the document has been properly approved.

The board can make a specific decision to appoint one or more officers, or directors to sign documents, or any class of documents, for the Society.

- (c) Whoever signs a document must make sure the document has been properly authorized.

- (d) When authorizing a document, the board can decide its exact form. If it does not, the signing officers can approve the final document.

## **5.4 Signing Cheques**

- (a) All cheques must be signed by two signing officers. Ordinarily the treasurer will be one of them.
- (b) Before signing a cheque, whoever signs must make sure that the expense has been properly approved and that clauses (c), (d), (e) and (f) have been followed with respect to the cheque as well as all relevant provisions of any Society Policies.
- (c) Cheques must never be signed where the amount or anything else on the cheque is blank. Post-dated cheques must not be signed.
- (d) Cheques must be pre-numbered.
- (e) Cheques must be supported with all necessary invoices or other supporting documents. When the cheque has been signed, the invoice must be marked paid and the cheque number entered on the invoice.
- (f) References to cheques in this section includes other negotiable documents.

## **5.5 Head Office**

The head office of the Society will be in Brantford, Ontario.

## **5.6 Confidentiality of Board and Committee Business**

- (a) Sometimes directors or committee members discuss confidential matters. All directors and committee members must keep these matters secret, even after they are no longer directors, members of the committee, or members of the Society.
- (b) Officers, employees or members sometimes learn confidential information. They must keep that information secret and not pass it on to anyone else.
- (c) When the board discusses confidential matters, the minutes of these discussions must be kept in a separate section of the minute book. Only board members can see the confidential minutes.
- (d) Directors must decide which items are confidential. They should remember that members have the right to be fully informed about the Society's business. They must have a good reason for keeping something confidential.

- (e) Confidential or other personal information may be made available to the board when necessary, in connection with the Society's business.
- (f) Directors and committee members should sign a confidentiality agreement.

## **Article 6: Notice**

### **6.1 Defects in Notice**

A minor error or omission in any notice will not affect any decision made by the board or members. This includes accidentally failing to give notice to a person entitled to it. It also includes a person's not receiving a notice that has been sent.

### **6.2 Delivery of Notice**

Notices or other documents may be given personally to a member or director or sent by ordinary mail, or by email, to the member or director at their last address, as shown on the books and records of the Society. Where something is served by mail, it will be considered to have been delivered, served or given on the third day after it was mailed.

### **6.3 Calculating Time for Notices**

When calculating the time for a notice, the date on which the notice is given is not counted, but the date of the meeting or event is counted. For example, a members' meeting is scheduled for Friday, October 21. The By-law says that there must be a notice of ten days. Counting back ten days, including the day of the meeting, this count will end at Wednesday, October 12. Therefore, notice should be given on or before Tuesday, October 11. Sundays or holidays are included when counting.

## **Article 7: Affiliation**

### **7.1 Central Canadian Federation of Mineralogical Societies**

The Society shall become and remain a member in good standing of the Central Canadian Federation of Mineralogical Societies (CCFMS).

### **7.2 Appointment of Delegates**

It shall be the responsibility of the Board to ensure that at least one duly authorized delegate from the Society attends applicable meetings of the CCFMS for the purpose of representing the Society's interests.

**END OF BY-LAW.**