

Zorra Caledonian Society Constitution and Bylaws

As approved at the Feb 27, 2017 Annual General Meeting

Article I Name

Zorra Caledonian Society

The Society is incorporated as a nonprofit organization under the Corporations Act of the Province of Ontario.

Article II Purpose

The Society is a volunteer community organization formed to recognize the Scottish heritage of the Village of Embro and the Township of Zorra and will do this by:

- 1) hosting the annual Embro Highland Games ;
- 2) hosting a celebration or other event on a date deemed appropriate by the Board;

Article III Head Office

The head office of the Society shall be deemed to be located in the Township of Zorra, in the Province of Ontario.

Note:

- 1) It is generally accepted that there is no location per se postal box # **258** is maintained in the Village of Embro to provide a consistent mailing address for the Society.
- 2) Records of the Society are kept at the homes of the Secretary and Treasurer

Article IV Membership

1) Qualifications for Membership

Any person shall be entitled to be a member of the Society subject to the following conditions:

- a. supports
- b. attainment of the age of 18 years in the year of application;
- c. payment of the annual membership fee.

2) Privileges of Membership

- a. a member shall be entitled to attend, participate and vote at General meetings of the Society;
- b. members may serve on committees;
- c. only those members who are in good standing and were also members in the previous calendar year are entitled to vote at the Annual General Meeting.

3) Responsibilities of Membership

- a. Pay annual membership fee
- b. attend General meetings of the Society;
- c. volunteer to serve on committees;
- d. support, promote and participate in activities of the Society.
- e. promote membership to individuals who sup P
- f. maintain good standing status by following above responsibilities

4) Membership Not for Gain

- a. The corporation shall be carried on without the purpose of gain for its members. Any profits or other accretions to the corporation shall be used in promoting its objectives.

Article V Directors

- 1) The Board of Directors shall consist of a minimum of 10 and up to 14 Directors:
 - a. Up to Twelve (12) Directors are to be elected by the members;
 - b. The elected Directors shall appoint up to two (2) ex-officio Directors from the Membership, one (1) as Secretary and one (1) as Treasurer or one (1) as secretary treasurer.
- 2) The Membership shall elect, at each Annual General Meeting, up to four Directors to serve a term of three years.
- 3) Directors shall be eligible for re-election at the end of their three year term up to a maximum of three consecutive terms.
- 4) In the event of a vacancy occurring on the Board by the death, resignation or by good cause:
 - a. the remaining members of the Board shall have power to appoint any Member of the Society to fill such vacancy;
 - b. when three or more vacancies occur, a Special General Meeting of the Society shall be called and directors elected to fill the vacancies.
- 5) When a Director of the Society has a financial interest, direct or indirect, in any matter in which the Society is concerned, he/she shall disclose the interest and not take part in the consideration or discussion of, or vote on any questions relating to the matter.
- 6) The Board of Directors (the Board) may remove and replace any Director who fails to act or is deemed to act in a
had a chance to answer the complaint.
- 7) The Board has the power to act on behalf of the Society in all matters, subject to the Bylaws and regulations of the Society.
- 8) Directors shall be held harmless to actions related to their responsibilities as a director as long as they are acting in good faith on behalf of the society.
- 9) Powers and Duties
In addition to other specific duties and powers assigned elsewhere in these Bylaws, the Board of Directors shall:
 - a. take the initiative in preparing general policies and actions for consideration and possible adoption by the membership;
 - b. put into effect all policies and actions approved by the Membership;
 - c. have power to enter into contracts in the name of the Society in accordance with policies and practices approved by the Membership;
 - d. be responsible for the management of the affairs of the Society between General Meetings of the Society.

- e. shall annually name standing committees or from time to time name special committees to assist with planning and conducting events of the Society.
 - f. shall name Chairs to the various committees.
- 10) The Directors shall review annually and have in place sufficient liability insurance to protect and Officers, Directors, Members and agents (volunteers) acting on behalf of the Society.

Article VI Executive

- 1) The Executive of the Society shall include: the immediate Past President, President, Vice President, Secretary and Treasurer.
- 2) The position of the immediate Past President is an ex-officio position with voting privileges.
- 3) The positions of President, Vice President and shall be elected by the Board of Directors as soon after each Annual General Meeting as possible and practical.
- 4) The President, Vice President, Secretary, Treasurer and the remaining Directors shall constitute the Board of Directors.

Article VII Duties of Executive

- 1) Executive of the Society is responsible for the safe custody of;
 - a. Documents relating to the operation of the Society;
 - b. At least one copy of the minutes of proceedings, resolutions and Bylaws of the Society;
 - c. Books and records of the Society.
- 2) The Secretary of the Society shall;
 - a. Attend all meetings of the Society and keep accurate minutes thereof;
 - b. In the absence of the Secretary one shall be appointed by the President or Committee Chair in event of a committee meeting.
 - c. Receive and report correspondence of the Society;
 - d. Keep record of,
 - i) All resolutions passed by the Society;
 - ii) All amendments to the Bylaws of the Society;
 - iii) A list of the members of the Society and their addresses;
 - iv) All committee reports
 - v) All annual reports, financial statements and Examiners reports;
 - vi) All correspondence of the Society.
- 3) The Treasurer of the Society shall;
 - a) receive all monies paid to the Society and deposit them to the credit of the Society in a chartered bank, as the Board by resolution directs;
 - b) keep the Securities of the Society in safe custody;
 - c) keep or cause to be kept proper books of account or cause to be made entries of all receipts and expenditures of the Society;
 - d) prepare the annual financial statement of the Society;
 - e) prepare reports showing the financial position of the Society as the Board directs from time to time direct.

- 4) Duties of the President;
 - a) Preside at all meetings of the Society
 - b) Appoint an alternate Chair of meetings he or she is unable to attend
 - c) Generally oversee and manage or cause to be managed the business of the Society between meetings
 - d) Act as a spokesperson for the Society

Article VIII Meetings of the Society

1) General Meetings

- a. A minimum of two meetings of the Membership of the Society shall be held each year at a time and place as determined by the Board
- b. A minimum of one (1) weeks notice of General Meetings shall be given by any means deemed appropriate by the Board
- c. Ten (10) members shall constitute a quorum;
- d. General Meetings may consider any matters brought to it by the Board;
- e. A simple majority is required to pass votes;
- f. Proxies are not permitted at any General, Annual or Special meeting of the Society;
- g. The Annual General Meeting shall constitute one General Meeting of the Society

2) Annual General Meeting

- a. The Annual General Meeting (AGM) of the Society shall be held, preferably, in the month of February at a place and time as determined by the Board.
- b. general mail
delivery or email or other means deemed appropriate by the Board
- c. Twenty-one (21) members shall constitute a quorum at the AGM;
- d. Only those Members who are in good standing and were also members in the previous calendar year are entitled to vote at the Annual General Meeting;
- e. At the Annual General Meeting:
 - i. The Board shall present a report of the activities and accomplishments of the Society since the last AGM;
 - ii. The Board shall present a detailed statement of receipts and expenditures for the immediate preceding fiscal year and a statement of Assets and Liabilities at the end of the fiscal year, certified by the Examiners;
 - iii. The Directors shall be elected;
 - iv. The Examiners shall be appointed;
 - v. The Secretary shall make available a list of eligible voting members;
 - vi. Any other item of business as determined by the Board
 - vii. A two thirds majority is required to pass votes.

3) Special General Meetings

- a. Special General Meetings may be called from time to time to deal with a specific issue or question brought before the Society.
 - i. At the call of the President.
 - ii. Be requested by any 10 Members by signed petition stating the reason for the call of a meeting.

- b. Notice period shall be thirty (30) days.
- c. Notice including reasons shall be delivered to the members by email or general mail delivery or other means as deemed appropriate by the Board.
- d. Twenty-one (21) shall constitute a quorum.
- e. A two-thirds majority vote is required to pass votes.

4) Board of Directors Meetings

- a. A minimum of four
- b. Additional meetings of the Board shall be called as determined by the Board to conduct the business of the Society
- c. Meetings of the Board shall be called by the:
 - i. the President;
 - ii. or in the President`s absence, the Vice President;
 - iii. or by any three (3) members of the Board;
- d. Notice of meetings shall be given to all members of the Board at least seven days prior to the time fixed for such meeting.
- e. Meetings of the Board may be held immediately following any Annual, General or Special meeting of the Society without notice.
- f. Fifty percent (50%) of the Board shall constitute a quorum.
- g. Voting
 - i. All Directors are eligible to vote;
 - ii. Simple majority to pass votes.
- h. Emergency meetings may be held the Board by conducting a virtual meeting (telephone or email) providing that:
 - i. A minimum of fifty percent of the Board participates
 - ii. The decision is ratified at the subsequent meeting of the Board

5) Meeting Procedures and Protocols

- a. Generally accepted Parliamentary procedures shall be followed at each meeting to conduct the business of the Society.
- b. Notices of meetings shall include:
 - i. Date, time and location of meeting
 - ii. Agenda and or purpose of meeting
 - iii. Any other information deemed necessary by the Board

Article IX Committees and Subcommittees

- 1) The Board will annually establish committees and appoint chairs to plan and execute the various aspects of the Embro Highland Games and other functions of the Society.
- 2) Committee members are selected from the membership with the objective of including all members
- 3) All committees are accountable to the Board of Directors.
- 4) Committees submit annual budgets to the Finance committee

Article X Finances

- 1) The fiscal year of the Society shall be from January 1st to December 31st.
- 2) All expenditures in excess of Two Hundred and fifty dollars (\$250.00) that are not included in the budget for the current year shall require approval by a motion passed at a Board meeting of the Society.
- 3) Cheques to disburse the funds of the Society:
 - a. shall bear the signature of one of: the Treasurer, Secretary, President or Vice President.
 - b. Cheques in excess of \$1500.00 shall bear the signatures of two of the above mentioned Officers.
- 4) Financial records of the Society shall be examined by a qualified accountant or examined by two members of the Society appointed at each Annual General Meeting.
- 5) Remuneration - no Officer, Director or Member of the Society shall receive any remuneration for carrying out his or her duties on behalf of the Society except for expenses as authorized by the Board.
- 6) The financial accounts and other books of the society shall be made available for inspection by members upon reasonable request to the President.
- 7) An annual budget shall be prepared and presented for adoption by the Board.

Article XI Changes to the Constitution and Bylaws

- 1) Changes to the Constitution and By-laws of the Society may be made and or adopted, amended or repealed by the Board providing changes are confirmed at an Annual or Special General Meeting held for that purpose.
- 2) Votes to confirm changes to the Constitution and Bylaws require a two thirds majority to pass.

Article XII Dissolution of the Society

- 1) In the event that the Society is to be dissolved, the decision is to be made at a Special General Meeting of the members and resolved by a two thirds majority.
- 2) No Member of the Society shall receive any financial benefit for being a Member of the Society.
- 3) All Accounts Payable and Receivable of the Society shall be resolved.
- 4) All physical assets of the Society shall be sold or donated to nonprofit or charitable organization that has similar goals and objectives and operates in the local community. And similarly, all monetary assets remaining after the business of the Society has concluded shall be donated to a nonprofit or charitable organization.

This concludes the Constitution & Bylaws of the Zorra Caledonian Society.