



## **The Ontario Genealogical Society**

*To encourage, assist and bring together all those  
interested in the pursuit of family history*

# **BY-LAWS**

**JUNE  
1994**

(As Amended at the AGM in 1995, 1996, 1997, 1999, 2000, 2002, 2007)

O:\OGS2006\Committees - Standing By Laws\BY LAWS94-2007.wpd

## Table of Contents

Article 1: Definitions. . . . .	2
Article 2: Ontario Genealogical Society.. . . .	2
Article 3: Membership. . . . .	3
Article 4: Board of Directors. . . . .	4
Article 5: Officers of the Society. . . . .	6
Article 6: Executive Council. . . . .	7
Article 7: Standing Committees. . . . .	7
Article 8: Parliamentary Authority.. . . .	9
Article 9: Regions.. . . .	10
Article 10: Branches.. . . .	12
Article 11: Transaction of Business. . . . .	13
Article 12: Administration. . . . .	14
Article 13: Repeal and Amendments. . . . .	15
Article 14: Dissolution. . . . .	15
<b>Index. . . . .</b>	<b>16</b>

---

## Article 1: Definitions

---

### 1.1 **Definitions:**

<b>Act</b>	means the Corporations Act of Ontario
<b>Board</b>	means the Board of Directors
<b>Branch</b>	means a branch of the Society
<b>Council</b>	means the Executive Council
<b>Letters Patent</b>	means the Letters Patent granted to the Society on April 27th, 1967
<b>Member</b>	means a member of the Society
<b>Region</b>	means a region of the Society
<b>Society</b>	means the Ontario Genealogical Society
<b>Special Meetings</b>	means a meeting of the Society, a Region or a Branch, called to consider one or more items of business specified, and only those specified, in the call for the meeting. The specified items may be any items which the Society, Region or Branch may transact at their respective annual meetings. <i>[As amended May 1999]</i>

---

## Article 2: Ontario Genealogical Society

---

- 2.1 **Name:** The name of the Society is the *Ontario Genealogical Society*.
- 2.2 **Head office:** The head office of the Society shall be in the Province of Ontario in a location as determined by special resolution by the members.
- 2.3 **Corporate seal:** The seal, an impression of which is stamped in the margin of this document, shall be the corporate seal of the Society.
- 2.4 **Objects:**
- 2.4.1 to promote, encourage and foster the study of genealogy and original genealogical research in the Province of Ontario;
  - 2.4.2 to collect and preserve information, books, manuscripts, typescripts, charts, maps, photographs, microfilms and related material relevant to genealogical study;
  - 2.4.3 to encourage and instruct members in the ethical principles, scientific methods and effective techniques of genealogical research;
  - 2.4.4 to publish and distribute books, bulletins and other material as may, from time to time, be desirable to further the foregoing objects of the Society;
  - 2.4.5 to encourage the writing of family histories which include Ontario content;
  - 2.4.6 to collect for preservation purposes, family histories;
  - 2.4.7 to work with other organizations, to preserve the heritage of Canada, and of Ontario, in particular;
  - 2.4.8 to raise funds for any of the foregoing objects and to accept donations, gifts, legacies and bequests; and
  - 2.4.9 to assist members in the formation of branches and groups affiliated with branches as genealogical interest grows in specific areas. *[As amended May 2002]*

---

## Article 3: Membership

---

- 3.1 **Qualification:** Any person, corporation or institution interested in the objects of the Society and willing to subscribe to its bylaws may become a member.
- 3.2 **Classes:** Individual; Family; Life; Honorary; Corporate; Institutional; Student; Associate  
[as amended 2007]
- 3.3 **Privileges:** Members, as defined in sections 3.4 to 3.10, will be entitled to the following privileges:
- 3.3.1 to vote on any issue and to attend any annual or special meeting of the Society, and regional meetings as provided in Article 11.
  - 3.3.2 to stand for election to any elective office in the Society and to be eligible for appointment to any appointive position in the Society, and to be eligible to serve on any committee of the Society;
  - 3.3.3 to receive, without charge, one copy of each issue of Families and Newsleaf, and of such other publications of the Society as the Board of Directors may, from time to time, determine;
  - 3.3.4 to join one or more branches. [As amended May 1995]
- 3.4 **Individual member:** Any person may become an *individual member* and is entitled to all the privileges listed in Section 3.3.
- 3.5 **Family member:** Two or more persons having the same address may form a family group, one as an individual member, and the others as family members. Each *family member* is entitled to the privileges listed in sections 3.3.1, 3.3.2, and 3.3.4.
- 3.6 **Life member:** A member who was enrolled as a *life member* before May 24, 1986 continues as such, and is entitled to all the privileges in Section 3.3.
- 3.7 **Honorary member:** Any person who has made notable contributions to genealogy may be made an *honorary member* of the Society by vote of the Board. An honorary member is entitled to all privileges listed in Section 3.3.
- 3.8 **Corporate member:** Any corporation may become a *corporate member*, and is entitled to the privileges listed in Section 3.3.3 and 3.3.4.
- 3.9 **Institutional member:** An institution, such as a library or society, may be accepted as an *institutional member*, and is entitled to the privileges listed in Section 3.3.3 and 3.3.4.
- 3.10 **Student Member:** Any person who can demonstrate full-time enrolment in an elementary, secondary or post secondary institution may become a *student member*, and is entitled to the privileges listed in Section 3.3.3 and 3.3.4. [created 2007]
- 3.11 **Associate Member:** the *associate member* class is not available to new members of the Society or any of its Branches. An *associate member* is a person who, prior to April 26, 1997, joined the Society at the Branch level only, and was registered in the records of the Society. An *associate member* is entitled to voting privileges at the Branch level, but is not entitled to stand for elected office in a Branch. An *associate member* who joins more than one Branch must declare a Branch of primary interest. While not entitled to

the privileges listed in Sections 3.3.1, 3.3.2 and 3.3.3, an *associate member* may attend annual, special or regional meetings of the Society, will receive one issue of Newsleaf per year, and will receive notices of publications and general information. An *associate member* whose membership lapses may rejoin the Society only as an individual or family member. An *associate member* who transfers to any other class of membership may not return to the *associate member* class. [As amended April 1997]

- 3.12 **Membership year:** The membership year shall be the calendar year. A member who joins the Society after the first day of November in any year will become a member for the year following.
- 3.13 **Annual dues and fees:**
- 3.13.1 Annual dues for membership in the Society are payable on or before January 1. The fee structure will be recommended by the Board and approved by the members at the annual meeting. At least fifteen days prior to the annual meeting, the Board will send to all members the financial report for the previous year; in addition, if a change to the fee structure is being proposed, the Board will send a report on projected revenues and expenditures for the next year, together with the proposed related fee structure. At the annual meeting the Board will move the adoption of its report and recommendations for changes to the fee structure. [As amended 2000, 2007]
- 3.13.2 A member who does not renew by the last day of January ceases to be a member, but may regain membership by paying dues for the current year. Payment after the first day of November does not reinstate membership for the current year.
- 3.13.3 A member who resigns from the Society is not entitled to a rebate of dues for the remaining portion of a year.
- 3.13.4 The annual associate membership fee will be paid by the associate member to the Branch of declared primary interest and will be submitted to the Society by that Branch. [As amended May 1995]

---

### Article 4: Board of Directors

---

- 4.1 **Responsibility:** The business of the Society shall be directed by the Board of Directors (to be known as the Board). The Board is responsible for guiding the Society towards its objectives.
- 4.2 **Composition:** The Board shall be comprised of the President, the Vice-President, the Vice-President (Finance), the Secretary, one director from each region, and the Immediate Past President.  
[As amended May 2002]
- 4.3 **Eligibility:**
- 4.3.1 Each member of the Board shall be a member of the Society, and shall be a Canadian citizen.
- 4.3.2 No member may hold more than one office of President, Vice-President, Vice-President (Finance) or Secretary at the same time.
- 4.4 **Immediate Past President:** The Immediate Past President shall be a director and a voting member of the Board.

## 4.5 **Meeting:**

4.5.1 A meeting of the Board may be held at any place in the province. A majority of Board members forms a quorum required to transact business. No formal notice is necessary if Board members indicate in advance that they will attend, or have consented to the meeting being held in their absence. Meetings may be formally called by the President, or Vice-President, or by the Secretary on direction by the President or the Vice-President, or by the Secretary on direction in writing of two Board members. Notice of formal meetings shall be transmitted to each Board member no less than ten days before the meeting is scheduled. (See Article 11.3). The statutory declaration of the Secretary or President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The Board may designate a day or days in any month or months for regular meetings at an hour to be stated. No formal notice is required for such meetings. A meeting will be convened immediately following the annual meeting of the Society. The Board may conduct any general or special business at any meeting. *[As amended May 1996]*

4.5.2 The Board may conduct business by means of a conference call meeting when it needs to address urgent business that cannot wait until the next scheduled meeting, or if there is insufficient time to call a special meeting of the Board, or it is deemed by the President that the expense of a special meeting of the Board would not be warranted. *[As amended May 1996]*

4.5.3 A conference call meeting will be conducted in accordance with the requirements for such a meeting described in The Society's Operation Manual. *[As amended May 1996]*

4.6 **Voting:** Questions arising at any Board meeting shall be decided by a majority of votes. The chair shall take a vote by calling for a show of hands and shall announce the result of the vote. A ballot vote shall be taken if a single Board member so demands.

4.7 **Powers:** The Board shall decide on all business and contractual matters involving the Society. It is authorized to acquire, exchange or sell shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest owned by the Society for such consideration and upon terms and conditions as it may deem advisable.

4.8 **Committees:** In addition to the standing committees referred to in Article 7, the Board may establish other committees and make appointments as are deemed necessary for the orderly operation of the Society. All such committees shall report to the Executive Director. *[As amended 2007]*

4.9 **Compensation:** Board members shall not receive remuneration, but shall be reimbursed for expenses at rates established from time to time by the Board.

4.10 **Good Faith:** In exercising their powers and performing their duties, every Board member shall act in good faith in the best interests of the Society, and shall comply with the Act, the Regulations, the Letters Patent, the Bylaws and shall have regard to the Policy. *[As amended May 2002]*

## 4.11 **Liability protection:**

4.11.1 No officer, director, member or employee acting on specific direction of the Board shall be liable for the acts, receipts, neglects or defaults of any other officer, director, member or employee for any loss to the Society through the insufficiency or deficiency of any security in which any funds of the Society may be invested, or from any loss or damage arising from bankruptcy, insolvency or specific act of any person with whom any funds, securities or effects of the Society shall be

deposited, or for any loss occasioned by error of judgment or oversight by that officer, director, member or employee, or for any loss, damage or misfortune whatever which shall ensue in executing an office unless such loss, damage or misfortune should happen through revealed dishonesty or wilful neglect.

- 4.11.2 The Board may purchase and maintain insurance for the benefit of the officers, directors, former directors and officers, and other persons who act and have acted honestly and in good faith on behalf of the Society.
- 4.12 **Conflict:** Each Board member who in any way has a direct or indirect interest in a current contract or a proposed contract with the Society, shall declare such interest at a meeting of the Board, and shall not vote on any matter relating to such contract.
- 

### *Article 5: Officers of the Society*

---

- 5.1 **Officers:** The officers of the Society, who are also directors, are: President, Vice-President, Vice-President (Finance) and Secretary. Other officers may be established by amendment to these bylaws.
- 5.2 **Elections:** The officers shall be elected annually for a two year term by the members (see Articles 7.3.1, 7.3.2, 7.3.3), or until their successors are elected or appointed by the Board. The election for President and Vice-President shall be held in even numbered years and for Vice-President (Finance) and Secretary in odd numbered years. The President and Vice-President may not be reelected. The Vice-President (Finance) and Secretary may be reelected for a maximum of three consecutive terms. They shall take office at the end of the annual meeting following their election. *[As amended May 1996, 2007]*
- 5.3 **Duties:**
- 5.3.1 The **President** shall, when present, preside at all annual, regular and special meetings of the Society, the Board and the Executive Council. The President is also charged with the general management and supervision of the business and operations of the Society. The President, with the Secretary or officers designated by the Board for the purpose, shall sign all bylaws and certificates of the Society. The President shall, on the direction of the Board, have the authority to call a special meeting (as defined in Article 1.1) of a Region or a Branch and may designate a chair of such meeting. Notice of the time and place of such meeting shall be given to members by mail thirty days before the time fixed for the meeting. The quorum for special meetings shall be the same as for annual meetings.
- [As amended May 1999]*
- 5.3.2 The **Vice-President** shall exercise the duties and powers of the President during the absence or inability of the President.
- 5.3.3 The **Vice-President (Finance)** shall supervise and direct all financial operations of the Society, and shall chair the Finance Committee. The Vice-President (Finance) shall keep full and accurate accounts of all receipts and disbursements of the Society in proper account books, and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such financial institution or institutions as may, from time to time, be designated by the Board. The Vice-President (Finance) shall disburse the funds of the Society under the direction of the Board, taking proper vouchers and rendering to the Board at regular meetings, or whenever required, an account of all transactions as Vice-President (Finance), and of the financial state of the Society.

The Vice-President (Finance) shall also perform such duties as may, from time to time, be determined by the Board.

*[As amended May 2002]*

- 5.3.4 The **Secretary** shall attend all meetings of the Board and shall be responsible for ensuring the recording of all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall direct all notices required to be given to members and directors. The Secretary shall be custodian of the seal of the Society, and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which shall be released only when authorized by resolution of the Board, and to such person or persons named in the resolution. The Secretary shall perform such other duties as may, from time to time, be determined by the Board.
- 5.4 **Vacancy:** When an office becomes vacant through resignation or inability to perform, the Board may appoint a member of the Society to fill the position for the remainder of the term.
- 5.5 **Removal:** An officer may be removed from office before the expiration of the term by a vote of at least two-thirds of the votes cast by the members at a special meeting called for that purpose.

---

### *Article 6: Executive Council*

---

- 6.1 **Composition:** The Executive Council of the Society comprises the Officers of the Society and the Immediate Past President. *[As amended May 2002]*
- 6.2 **Duties:** The Council manages, supervises and coordinates the activities and programs of the Society on behalf of the Board. The Council reports to the Board.
- 6.3 **Meetings:** A meeting of the Council may be held at any place in the province. A majority of members of the Council forms a quorum required to transact business. No formal notice is necessary if the members of the Council indicate in advance they will attend, or have consented to the meeting being held in their absence. Meetings may be formally called by the President, or Vice-President, or by the Secretary on direction by the President or the Vice-President, or by the Secretary on direction in writing of two members of the Council. Notice of formal meetings shall be transmitted to each member of the Council no less than ten days before the meeting is scheduled. (See Article 11.3). The statutory declaration of the Secretary or President that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. *[As amended 2007]*
- 6.4 **Voting:** Questions arising at any Council meeting shall be decided by a majority of votes. The chair shall take a vote by calling for a show of hands and shall announce the result of the vote. A ballot vote shall be taken if a single member of the Council so demands.

---

### *Article 7: Standing Committees*

---

- 7.1 **Committees:** The standing committees of the Society are: Bylaws and Resolutions, Nomination, Policy and Procedure, Strategic Planning, and Finance. The committees shall report to the Board. *[As amended May 2002]*

- 7.2 **Finance:** The Finance Committee shall be chaired by the Vice-President (Finance). The Vice-President (Finance) may appoint not more than eight additional members to this committee. *[As amended May 2002]*
- 7.2.1 The committee shall plan and co-ordinate all financial activities of the Society, draft budgets as required, advise officers, directors and appointed persons of their fiscal responsibilities, manage investments, including the use of and accounting for funds, manage insurance programs and policies, and coordinate grant applications.
- 7.2.2 Unless otherwise ordered by the Board, the fiscal year of the Society shall be from January 1 to December 31.
- 7.3 **Nominations:** The Nominations Committee shall be chaired by a member appointed by the Board, and the Board shall also appoint two additional members. An attempt shall be made to represent various areas of the province. *[As amended 2007]*
- 7.3.1 The committee shall prepare a slate of nominees for each officer position. The slate will contain the names of members nominated in accordance with the Society's policy manual. The committee will actively seek candidates and will ensure at least one name is presented for each position to be filled.
- 7.3.2 The committee will prepare the ballots to be mailed to members for voting. The committee chair will ensure that ballots are mailed to all members. The ballots will provide not only the names of the candidates but also material as may be necessary for members to make informed choices. The committee will receive and tabulate the ballots returned and will prepare a report, showing the number of votes received by each candidate and the names of the successful candidates, for presentation to the Board and to the members at the annual meeting.
- 7.3.3 The committee will adhere to timing for seeking nominations and voting as established by the Board, and published in the Society's policy manual.
- 7.3.4 No member may be nominated for more than one elected position in the Society at one time.
- 7.4 **Bylaws and Resolutions:** The Bylaws and Resolutions Committee shall be chaired by a member appointed by the Board, and the chair shall also appoint six additional members.
- 7.4.1 The committee shall review the bylaws of the Society, and recommend to the Board changes and additions to the bylaws to ensure the Society is operated in an efficient, effective and legal manner, and meets the requirements of the Act and Regulations, and the Letters Patent. Any resolutions affecting the structure and composition of the bylaws which have been approved by vote of the members shall be incorporated into the bylaws. For specific requirements, see Article 13.
- 7.4.2 The committee will receive resolutions for amendments to the bylaws and changes in policies, procedures, and activities of the Society from the Board, from any branch, or from any group of ten members, and acknowledge receipt in writing. Each resolution must be accompanied by relevant supporting materials and reasons. The committee, in consultation with the originators of each resolution, will edit, combine or group resolutions as they find necessary. The committee will present the resolutions to the Board, and will seek the Board's position (endorsement, opposition or neutrality) on the resolution.

- 7.4.3 The committee will submit the resolution, with the Board's position on each resolution attached, to the members for a vote by ballot and will receive and tabulate ballots returned by members. It will prepare a report on the results of the voting, and submit it to the Board and to the members at the annual meeting. Resolutions approved by ballot vote shall take effect after the next annual meeting. If the Board considers the content of any resolution may place the Society or any of its members in a position that is contrary to Federal or Provincial legislation or the regulations or requirements of any government department or ministry, or may have the effect of involving the Society or any of its members in litigation of a criminal or civil nature, the Board will not submit such a resolution to the membership for a vote, but will return it to the parties who submitted it with an explanation for the Board's decision. *[As amended May 2000]*
- 7.4.4 The provisions of Sections 7.4.2 and 7.4.3 shall in no way preclude the right of a member to introduce a motion from the floor at an annual meeting, provided such motion does not require, by these bylaws or by *Robert's Rules of Order Newly Revised*, that notice be given.
- 7.4.5 The committee shall adhere to timing for voting as established by the Board, and published in the Society's policy manual.
- 7.4.6 The President will appoint a Parliamentarian for the Society who will be a member of this committee.
- 7.5 **Strategic Planning:** The Strategic Planning Committee shall be chaired by the Vice-President who shall appoint up to five additional members.
- 7.5.1 The committee shall develop and review plans and strategies to realize the Aims and Objectives of the Society.
- 7.5.2 The committee shall submit this plan for Board approval. *[As amended May 2002]*
- 7.6 **Policy and Procedure:** A member, appointed by the Board, shall chair the committee. The chair shall appoint a minimum of two additional members.
- 7.6.1 The committee shall document policy.
- 7.6.2 The Committee shall review policy and recommend to the Board changes and additions to ensure the efficient and effective operation of the Society. *[As amended May 2002]*

---

### *Article 8: Parliamentary Authority*

---

- 8.1 **Authority:** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

---

## Article 9: Regions

---

### 9.1 *Identification:*

9.1.1 For the purpose of meeting the Society's objects the province is divided into geographical areas known as regions. Each region contains at least one branch. The identification and constituency of the regions are determined by the Board and are described in the Society's policy manual.

9.1.2 The number of regions and their constituency may be changed by the Board. Such change would take effect at the end of the term of office of the affected regional directors and regional secretaries.

### 9.2 *Tenure:*

9.2.1 Each region will elect a regional director and a regional secretary prior to the annual meeting of the Society. Even numbered regions will hold elections every two years in even numbered years. Odd numbered regions will hold elections every two years in odd numbered years.

9.2.2 The regional director and regional secretary shall hold office for two years commencing on the date of the annual meeting of the Society following the regional election, or until their successors are elected or appointed by the Board. Each regional director and regional secretary shall either reside in the region or be a member of a branch within the region and shall be a member of the Society. A regional director may not also be a regional secretary. Each regional director and each regional secretary may only be elected to three consecutive terms. *[As amended May 1996]*

9.3 *Nominations and elections:* A regional nomination committee shall be composed of one member eligible to vote from each of the branches, one of whom will be selected by the other members of the committee to serve as its chair. The regional director and the regional secretary are not eligible to serve on the committee. The chair of the committee will distribute nomination forms to each branch, and will receive completed forms which will include the consent of candidates for one position or the other. The chair of the committee will inform the chair of each branch of the final list of nominees at least 14 days prior to the regional annual meeting. The chair will present the nominations at the regional annual meeting. Voting shall be by secret ballot and will continue until one candidate for each position has received more than 50% of the votes cast by those members present.

### 9.4 *Voting:*

9.4.1 Each member of the Society, either residing in or belonging to a branch in a region, who is present at a regional meeting shall have one vote.

9.4.2 The quorum for a regional meeting is ten members eligible to vote.

9.4.3 The requirements for voting as described in Articles 11.5.2, 11.5.3, 11.5.4 and 11.5.5 shall apply.

### 9.5 *Duties:*

9.5.1 The **regional director** shall be familiar with the interests of branches within the region, represent the region at meetings of the Board, ensure that branch chairs within the region are informed of activities of the Board and the Society which may affect them, attend at least one regular meeting of each branch in the region each year, communicate with and act as a consultant to any small

group of members within the region wishing to become a branch of the Society, communicate with and act as a consultant to any organization within the region having an interest in genealogy, and chair regional meetings.

9.5.2 The **regional secretary** shall be familiar with the interests of branches within the region, undertake the duties of the regional director in the director's absence, maintain the files and financial records of the region, take the minutes at regional meetings and undertake other duties as assigned by the regional director.

### 9.6 *Meetings:*

9.6.1 The regional director may call at any time a regional meeting of members eligible to vote in the region. Notice of the time and place of every such meeting, which shall be held within the region, shall be given to each such member within the region by sending notice by mail thirty days before the time fixed for the holding of such meeting. Any business may be transacted which the Society at annual meetings may transact that pertains to regional affairs.

9.6.2 No error or omission in giving notice of any regional meeting shall invalidate its proceedings and decisions provided that a quorum is present.

9.6.3 A regional meeting may be adjourned to a specific time and place. Business may be transacted at an adjourned meeting as might have been transacted at the original meeting.

9.6.4 The notice of any regional meeting shall provide an agenda outlining the nature of matters to be dealt with.

9.6.5 For the purpose of sending notice for any meeting or otherwise to any member the member's address shall be the last address recorded in the membership register by the Executive Director. The Secretary of the Society may authorize a change to an address if such information provided is deemed reliable.

9.6.6 Any 10 members either residing in or belonging to a Branch in a Region may call a special meeting of the Region, with the concurrence of the President and/or the Board. Notice of meeting and business transacted shall be in accordance with Article 9.6.1. The President shall designate a chair for the meeting. *[As amended May 1999]*

9.7 ***Vacancy:*** If a regional director accepts a position as an officer, as an appointed member of the Board, the regional director's position shall be deemed vacant. If a regional director's position becomes vacant, the regional secretary shall assume the duties of the regional director until a regional meeting is held, and shall be regarded during the interim as the regional director on the Board. If the regional secretary is unable to assume the duties of regional director, the Board shall, in consultation with the Branches in the Region, appoint a regional director until an election is held. *[As amended 2007]*

9.8 ***Removal:*** A petition to remove a regional director or a regional secretary must be signed by at least 5% of the members eligible to vote in the region, and be submitted to the President. On receipt of the petition the President, within 30 days, shall appoint an appropriate person who shall convene a regional meeting within 60 days, notifying all members eligible to vote in the region and all members of the Board of the date, time and place of the meeting and of its purpose. A two-thirds majority of votes cast at the meeting is required to remove a regional director or a regional secretary.

---

## Article 10: Branches

---

- 10.1 **Definition:** A branch is a group of members accredited by the Board who join together for reasons of geographical proximity and genealogical interest, and who agree to be bound by the Letters Patent, the Bylaws and the Regulations for Branches. A branch shall not constitute a legal entity separate and apart from the Society. *[As amended May 1996]*
- 10.2 **Charter:** An accredited Branch of the Society shall be presented with a Charter to function as a Branch with all its rights, powers, privileges, entitlements and responsibilities. *[New 2007]*
- 10.3 **Bylaws:** Branches shall establish Bylaws for the effective conducting of business, and such Bylaws shall not conflict with The Society's Bylaws. *[As amended May 1996]*
- 10.4 **Officers:**
- 10.4.1. Officers of the branch shall be individual, family, life or honorary members of the Society, and will include: Chair; Vice-Chair; Secretary; Treasurer.
- 10.4.2. The officers comprise the Executive Committee of the branch.
- 10.4.3. The term of office of each officer, and procedures for election, shall be determined by the branch, and recorded in the branch's Bylaws.
- 10.4.4. Each officer will serve for the period stated in the branch's Bylaws, or until his/her successor is elected or appointed. *[As amended May 1996]*
- 10.5 **Meetings:**
- 10.5.1 For the conduct of meetings, branches will record in their Bylaws the quorum required for business. *[As amended May 1999]*
- 10.5.2 Any 10 members of a Branch may call a special meeting of the Branch, with the concurrence of the President and/or the Board. Notice of the time and place of every such meeting shall be given to each member of the Branch by sending notice by mail thirty days before the time fixed for the holding of such meeting. The President shall designate a chair for the meeting. *[As amended May 1999]*
- 10.6 **Removal of Officers:** A petition to rescind the election of a branch officer must be signed by at least 10 members eligible to vote in the branch, and submitted to the regional director. On receipt of the petition, the regional director shall, within 30 days, appoint an appropriate member of The Society who shall convene a special branch meeting within 60 days, notifying all members eligible to vote in the branch of the date, time and location, and of its purpose. A two-thirds majority of votes cast by those present at the meeting is required for the removal of an officer. *[As amended May 1996]*
- 10.7 **Assets:**
- 10.7.1 The property and assets of a branch are held in trust for the Society. If, in the opinion of the Board, the security of the property or assets is judged to be endangered, the Board is authorized to take appropriate steps for their protection or recovery. *[As amended May 1999]*

10.7.2 The personal property and assets of members of a branch held by a branch on behalf of such members remain the property and assets of such members. *[As amended May 1996]*

10.7.3 If and when a branch is terminated, its property and assets may, at the determination of its members, be deposited on long term loan with a local library or other place of public access for continuing use by interested persons. Such materials shall remain the property and assets of The Society. In the event that such disposition is not made by the members, the property and assets of the branch will be deposited with The Society. *[As amended May 1996]*

## 10.8 *Special Interest Groups:*

10.8.1. A special interest group is a group of members within a branch, endorsed by the branch, who join together to pursue a particular genealogical interest. *[As amended May 1996]*

10.8.2. The members of a special interest group shall be members of the branch. *[As amended May 1996]*

10.8.3. All funds used to support a special interest group shall be included in the branch's budget and approved by the members of the branch at the branch's annual meeting. *[As amended May 1996]*

---

## *Article 11: Transaction of Business*

---

11.1 **Meetings:** Business of the Society is transacted through the annual and special meetings of the Society, regular and special meetings of the Board and of the Council, and meetings of committees.

## 11.2 *Annual and special meetings:*

11.2.1 The annual meeting or any special meeting of the Society shall be held in Ontario at such place as the Board shall determine and on such day or days as the Board shall appoint, except the annual meeting which shall be held between the first day of January and the fifteenth day of June. Notice of the time and place of every such meeting shall be sent to members by mail at least thirty days before the time fixed for such meeting.

11.2.2 At every annual meeting, in addition to any other business transacted, the report of the Board, the financial statement and the auditor's report shall be presented, and an auditor shall be appointed for the ensuing year.

11.2.3 The Board, the President or the Vice-President shall have power to call at any time a special meeting of members. Notice of the time and place of every such meeting shall be notified to members by mail thirty days before the time fixed for such meeting, and at such meeting any business may be transacted which the Society at annual meetings may transact.

11.2.4 One hundred members eligible to vote may ask the Board to convene a special meeting by written and signed request delivered to the President, stating the nature of the matters to be dealt with at the meeting. Within 60 days of receiving such a request, the Board shall call a special meeting to deal with the matters outlined in the request.

11.2.5 Any member may raise a matter of business without prior notice at any meeting of members, provided the business in question requires no statutory notice, according to these bylaws or *Robert's Rules of Order Newly Revised*.

## 11.3 *Notice:*

11.3.1 The notice of any meeting shall provide an agenda outlining the nature of matters to be dealt with.

11.3.2 For the purpose of sending notice for any meeting or otherwise to any member the member's address shall be the last address recorded in the membership register by the Executive Director. The Secretary may authorize a change to an address if such information provided is deemed reliable.

11.3.3 No error or omission in giving notice of any meeting shall invalidate its proceedings and decisions provided that a quorum is present.

11.4 *Adjournments:* A meeting of the Society, including meetings of the Board, the Council or a committee may be adjourned to a specific time and place. Business may be transacted at an adjourned meeting as might have been transacted at the original meeting.

## 11.5 *Voting:*

11.5.1 The quorum for the transaction of business at an annual or special meeting of the Society is fifty members. To vote at any such meeting each member may be required to produce proof of membership. Each member who is present has one vote.

11.5.2 Unless a ballot vote is demanded by any member, every question shall be decided by counting hands. The chair shall be responsible for tabulating the number of votes, including abstentions, and shall ensure the record of voting is entered into the minutes.

11.5.3 If a ballot vote is demanded by any member, the chair shall provide a single ballot for each member and direct three members to tabulate and verify the votes. The chair shall ensure the record of voting on each question is entered into the minutes.

11.5.4 In all voting situations the chair has only one vote. The chair need not vote until the votes of the members have been counted. Questions receiving an equality of votes shall be deemed to have failed.

11.5.5 There shall not be any voting by proxy.

---

## *Article 12: Administration*

---

### 12.1 *Head office:*

12.1.1 The Executive Director, an employee of the Society, manages the head office and the other employees of the Society.

12.1.2 The Executive Director reports directly to the President.

12.1.3 The Executive Director, in a non-voting capacity, may be required to attend and participate in all meetings of the Society, the Board and the Council.

## 12.2 *Signing authority:*

12.2.1 Deeds, transfers, licences, contracts, obligations, cheques, drafts, notes, negotiable instruments and financial documents shall be signed on behalf of the Society by any two of the following: President, Vice-President, Vice-President (Finance), Secretary, Executive Director. When cheques or money orders are payable to the Society any one of the following may endorse them for deposit: President, Vice-President, Vice-President (Finance), Secretary, Executive Director.

*[As amended May 1995 and May 2002]*

12.2.2 Where appropriate for the efficient and effective operation of the Society's business, the Board may delegate authority for signing one or more of the documents named in Section 12.2.1 on behalf of the Society to any member or members of the Society, provided that: (a) the type of document(s) for which authority to sign is delegated is (are) named; (b) the position to which the authority is delegated is named; and (c) the delegated authority expires 12 months after it is approved. In delegating this authority, the Board may set any conditions that it deems to be reasonable and necessary. Delegated signing authorities will be recorded in the minutes of the Board meeting at which they are authorized. *[As amended April 1997]*

## 12.3 *Books and records:*

12.3.1 On behalf of the Secretary, the Executive Director shall ensure that all necessary books and records of the Society required by the bylaws or by any applicable statute or law are regularly and properly kept at the head office of the Society.

---

### *Article 13: Repeal and Amendments*

---

13.1 The bylaws dated May 1991 are revoked.

13.2 These bylaws may be amended by a two-thirds majority of votes cast by ballot in accordance with Article 7.4.

13.3 Amendments to the bylaws approved by members in accordance with section 7.4 shall take effect following the next annual meeting.

---

### *Article 14: Dissolution*

---

14.1 In the event of the dissolution of the Society, and after payment of its debts and liabilities, any remaining property shall be transferred to the Archives of Ontario.

## Index

Adjournment		Bylaws	
of meeting (11.4) . . . . .	14	amendment to (13.2) . . . . .	15
Annual meeting		resolutions for change (7.4.2) . . . . .	8
of Society (11.2.1) . . . . .	13	revoked (13.1) . . . . .	15
Appointment		take effect (13.3) . . . . .	15
eligible for (3.3.2) . . . . .	3	Bylaws and Resolutions	
Assets		committee (7.4) . . . . .	8
of Branch (10.7) . . . . .	12	comprised of (7.4) . . . . .	8
Associate Member		duties of (7.4.1) . . . . .	8
Fee (3.13.4) . . . . .	4	Classes	
Associate Member (3.11) . . . . .	3	of membership (3.2) . . . . .	3
Auditor		Committees	
appointment of (11.2.2) . . . . .	13	of the Board (4.8) . . . . .	5
Auditor's report		of the Society (7.1) . . . . .	7
presented (11.2.2) . . . . .	13	report to (4.8) . . . . .	5
Authority		Compensation	
parliamentary (8.1) . . . . .	9	for Board Members (4.9) . . . . .	5
Ballot vote (11.5.3)		Composition	
. . . . .	14	of Board (4.2) . . . . .	4
Board		of Council (6.1) . . . . .	7
chair of (5.3.1) . . . . .	6	Conflict of Interest (4.12) . . . . .	6
Committees of (4.8) . . . . .	5	Corporate member	
Compensation for (4.9) . . . . .	5	(3.8) . . . . .	3
composition of (4.2) . . . . .	4	Corporate Seal	
Conflict of Interest (4.12) . . . . .	6	of the Society (2.3) . . . . .	2
eligibility of (4.3) . . . . .	4	Council	
Insurance for (4.11.2) . . . . .	6	chair of (5.3.1) . . . . .	6
Meeting of (4.5) . . . . .	5	composition of (6.1) . . . . .	7
Notice of Meeting (4.5.1) . . . . .	5	duties of (6.2) . . . . .	7
Powers of (4.7) . . . . .	5	meetings of (6.3) . . . . .	7
Quorum of (4.5.1) . . . . .	5	notice of meeting (6.3) . . . . .	7
report of (11.2.2) . . . . .	13	quorum of (6.3) . . . . .	7
responsibility of (4.1) . . . . .	4	voting of (6.4) . . . . .	7
vacancy on (5.4) . . . . .	7	Definitions (1.1) . . . . .	2
Voting of (4.6) . . . . .	5	Dissolution	
Books and Records		of the Society (14.1) . . . . .	15
of Society (12.3) . . . . .	15	Dues	
Branch		Annual (3.13) . . . . .	4
Assets of (10.7.1) . . . . .	12	Rebate (3.13.3) . . . . .	4
Charter (10.2) . . . . .	12	Duties	
definition of (10.1) . . . . .	12	of Council (6.2) . . . . .	7
in regions (9.1) . . . . .	10	of officers (5.3) . . . . .	6
joining (3.3.4) . . . . .	3	of regional director (9.5.1) . . . . .	10
Members Assets (10.7.2) . . . . .	13	Election	
of primary interest (3.13.4) . . . . .	4	stand for (3.3.2) . . . . .	3
Business		Elections	
of Society (11.1) . . . . .	13	of officers (5.2) . . . . .	6
of the Society (4.1) . . . . .	4	of regional representatives (9.2.1) . . . . .	10

Eligibility		Meetings	
of Board (4.3).....	4	agenda for (9.6.4).....	11
Ethical principles (2.4.3).....	2	Ballot Vote (11.5.3).....	14
Executive Council		Called by Board (4.5.1).....	5
see Council.....	7	notice of (9.6.2).....	11
Executive Director		of Council (6.3).....	7
attending meetings (12.1.3).....	14	of Society (11.1).....	13
duties of (12.1.1).....	14	regional (9.6).....	11
reports to (12.1.2).....	14	sending notice (9.6.5).....	11
Expenses		Member	
Board Members reimbursed for (4.9).....	5	Assets of (10.7.2).....	13
Families		definition of (1.1).....	2
(3.3.3).....	3	Individual (3.4).....	3
Family member		of the Society (3.1).....	3
(3.5).....	3	Membership	
FEES		Associate (3.11).....	3
Annual (3.13).....	4	classes of (3.2).....	3
Rebate (3.13.3).....	4	Corporate (3.8).....	3
Finance Committee		Family (3.5).....	3
chair of (7.2).....	8	Fees (3.13.1).....	4
comprised of (7.2).....	8	Honorary (3.7).....	3
duties of (7.2.1).....	8	Individual (3.4).....	3
Finance Committee (7.2).....	8	Institutional (3.9).....	3
Financial statement		Life (3.6).....	3
presented (11.2.2).....	13	Non-renewal (3.13.2).....	4
Fiscal year		Privileges (3.3).....	3
of Society (7.2.2).....	8	Rebate of Fees (3.13.3).....	4
Good Faith		Reinstate (3.13.2).....	4
of Board (4.10).....	5	Renewal (3.13.2).....	4
Head Office		Resigns (3.13.3).....	4
of Society (12.1).....	14	Student (3.10).....	3
of the Society (2.2).....	2	Year (3.12).....	4
Honorary member		Motion	
(3.7).....	3	from floor (7.4.4).....	9
Identificaiton		Name	
of regions (9.1).....	10	of the Society (2.1).....	2
Individual member		Nomination Committee	
(3.4).....	3	comprised of (7.3).....	8
Institutional member		duties of (7.3.1).....	8
(3.9).....	3	regional (9.3).....	10
Insurance for Board (4.11.2).....	6	Notice	
Letters Patent		of Board Meeting (4.5.1).....	5
definition of (1.1).....	2	of Council meetings (6.3).....	7
Liability protection		of meeting (11.3.1).....	14
of Members (4.11).....	5	sending of (11.3.2).....	14
Life member.....	3	Objects	
(3.6).....	3	of the Society (2.4).....	2
Meeting		Officer	
adjournment of (11.4).....	14	removal of (5.5).....	7
agenda for (11.3.1).....	14	Officers	
calling of (11.2.3).....	13	election of (5.2).....	6
notice of (11.3.1).....	14	of Society (5.1).....	6

take office (5.2). . . . .	6	Resignation	
term of (5.2). . . . .	6	of officers (5.4). . . . .	7
Ontario Genealogical Society		Resolution	
(2.1). . . . .	2	voting on (7.4.3). . . . .	9
Parliamentarian		Resolutions	
appointment of (7.4.6). . . . .	9	receiving of (7.4.2). . . . .	8
Powers		Responsibility	
of the Board (4.7). . . . .	5	of Board (4.1). . . . .	4
President		Robert's Rules of Order Newly Revised. . . . .	9, 13
duties of (5.3.1). . . . .	6	Seal	
Privileges		keeper of (5.3.4). . . . .	7
of membership (3.3). . . . .	3	of the Society (2.3). . . . .	2
Proxy		Secretary	
voting by (11.5.5). . . . .	14	duties of (5.3.4). . . . .	7
Quorum		seal of Society. . . . .	7
for annual meeting (11.5.1). . . . .	14	Signing Authority. . . . .	15
of Board (4.5.1). . . . .	5	of Society (12.2). . . . .	15
of Council (6.3). . . . .	7	Society	
regional meeting (9.4.2). . . . .	10	annual meeting of (11.2.1). . . . .	13
Rebate		branch of (10.1). . . . .	12
of Fees (3.13.3). . . . .	4	branches of. . . . .	12
Region		business of (4.1). . . . .	4
voting (9.4.1). . . . .	10	definition of (1.1). . . . .	2
Regional		dissolution of (14.1). . . . .	15
meetings (9.6). . . . .	11	dues and fees of (3.13.1). . . . .	4
nominations committee (9.3). . . . .	10	fiscal year of (7.2.2). . . . .	8
Regional director		Head Office (12.1). . . . .	14
duties of (9.5.1). . . . .	10	head office of. . . . .	14
election of (9.2.1). . . . .	10	keeper of the seal (5.3.4). . . . .	7
eligibility of (9.2.2). . . . .	10	meetings of (11.1). . . . .	13
removal of (9.8). . . . .	11	meetings of (11.2.1). . . . .	13
term of office (9.2.2). . . . .	10	member of (3.1). . . . .	3
vacancy (9.7). . . . .	11	membership year of (3.12). . . . .	4
Regional meeting		name of (2.1). . . . .	2
quorum for (9.4.2). . . . .	10	objects of (2.4). . . . .	2
Regional secretary		office of (2.2). . . . .	2
assume duties of Regional director (9.7)		officers of (5.1). . . . .	6
. . . . .	11	Parliamentarian for (7.4.6). . . . .	9
duties of (9.5.2). . . . .	11	president of (5.3.1). . . . .	6
election of (9.2.1). . . . .	10	records of (12.3.1). . . . .	15
eligibility of (9.2.2). . . . .	10	records of (5.3.4). . . . .	7
removal of (9.8). . . . .	11	regions of (9.1.1). . . . .	10
term of office (9.2.2). . . . .	10	seal of (2.3). . . . .	2
Regions		Secretary of (5.3.4). . . . .	7
changes to (9.1.2). . . . .	10	Vice-President of (5.3.2). . . . .	6
identification of (9.1.1). . . . .	10	Special Interest Groups	
Removal		within Branch (10.8). . . . .	13
of officers (5.5). . . . .	7	Special meeting	
of regional officials (9.8). . . . .	11	calling of (11.2.4). . . . .	13
Remuneration		Standing Committees	
of Board Members (4.9). . . . .	5	Bylaws & Resolutions (7.4). . . . .	8

Finance (7.2). . . . .	8
Nominations (7.3). . . . .	8
Policy & Prodedure (7.6). . . . .	9
Strategic Planning (7.5). . . . .	9
Student Member (3.10). . . . .	3
Timing	
of voting (7.3.3). . . . .	8
of voting (7.4.5). . . . .	9
Vacancy	
of officers (5.4). . . . .	7
regional director (9.7). . . . .	11
Vice-President	
duties of (5.3.2). . . . .	6
Vote	
by ballot (11.5.2). . . . .	14
Voting	
by ballot (7.3.2). . . . .	8
by chair (11.5.4). . . . .	14
by proxy (11.5.5). . . . .	14
of Council (6.4). . . . .	7
of members (3.3.1). . . . .	3
of the Board (4.6). . . . .	5
on resolutions (7.4.3). . . . .	9
regional election (9.3). . . . .	10
regional eligibility (9.4.1). . . . .	10
timing of (7.3.3). . . . .	8
timing of (7.4.5). . . . .	9