

## **WORKERS' HISTORY MUSEUM** **BY-LAWS**

### **Preamble**

**Bourinot's Rules of Order will apply to all matters not specifically covered in these by-laws.**

*Adopted February 27, 2012*

### **ARTICLE 1 – NAME**

1.1 These by-laws relate to the transaction of affairs of the Workers' History Museum.

### **ARTICLE 2 – OBJECTS**

2.1 The Workers' History Museum has been incorporated:

- a) To develop and support a community museum and projects which celebrate, interpret, examine, and preserve the history of working people in the National Capital Region and Ottawa Valley.
- b) To examine our local history in a national and international context when appropriate, prepare exhibits, organize events, provide education programs, and collect and disseminate information on workers' organizations.
- c) To identify and record places important to workers' history in an effort to preserve their significance.

### **ARTICLE 3 – PURPOSE**

3.1 The purpose of the Workers' History Museum is the development and preservation of workers' history, heritage, and culture through creative interpretation, proactive safeguarding, community involvement, and synergy between the community and its visitors.

- a) To present, promote, interpret, and preserve working class history, heritage, and culture with a special emphasis on Ottawa and the Ottawa Valley.
- b) Increase awareness of workers' history, heritage, and culture among the public and target groups.

- c) Create long-term local and regional expertise on exhibiting workers' history, heritage, and culture.
- d) Promote workers' history, heritage, and culture in collaboration with the cultural, educational, and tourism fields.
- e) Interpret and preserve the cultural heritage of all workers and their families in our community, including organised and non-organised workers and those working for pay or otherwise.
- f) Develop a concerted effort among the cultural, worker heritage, and tourism fields.

#### **ARTICLE 4 – HEAD OFFICE**

4.1 The head office of the Workers' History Museum shall be in the City of Ottawa in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

#### **ARTICLE 5 – MEMBERSHIP**

5.1 Individual membership will be open to all those who support the objects and purpose of the Workers' History Museum. All individual members in good standing will have voice and vote at Membership Meetings and Annual General Membership Meetings.

5.2 Organizations which support the objects and purpose of the Workers' History Museum, such as union locals, may take out an institutional membership. Institutional members in good standing will be allowed to send up to two (2) delegates from their organization, with voice and vote, to Membership Meetings and Annual General Membership Meetings.

5.3 A membership fee schedule may be set by the Museum Board of Directors and may be periodically reviewed.

5.4 The Secretary will maintain a list of all current individual and institutional members in good standing.

#### **ARTICLE 6 – ANNUAL GENERAL MEMBERSHIP MEETINGS**

6.1 The Annual General Membership Meeting (AGM) will be the supreme governing body of the WHM.

6.2 All individual members in good standing will have the right to voice and vote at the AGM.

6.3 All institutional members in good standing will have the right to send up to two (2) delegates with voice and vote to the AGM.

6.4 The Secretary will send out a call for the AGM to all members, with information about the date, time, and place, at least six (6) weeks before the AGM is to be held. The call shall be sent to each member by email (or post in the case of those without email).

6.5 The Annual General Membership Meeting will be held in the first quarter of each year.

## **ARTICLE 7 – MEMBERSHIP MEETINGS**

7.1 Membership Meetings may be called between AGM's where:

- a) A majority of the Board of Directors votes to hold such a Membership Meeting, or
- b) The Board of Directors receives a request, in writing, from at least 20% of the members in good standing, for such a Membership Meeting to be held.

7.2 The President must hold such a Membership Meeting within 40 days of either of the above conditions being met.

7.3 The Secretary must advise members of such a Membership Meeting at least two (2) weeks before the date the meeting is to be held, by email (or post in the case of those without email).

## **ARTICLE 8 – BOARD OF DIRECTORS**

8.1 The Board of Directors will govern and direct the Workers' History Museum between Membership Meetings.

8.2 The Board of Directors will meet at least once in each quarter.

8.3 The Board of Directors will consist of:

- 4 Executive Officers,
- 6 Board Members at Large
- 4 representatives of the institutional members of the WHM

8.4 All 14 members of the Board of Directors will have voice and vote.

8.5 The Board will invite a city councilor or their proxy to attend Board meetings with voice but no vote.

8.6 Regular motions presented to the Board will require a vote of 50% plus one (1) of those voting to be adopted.

8.7 The person chairing the Board of Directors' meeting has the right to vote only at the same time as other members of the Board. In the event of a tie, the vote is lost.

8.8 All Executive Officers and Board Members at Large will be elected by a membership vote at the WHM's AGM. Only individual members in good standing may run for these positions.

8.9 If a vacancy occurs between AGMs for an Executive Officer, the Board of Directors shall elect a replacement from among their number at the next board meeting.

8.10 If a vacancy occurs between AGMs for a Board Member at Large, the Board of Directors may elect a person to fill the vacancy.

8.11 The four (4) representatives of the institutional members of the WHM will be selected by the relevant organizations at a separate caucus meeting at the AGM. Two (2) alternates will be elected to serve if a vacancy occurs between AGMs.

8.12 If a vacancy occurs between AGMs for an institutional member, the Board of Directors will take the first alternate elected at the AGM by the institutional members to fill the vacancy.

8.13 Upon the election of their successor, such persons shall cease to be members of the Board of Directors of the Workers' History Museum.

8.14 The Executive Officers will appoint a Recruitment Committee at least three (3) months in advance of the AGM. The duty of this committee will be to recruit at least one (1) person to stand for each position on the Board of Directors. The Recruitment Committee will be guided by the WHM's policy on inclusion and equality.

*Amended February 27, 2012*

## **ARTICLE 9 – REMUNERATION**

9.1 The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position. Directors may be paid reasonable expenses incurred by them in the performance of their duties.

## **ARTICLE 10 – POWER**

10.1 The Annual General Membership Meeting is the supreme governing body of the Workers' History Museum.

10.2 The Board of Directors may administer the affairs of the WHM between AGMs and may exercise all such powers and do all such acts and things as the WHM by its letters patent or otherwise is authorized to do.

10.3 Without in any way limiting the foregoing, the Board of Directors between Membership Meetings is empowered to purchase, lease or otherwise deal with securities, lands, buildings, and any other property or any right or interest owned by the WHM in such manner as they may deem advisable.

## **ARTICLE 11 – EXECUTIVE OFFICERS**

11.1 There shall be four (4) Executive Officers: a President, a Vice-President, a Treasurer, and a Secretary.

11.2 The Executive Officers may meet between meetings of the Board of Directors, should the need arise.

## **ARTICLE 12 – DUTIES OF EXECUTIVE OFFICERS**

12.1 The duties of the Executive Officers shall be:

### **President:**

12.1.1 The President shall preside at Board of Directors and Membership meetings.

12.1.2 The President shall be an ex-officio member of all committees.

12.1.3 In the President's absence the duties and powers shall be exercised by the Vice-President and in the absence of the Vice-President the duties and powers shall be exercised by the Secretary.

### **Vice-President:**

12.1.4 The Vice-President shall aid the President in his/her duties and act on his/her behalf when required to do so.

**Secretary:**

12.1.5 The Secretary shall be both a corresponding and a recording secretary.

12.1.6 The Secretary shall keep an account of the proceedings of all meetings of the Board of Directors and all Membership meetings.

12.1.7 The Secretary shall have charge of the records of the Workers' History Museum.

**Treasurer:**

12.1.8 As Chief Financial Officer of the Workers' History Museum, the Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Workers' History Museum and shall deposit all monies to the credit of the Workers' History Museum in a credit union or bank.

12.1.9 The Treasurer shall receive and disburse the funds of the Workers' History Museum under the direction of the Board of Directors and shall render an accounting of all such transactions to the Board on a quarterly basis or more frequently as the Board of Directors may direct.

12.1.10 The Treasurer shall have the accounts audited annually by a committee of three trustees elected from the membership by a majority of those voting at a Membership Meeting, or by a professional outside auditor.

12.1.11 The Treasurer shall present a complete financial report to the Annual General Membership Meeting.

12.2 The President, Vice-President, Secretary, and Treasurer shall each be WHM Signing Officers. All WHM cheques must be signed by two (2) WHM Signing Officers.

12.3 The Executive Officers shall perform other tasks and duties as determined by the Membership and Board of Directors.

**ARTICLE 13 – COMMITTEES**

13.1 The Board of Directors will establish a Recruitment Committee.

13.2 The Board of Directors may establish other committees, as they see fit, to carry out the goals of the Workers' History Museum. Between AGMs, these committees shall report to and take direction from the Board of Directors.

13.3 Each committee shall prepare a written report for the AGM.

## **ARTICLE 14 – MEETINGS**

14.1 The Board of Directors shall meet at least once in each quarter. The Secretary must give Notice of meeting at least seven (7) days prior to the date of the meeting.

14.2 Special Board of Directors' meetings may be called by the President or by written notice signed by three (3) Directors.

14.3 Quorum to transact business of the Workers' History Museum shall be 50% plus one (1) of the total Executive Officers and Board Members at Large holding office at the time of the meeting, at least one of whom shall be an Executive Officer of the Museum. Other members of the Board of Directors will not be counted for, or required for quorum.

14.4 Questions arising at a meeting of the Membership or of the Board of Directors shall be decided by a majority vote of those in attendance, except where other requirements are specified in these by-laws.

14.5 The person chairing the meeting has the right to vote only at the same time as other members. In the event of a tie vote, the vote is lost.

14.6 The Annual General Membership Meeting (AGM) shall be held in the first quarter of each year.

14.7 Members in good standing may attend the Board of Directors' meetings with voice but no vote.

*Amended and renumbered February 27, 2012*

## **ARTICLE 15 – COMPLAINTS**

15.1 If a complaint is received under the Inclusion and Equality Policy, then the Board will appoint an ad-hoc committee to review the situation and propose corrective action.

*Adopted February 27, 2012*

*Amended March 10, 2014*

## **ARTICLE 16 – FISCAL YEAR**

16.1 The fiscal year shall be the calendar year.

*Renumbered March 10, 2014*

## **ARTICLE 17 – AMENDMENTS**

17.1 Amendments to these bylaws must be adopted by a two-thirds (2/3) majority vote of the Annual General Membership Meeting.

17.2 Fifteen (15) days' notice of motion is required.

17.3 The Secretary shall send such notice of motion to each member by email (or post in the case of those without email).

*Adopted: January 10, 2011*

*Amendments: February 27, 2012*

*Renumbered: March 10, 2014*