

By Laws
OF THE
MANITOBA
MENNONITE
HISTORICAL SOCIETY

Revision 2012

Manitoba Mennonite Historical Society
By-Law No. 1

A By-law relating generally to the transaction of the affairs of the *Manitoba Mennonite Historical Society Inc.*

Be it enacted as a By-law of the *Manitoba Mennonite Historical Society Inc.*

Seal

1. The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Corporation.

Head Office

2. The Head Office of the Corporation shall be located at the city of Winnipeg, in the Province of Manitoba, Canada, at the place therein as the directors may from time to time decide.

Purposes

3. The purposes of the Corporation shall be to foster an understanding of and respect for the history and beliefs of the Mennonite people in the past and present, and to challenge them to give new expression to this heritage in the future.

4. In particular the Corporation has the following objectives:-

- 4.1 to promote research, analysis and publication of essays, dissertations, books, etc., on various aspects of the Mennonite experience;
- 4.2 to search out and encourage the preservation of historical sites and Mennonite cemeteries and to establish markers, cairns and other monuments to the Mennonite events and personalities;
- 4.3 to organize public lectures and provide resources for schools and other organizations;
- 4.4 to encourage the expression of the Mennonite experience in various areas such as literature, drama, history, fine arts, music, geography, sociology, religion, and to foster interdisciplinary discussions;
- 4.5 in co-operation with various Mennonite archives and museums to collect, preserve and exhibit articles and documents of historical value;
- 4.6 to foster inter-Mennonite unity and understanding with the various Mennonite archives and museums;
- 4.7 to interpret and promote the religious convictions of the Anabaptist-Mennonite people, past and present.

Members of the Corporation

5. Any person who is in agreement with the purposes, objectives and spirit of this Corporation may become a member, subject to approval of the board of directors. All members shall have the right to attend any business meeting of the Corporation and shall be entitled to receive all notices of and Minutes of the General Meetings of the Corporation.

Affiliated Organizations

6. Subject to approval by the Board of Directors, any organization whose has similar interests to those of this Corporation may become an affiliated organization.
 - 6.1 Affiliated organizations may participate in the activities of the Corporation and appoint members to the Advisory Council.
 - 6.2 An affiliated organization may receive funds from the Corporation to conduct the Corporations programs and activities where funds have been received for that purpose.

Dues

7. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by a majority vote of the board of directors, which vote shall become effective only when confirmed by the voting members at an annual or other special general meeting.

Advisory Council

8. A maximum number of 2 (two) members from each affiliated organization or standing committee of the Corporation shall be members of the Corporation's Advisory Council.
 - 8.1 The Advisory Council shall meet a minimum of twice annually at places and times it determines for that purpose.
 - 8.2 The President, or designate, shall act as Chair of Advisory Council meetings.
 - 8.3 The Advisory Council's mandate shall be to:
 - 8.3.1 share information about activities that are being pursued in the province that are related to the mandate of the Corporation.
 - 8.3.2 advise the Board of Directors regarding Corporation policies, budgets and programs.
 - 8.3.3 coordinate activities to maximize resources and to minimize overlap and inefficiencies.
 - 8.3.4 nominate Corporation members from the Council to stand for election to the Board of Directors

Board of Directors

9. Any person that is a member of good standing of the Corporation shall be eligible to be elected as a member of the board of directors.
10. The affairs of the Corporation shall be managed by a board of 7 (seven) members of whom a majority shall constitute a quorum. The board of directors shall not transact business at any meeting unless a quorum of board of directors is present.
11. Directors shall be elected for a two-year term by the annual meeting of the members of the Corporation. Nominations from the Advisory Council and from the floor will be placed on the ballot.
12. The office of director shall be automatically vacated:-
 - 12.1 if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation;
 - 12.2 if a director is found to be of unsound mind;
 - 12.3 if at a special general meeting of the members of the Corporation a resolution is passed by two-thirds of the members present and eligible to vote at the meeting that he be removed

from office;12.5 on death.

A vacancy occurring in the term of any member of the board of directors may be filled until the next annual meeting of the members of the Corporation by a majority vote of the board of directors present at any meeting thereof. Such elections shall be effective only until the next annual meeting of the members of the Corporation. Directors who have completed six years of service are ineligible to serve in the following year.

13. The directors may exercise all such powers of the Corporation as are not by these By-laws of the Corporation Act (Manitoba) required to be exercised by the members at a general meeting.

14. The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The board of directors shall have the power to make expenditures for the purpose of furthering the objectives of the Corporation.

15. The board of directors shall take such steps as they may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objectives of the Corporation.

Officers

16. The officers of the Corporation shall consist of the President, Vice-President, Secretary and Treasurer.

16.1. All officers of the Corporation shall be elected by the board of directors from among its members by a majority vote of the directors present at the meeting. This meeting shall be held as soon as possible after the annual meeting. All officers of the Corporation shall hold office for one year and until their successors are elected in their stead.

16.1.1 The President shall, when present, preside at all meetings of the members of the Corporation and shall be charged with the general management supervision of the affairs and operations of the Corporation. The President with the Secretary or such other officer as may be appointed by the board of directors for the purpose shall sign all By-laws. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

16.1.2 The Secretary or such officer appointed in his stead shall attend all sessions of the board and all meetings of the members and act as clerk thereof and record all decisions and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the members and the board of directors, and shall perform such other duties as may be prescribed by the board of directors. He shall be custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

16.1.3 The Treasurer or such officer as shall be appointed in his stead shall have the custody of the Corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the board of directors from time to time. He shall disburse the funds of

the Corporation as may be ordered by the board, taking the proper vouchers for such disbursements and shall render to the President and the directors at the regular meeting of the board, or whenever they require it, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board.

16.1.4

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

Committees

17. The Board or membership of the Corporation may form standing committees with terms of reference as deemed necessary to further the mandate of the Corporation. Standing Committees may appoint two members to the Advisory Council.

Meetings

18. The board of directors shall call an annual meeting of the members of the Corporation and determine the time and place of such a meeting. The board of directors may call additional general meetings of the members of the Corporation if and when they deem such meetings necessary.

19. Twenty-one days prior written notice shall be given to each member of any annual or additional general meeting of the members of the Corporation. The personal presence of twenty members of the Society at a duly called meeting shall constitute a quorum to transact business. Only members of the Corporation shall be eligible to vote at any annual meeting or additional general meeting to the members. A member may appoint as his proxy any other member to vote at any annual or additional general meeting.

20. Meetings of the board of directors shall be called by the President of the Corporation as frequently as deemed necessary by him. The President of the Corporation shall call a minimum of two board meetings per year. The directors shall receive seven days notice of any meeting in writing to each director, or three days notice by telephone, or other form of instant communication. No formal notice shall be necessary if all directors are present at a meeting or if those directors present waive notice thereof in writing. No error or omission in giving notice for a meeting of directors shall invalidate or make void any proceedings taken or had at such meeting. Members of the board of directors may not hold proxy of any other director.

21. The meetings of the executive committee shall be called by the President of the Corporation as frequently as deemed necessary by him. The President shall call a minimum of four executive committee meetings per year. Notice requirements for executive committee meetings shall be identical to those required for the board of director meetings as set out in Paragraph 33 (32.) hereof.

Financial Year

22. The financial year of the Corporation shall end the thirty-first day of December of each year.

Amendment of By-laws

23. By-laws of the Corporation may be enacted, and repealed or amended by majority of the directors and ratified by an affirmative vote of at least two-thirds of the members present in person or by proxy at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or

amendment of such by-law shall not be enforced or acted upon until approval has been obtained from the Minister of Consumer, Corporate and Internal Services.

Books and Records

24. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

25. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

Signature and Certification of Documents

26. The directors shall have power to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. Such contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the Treasurer and one other director. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Rules and Regulations

27. The board of directors may prescribe such rules and regulations as they deem expedient not inconsistent with these by-laws relating to the management and operation of the Corporation, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

Cheques, etc.

28. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents alone may endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and release of verification slips.

Deposit of Securities for Safekeeping

29. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board or directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Borrowing

30. The board of directors may from time to time:

30.1 borrow money on the credit of the Corporation; or

30.2 issue, sell or pledge securities of the Corporation, or

30.3 charge, mortgage, hypothecate or pledge all of or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the board of directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms, and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the board of directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

Financial Status

31. The Corporation shall carry on its operations and business without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used solely in promoting its purposes and objectives as stated herein.

Dissolution

32. Upon the dissolution of the Corporation and after payment of all debts and liabilities, remaining property of the Corporation shall be distributed or disposed of to charitable organizations in Canada having objectives similar to those of the Corporation, and to the extent that a is feasible and lawful proportionately to similar Societies in other Provinces.

Interpretation

33. In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa and reference to persons shall include firms and corporations.

PASSED by the Board of Directors and sealed with the Corporate Seal this day of
2003.

President

Secretary