Richmond County Historical Society

Amended By-law No. 1

WHEREAS the Members of the Society enacted By-Law No. 1 as the general bylaws of the Society in 1983;

WHEREAS the Members of the Society desired to make certain amendments to By-Law No. 1 and enacted the amended By-Law No.1 in 2024;

WHEREAS the Members of the Society desired to make certain amendments to the amended By-Law No. 1 on January 15, 2026;

WHEREAS the Board of Directors of the Society desired to make certain amendments to the amended By-Law No. 1 and adopted a resolution to recommend the adoption of this amended By-Law No.1 on May 11, 2026;

WHEREAS the Members of the Society have at a special meeting called for the purposes of amending By-Law No. 1 on June 20, 2026, approved, by a two thirds majority, the proposed amendments;

WHEREAS the Members of the Society have at the annual meeting of the Society on June 20, 2026, approved this amended By-Law No. 1;

BE IT ENACTED as amended By-law No. 1 of the Richmond County Historical Society as follows.

1 SECTION 1: GENERAL CONSIDERATIONS

1.1 DEFINITIONS

“Act” refers to Part III of the Quebec Companies Act (c-38 - Companies Act) which governs not for profit organizations incorporated in Quebec.

“Administrators” refers to the Members who are elected to the Board of Directors.

“Board” or “Board of Directors” refers to the Members elected by Members at the Annual General Meeting to govern the affairs of the Society and to oversee the management and administration of the Society in accordance with these By-laws.

“Income Tax Act” refers to the Act that governs charitable organizations such as the Richmond County Historical society.

"Letters Patent" means the original or restated articles of incorporation.

“Officers” refers to the President, Vice-President, Secretary-Treasurer, Archivist, Curator, and any other Officer designated as such by a resolution of the Board of Directors to act on behalf of the Society.

“Society” refers to the Richmond County Historical Society.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice- versa and words in one gender include all genders.

1.2.1 Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3 Governing Laws

As a not-for-profit charitable organization, the Society is a legal person that is subject to the federal Income Tax Act, the Quebec Companies Act and all applicable federal, provincial and municipal legislation that pertains to the Society.

No part of the letters patent or by-laws go against governing laws; any errors or omissions are superseded by governing laws.

1.4 The Purpose

The Mission of the Richmond County Historical Society (the Society) is to enrich both the local and wider community by researching, conserving, and sharing the history of the Richmond County area.

1.5 The Head Office

The Head Office of the Society is presently located in Region 5, the Eastern Townships, in the Province of Quebec, and may be relocated within the Province of Quebec from time to time by resolution of the Board of Directors.

1.6 Corporate Seal

The Corporate Seal of the Society has been replaced by the Society's logo, which is held by the Board of Directors. The Board of Directors shall approve the corporate seal by resolution and shall develop a policy to identify the manner in which the Corporate Seal may be used and by whom.

2 Membership

2.1 Members

The Society shall consist of its Members. There shall be one category of Members.

Any physical person interested in the history of Richmond County and adjacent areas, and who evinces such interest by the payment of annual fee, shall be a Member in good standing for a period of one year, from one Annual General Meeting to the next.

2.2 Membership Fees

The Board of Directors shall determine the annual Membership fee by resolution.

Members shall be notified in writing (by mail, electronic mail or any other means of written communication determined by the Board of Directors) of the Membership dues, which must be paid in full prior to each Annual General Meeting.

Members who do not pay their Membership dues may lose their privilege to vote at a meeting of Members, may no longer be considered a Member in good standing and may have their Membership revoked, as indicated in this By-law.

The Board of Directors may, by resolution, decide to waive the Membership fee for any of its Members, as it determines.

Membership fees shall be waived for all individuals serving as Administrators of the Corporation for the duration of their term.

3 Member Meetings, Voting and Notice

Meetings of Members may be held in region 5 (Estrie) or in any other location in the province of Quebec, as determined by the Board of Directors.

Member Meetings may also be held using a virtual platform or other means of communication, as determined by the Board of Directors, so long as the means used allow Members to participate in discussions, votes, and elections.

3.1 Annual General Meeting

The Annual General Meeting of the Society shall be held in the month of May or June at such time and place, whether in person or by electronic means, as the Board of Directors may determine. Seven days' notice thereof shall be given in the Press, the Society's newsletter and/or through appropriate online media platforms.

3.2 Special General Meetings

A Special General Meeting may be called by the Board of Directors or by the President. Seven days' notice thereof, stating the time, place (whether in person or by electronic means) and purpose of the meeting shall be given in the Press, the Society's newsletter and/or through appropriate online media platforms.

3.3 Members Calling a Members' Meeting

Members may call a special general meeting to discuss business. Upon receiving a written request from not less than one-tenth of the Members in good standing, specifying the purpose of the proposed meeting, the Board of Directors shall promptly convene a Special General Meeting of the Society to address the matters outlined in the requisition.

Should the meeting not be called and held within twenty-one (21) days from the date the requisition is delivered to the Head Office of the Society, the Members may themselves convene such Special General Meeting.

3.4 Quorum at Annual and Special General Meeting

Six Members shall constitute a quorum at any Annual or Special General Meeting.

If there is no quorum at the time for which any Meeting of the Members of the Society shall have been called, the meeting may, after the lapse of fifteen minutes from the appointed time, be adjourned by the Members present, for a period not exceeding one month at any one time, without any notice other than the announcement at the meeting, until a quorum attends. Any business may then be transacted which might have been transacted if the meeting had been held when originally called.

If there is quorum at the start of the meeting, business may be transacted and decisions made even if quorum is not maintained throughout the meeting.

3.5 Voting at Members Meetings

Members in good standing may vote at any meeting of Members.

Voting shall be conducted through a show of hands or verbal assent. Should any Member present request that a vote be held by secret ballot, then a designate of the Board of Directors shall organize a process for such a secret ballot. The process may include paper, electronic or other means that ensure the secrecy and validity of the voting process.

Members may not vote by proxy; only those present at the meeting, whether in person or through agreed upon means of communication, including virtual or electronic, may participate in the vote.

3.6 Termination of Membership

A Membership in the Society is terminated when:

1. The Member resigns or dies;
2. Is found guilty of a criminal offense;
3. The Member is expelled, or their Membership is otherwise terminated in accordance with the by-laws;
4. The Member's term of Membership expires; or
5. The Society is liquidated and dissolved under the Act.

3.7 Disciplining Members

The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds:

1. Violating any provision of the articles, by-laws, or written policies of the Society;
2. Carrying out any conduct which may be detrimental to the Society as determined by the Board at its sole discretion;
3. For any other reason that the Board at its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the Board determines that a Member should be expelled or suspended from Membership in the Society, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The Board's decision shall be final and binding on the Member, without any further right of appeal.

4 Board of Directors

4.1 Composition

Five Administrators elected at the Annual General Meeting shall constitute a Board of Directors. The Board has the authority to manage the property and affairs of the Society subject to the By-Laws. The Board of Directors is accountable to the Members of the Society and reports to them at the Annual Meeting of the Members and at other meetings of the Members.

4.2 Term

Administrators shall be elected for a two-year term, which may be renewed by Members three times. Administrators shall not normally serve for more than eight (8) consecutive years in the same office.

4.3 Remuneration

The Administrators may not be remunerated for their work as Administrators of the Board of Directors but may receive compensation for specific work to support the Society and are entitled to be reimbursed for expenses incurred during their mandate.

4.4 Committees of the Board of Directors

The Board of Directors may delegate tasks and certain responsibilities to other Committees of the Board, or to an employee, as it sees fit.
The Board of Directors may mandate a permanent or ad hoc committee to fulfil duties to be defined by agreement as recorded in the minutes.

4.5 Liability Insurance

The Society shall procure personal liability insurance for Members who are elected to its Board of Directors and other Committees of the Board of Directors.

All Officers and Administrators acting in good faith while upholding their fiduciary responsibilities may benefit from the Society's insurance coverage and may not be held personally liable for errors or omissions.

4.6 Election of Officers

The Officers of the Board of Directors must be Members in good standing and shall be elected from among the Administrators of the Society. The Officers shall be elected by the Members for a period of two years. Their election shall take place at the Annual General Meeting of the Society and results come into force immediately upon election.

For the purposes of eligibility and election, individuals nominated for election as Administrators shall be considered Members in good standing at the time of such election.

4.7 Vacancy of Office of the Board of Directors

In the event of the resignation, death, or inability to act for a period of six (6) months of any Administrator or Officer of the Board of Directors, such person may be replaced by a resolution of the Board of Directors and such person shall hold office until the next Annual General Meeting.

The Board of Directors shall continue to perform its duties when an office is vacant. The quorum for meetings shall be the majority of the remaining Administrators.

5 Meetings of the Board of Directors and Notice

5.1 Number of Meetings

The Board of Directors shall meet at least three times per year in addition to the Annual General Meeting.

5.2 Notice

A designated Member of the Board of Directors shall give fifteen (15) days' notice to each Administrator stating the time, place (whether in person or by electronic means), and purpose of the meeting.

5.3 Documentation

The President shall normally prepare the agenda, and accompanying documentation, for the meeting.

All relevant documentation shall be provided along with the agenda at least three (3) days prior to the meeting. Documentation may be sent by mail or electronic mail or by using any other means of communication that is determined as acceptable by the Board of Directors.

5.4 Quorum at Meetings of the Board of Directors

Fifty percent plus one of the Administrators (50% + 1) shall constitute a quorum for meetings of the Board of Directors.

If quorum is not met within fifteen (15) minutes of the scheduled meeting time, the meeting may be adjourned by the Administrators present to a later date, provided that no adjournment shall exceed one month at any one time, without notice other than the announcement made at the meeting. When quorum is met, any business may be transacted that might have been transacted at the meeting originally called.

Matters requiring immediate attention may be decided by the Board of Directors by written vote, including by electronic mail or other means of communication agreed upon by the Administrators, provided that the decision is recorded in the minutes or official records of the Board.

5.4.1 Quorum for all other Committee meetings will be established in each Committee's internal Terms of Reference or recorded in the minutes or official records of the Board.

5.5 Voting at Meetings

Each Member of the Board of Directors or any of its committees shall have one vote.

In the event of a tie, the President of the Board of Directors shall have the deciding vote.

6 Duties of the Board of Directors

6.1 Administering the Society

The Board of Directors is responsible for the overall administration of the Society and for overseeing the activities of the Officers elected by the Members at the Annual General Meeting, in accordance with these By-laws and any policies adopted by the Board of Directors.

The Board of Directors shall be responsible for the day-to-day operations of the Society, as indicated in the policies adopted by the Board of Directors.

The Board of Directors shall act in good faith, fulfill their fiduciary responsibilities and make decisions in the best interest of the Society and shall:

6.1.1 Oversee the functions and general direction of the Society and its Committees.

6.1.2 Recommend any Members for whom the Membership fee should be waived.

6.1.3 Mandate a Nominating Committee to present nominees for vacant positions on the Board of Directors to Members at the Annual General Meeting.

6.1.4 Report to Members by organizing and attending an Annual General Meeting to:

- Review and report on the year's activities.
- Recommend the approval of annual audited financial statements.
- Propose nominees for election to vacant positions on the Board of Directors.

7 Officers of the Society

All Officers of the Society shall act in good faith, fulfil their fiduciary responsibilities and make decisions in the best interest of the Society.

Any individual Board Member may hold more than one office with the exception of the President and Vice-President, which cannot be held by the same Member.

The Board of Directors may delegate responsibilities of any Officer to paid employees of the Society.

7.1 The President of the Board of Directors

7.1.1 The President of the Board of Directors shall act as Chairperson at all meetings of the Society.

7.1.2 The role of Chairperson of meetings of the Society may be delegated to any Member, as decided by the Board of Directors.

7.1.3 The President shall be responsible for coordinating the work of the Board of Directors in the overall administration of the Society.

7.1.4 Meetings of the Board of Directors shall be held upon the call of the President.

7.1.5 The President shall ensure that meetings of the Society and of the Board of Directors are properly convened, that minutes of such meetings are accurately recorded and maintained, whether by a recording secretary or otherwise, and that records are kept in accordance with the practices of the Society and applicable legislation.

7.1.6 The President ensures that each Board Member is included in discussions and decisions, and that the Boardroom is an inclusive and safe environment for Officers to express themselves.

7.1.7 The President is responsible for disciplining Members and Officers.

7.1.8 The President represents the organization on behalf of the Board of Directors.

7.1.9 The Board of Directors may delegate other duties to the President.

7.2 The Vice-President

7.2.1 The Vice-President shall replace the President, when necessary, and have all the powers of the President for the duration of the replacement, ensuring that actions taken are appropriately communicated and recorded.

7.2.2 The Board of Directors may delegate other duties to the Vice-President.

7.3 The Secretary-Treasurer

The Secretary-Treasurer of the Board of Directors shall:

7.3.1 Have charge and custody of and be responsible for all funds, securities, books, vouchers and papers of the Society except such as are under the control of another Officer, as delegated by the Board of Directors.

7.3.2 Deposit all such funds and securities in the name of the Society in such bank, trust company or other depositories as may be selected by the Board of Directors.

7.3.3 Prepare and submit, at least quarterly, to the Board of Directors a cash statement showing receipts and disbursements and such information relative to the financial position of the Society, as the Board of Directors may require.

7.3.4 Render to the Annual General Meeting or any Special General Meeting of the Society, or Meeting of the Board of Directors, a detailed report of the financial position of the Society; prepared, audited or otherwise, as the Board of Directors may request.

7.3.5 Receive and give receipts for money due and payable to the Society, from any source whatsoever.

7.3.6 Be responsible for the records associated with Membership and the issuing of receipts for donations, ensuring compliance with all applicable tax legislation regarding the issuance of charitable donation receipts, in accordance with current law and CRA requirements.

7.3.7 Produce an annual report to the Government, including being responsible for all payroll tasks for employees and all Government remittances regarding employees, should there be any.

7.3.8 The Board of Directors may delegate other duties to the Secretary-Treasurer.

7.4 The Curator

7.4.1 They shall also accept, organize, index and exhibit museum artifact collections in accordance with the mission statement.

7.4.2 Shall take care of the museum artifact collection of the Society other than those entrusted to the Archivist.

7.4.3 Render a report thereon to each Annual General Meeting or whenever called upon to do so by the Board of Directors.

7.4.4 May be compensated for duties related to the curation of the Society's properties.

7.4.5 The Board of Directors may delegate other duties to the Curator.

7.5 The Archivist

7.5.1 Shall accept, organize, index and exhibit records, newspapers, documents, photographs and other materials pertinent to the history of the area in the care of the Society in accordance with the mission statement. The Archivist shall employ current technologies such as digitization of documents to efficiently carry out the mandate.

7.5.2 They shall provide access for public viewing in the manner most appropriate to the circumstances in use by the Society.

7.5.3 The Archivist shall render a report to each Annual General Meeting or whenever called upon to do so by the Board of Directors.

7.5.4 May be compensated for duties related to the administration of the Society's archival collection.

7.5.5 The Board of Directors may delegate other duties to the Archivist.

7.6 Additional Officers

The Board of Directors may create new offices, as needed and designate tasks to the Officers by adopting a policy or a resolution to clarify their roles.

8 Signing Documents

All the Society's documents must be signed by two authorized Officers.

8.1 The President or the Vice-President, and the Secretary-Treasurer, shall sign all deeds, documents and other instruments requiring execution by the Society.

8.2 The President, the Vice-President, or the Secretary-Treasurer shall ensure that all forms and reports required by Government bodies be duly completed, signed and returned as required.

8.3 The Board of Directors may, by recorded decision, designate one Officer to sign specific contracts and/or agreements on behalf of the Society.

9 Management

The Management of the Society and the regulation of its business shall be defined in its internal policies and vested in the Board of Directors, or an employee, as determined by the Board of Directors.

10 Banking

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Quebec or elsewhere as the Board may determine by resolution. The banking business or any part of it shall be transacted by such Officers, other persons as the Board may by resolution from time to time designate, direct or authorize.

The Board of Directors has all the powers pursuant to the Act to purchase, borrow, invest or otherwise transact, in the best interest of the Society.

10.1 Two (2) duly authorized Officers are required to sign any cheques, promissory notes, drafts, acceptances, bills of exchange and orders, and transactions such as e-transfer for the payment of money and for such purposes on behalf of the Society. The two duly authorized Officers and one alternate must be determined by decision of the Board of Directors and registered with the banking institution.

10.2 The use of technologically appropriate and legally accepted strategies regarding banking and communications will be considered applicable means in carrying out the Society's decisions and financial transactions now and in the foreseeable future.

10.3 All acts and things done and documents executed on behalf of the Society as hereinbefore authorized shall be valid and binding upon the Society with or without the Corporate Seal.

11 Fiscal Year

The Society's fiscal year starts on May 1 and ends on April 30 of each year.

12 Conflicts

12.1 Conflicts of Interest

Officers and Administrators of the Society must put the interests of the Society before their own. A conflict of interest may arise when a Board Member, or their immediate family, may benefit from a decision taken by the Board of Directors, including situations that may benefit the Member or their external associations or organizations.

Administrators and Committee Members must disclose any situation which may appear to be a conflict of interest as soon as they are aware of the situation.

The conflict of interest, and the subsequent actions taken by the Board of Directors to protect the Corporation, must be noted in the minutes.

12.2 Conflict Resolution

If a dispute or conflict among the Members, Directors, Officers or Committee Members of the Society or arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Society is not resolved in private meetings between the parties, then such dispute shall be resolved by a process of dispute resolution as follows:

The dispute or controversy shall be settled by arbitration before a single arbitrator, mediator, or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

13 Amendments to the By-Laws

The Members of the Society may, from time to time, by an affirmative vote of the majority of Members present at any Annual or Special General Meeting repeal, amend or re-enact the By-Laws, provided notice of motion to that effect be given in the notice of the meeting. This requirement does not apply to revisions or changes requiring an affirmative vote of the two thirds of Members, such as amendments to the Letters Patent of the Society.

These By-Laws, adopted at the General Meeting of the Richmond County Historical Society, June 20, 2026, are based on the by-laws amended on June 22, 2024, which are an amendment of By-law No. 1 amended in 1983 and based on the original By-law No. 1 from when the Society was founded in 1962.