

**BYLAWS OF THE TORONTO BRANCH OF THE ONTARIO GENEALOGICAL SOCIETY
(August 2011, as amended to May 2017)**

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ARTICLE 1: Definitions

1.1 Definitions:

Act	means the <i>Not-for-Profit Corporations Act, 2010</i> , S.O. 2010, c. 15, subject to proclamation in force
Board	means the Board of Directors of The Society
Branch	means a group of members of The Society who have joined the Toronto Branch
Charter	means a document presented by The Society to a Branch to confirm the right to function as an OGS Branch with all its rights, powers, privileges, entitlements and responsibilities
Coordinator	means a Branch member who has been appointed by the Executive for a specific purpose and may be asked to report to and advise the Executive from time to time

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Executive Committee	means the governing body of the Branch and shall comprise the Branch Officers, the immediate past Chair and Members-at-large.
Member	means a member of Toronto Branch who is in good standing
Network	means a group of members, recognized by the Executive Committee, that meets to dialogue and network
Society	means The Ontario Genealogical Society
Special Interest Group	means a group of members, recognized by the Executive Committee, that meets to pursue a particular genealogical interest

ARTICLE 2: Name

- 2.1 **Name:** The name is Toronto Branch of The Ontario Genealogical Society (hereafter referred to as "Branch").
- 2.2 **Geographic area:** The Society has designated the geographic area for Branch activities as the City of Toronto.
- 2.3 **Objects:**
 - 2.3.1 To promote, encourage and foster the study of genealogy and original genealogical research in the Branch's geographic area and other geographic areas of interest to members and residents of the City of Toronto;
 - 2.3.2 To collect and preserve information relevant to genealogical study; and
 - 2.3.3 To collaborate with organizations external to the Branch which have a shared interest in genealogy and family history.

ARTICLE 3: Branch Membership

- 3.1 **Qualifications:** Only a person or institution that is a member of The Society may become a Branch member.
- 3.2 **Classes of Branch Membership:** Individual; Family; Honorary; Institutional.
 - 3.2.1 **Individual member:** Any person may become an Individual member and is entitled to all the privileges listed in Section 3.3.1 so long as the individual remains a member in good standing.

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3.2.2 **Family member:** Two or more persons having the same address may form a family group, one as an Individual member, and the other(s) as Family member(s). Each Family member is entitled to the privileges listed in Section 3.3.1, so long as the Family member remains in good standing.

3.2.3 **Honorary member:** Any person who has made notable contributions to genealogy may be made an Honorary member of the Branch by vote of the Executive Committee. An Honorary member is entitled to all privileges listed in Section 3.3.1.

3.2.4 **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 3.3.2.

3.3 **Privileges:**

3.3.1 Individual, Family, and Honorary members are entitled to:

- a. attend and participate in all regular, special and annual meetings of the Branch;
- b. vote on any issue at such meetings, including the election of officers, changes to Branch bylaws, and approval of the annual year-end financial statements and fee structure;
- c. serve in any capacity on any committee of the Branch;
- d. receive, without charge, one electronic copy of all issues of the Branch's newsletter; and
- e. join one or more Special Interest Groups or Networks.

3.3.2 Institutional Branch members are entitled to:

- a. attend and participate in, but not vote at, all regular, special and annual meetings of the Branch; and
- b. receive, without charge, one electronic copy of all issues of the Branch's newsletter.

3.3.3 A group of members may apply to the Executive Committee for recognition as a Network or Special Interest Group.

3.4 **Branch Membership period:** The Branch membership period shall be as set by The Society.

3.5 **Annual dues:**

3.5.1 In addition to the annual dues set by The Society for each Class of membership, members will pay Branch fees as set from time to time.

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3.5.2 The Branch fee structure will be recommended by the Executive Committee, approved by the members at the annual meeting or at a special meeting called for that purpose, and subsequently authorized by the Board.

3.6 Membership Discipline and Termination of Membership:

3.6.1 The Executive Committee may discipline any member and/or terminate membership for conduct unbecoming, such as but not limited to: speaking derogatorily or publicly criticizing other members and/or the Branch; harassment; breach of trust; misappropriation; wilful destruction of Branch assets.

3.6.2 Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

3.6.3 A disciplinary action or termination of membership is fair and reasonable if:

- a. the member is given at least fifteen (15) days' notice of the disciplinary action or termination, with reasons; and
- b. the member is given the opportunity to be heard by the Executive Committee orally, in writing or in another format permitted by the Branch bylaws or policies and procedures, not less than five (5) days before the disciplinary action or termination of membership becomes effective.

3.6.4 A member who claims to have been aggrieved because of discipline or termination by the Executive Committee may appeal to The Society.

3.6.5. A notice required under this section may be given by any method reasonably intended to give actual notice.

ARTICLE 4: Executive Committee

4.1 Committee membership:

4.1.1 The Executive Committee is the governing body of the Branch and shall comprise the Branch Officers, the immediate past Chair and a minimum of two (2) to a maximum of four (4) Members-at-large.

4.1.2 The Branch Officers shall be: Chair; Vice-Chair; Secretary and Treasurer.

4.1.3 The immediate past Chair is an *ex officio* member of the Executive Committee and has voting privileges.

4.2 Eligibility:

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- 4.2.1 Each member of the Executive Committee must be an Individual, Family, or Honorary Member of the Branch.
- 4.2.2 No person may be a member of the Executive Committee if he or she:
 - a. is under eighteen (18) years old;
 - b. has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - c. has been found to be incapable by any court in Canada or elsewhere; or
 - d. has the status of bankrupt.
- 4.2.3 At least two-thirds (2/3) of the Executive Committee members must be Canadian citizens.
- 4.2.4 At least sixty (60) per cent of elected Executive Committee members must reside within the boundaries of the City of Toronto.
- 4.3 **Election of Officers and Members-at-large:**
 - 4.3.1 Officers and Members-at-large shall be acclaimed or elected at the Branch's annual meeting or a special meeting by show of hands or by ballot;
 - 4.3.2 Officers and Members-at-large shall be elected to serve for a term of one (1) year, such term to commence at the close of the meeting at which the Officer or Member-at-Large is elected;
 - 4.3.3 An Executive Committee member may be elected to a particular position for a maximum of four (4) consecutive terms;
 - 4.3.4 No Executive Committee member shall hold more than one office at a time;
 - 4.3.5 In the event that a vacancy arises among the Executive Committee members, the Executive Committee has the authority to appoint a replacement whose term will last until the next annual or special meeting of the Branch. Such appointment shall be announced in the next issue of the Branch newsletter;
 - 4.3.6 No Executive Committee member shall be elected for more than eight consecutive terms excepting service as Past Chair.
 - 4.3.7 Nominating Committee: At least four months prior to the Branch annual meeting, the Executive Committee shall appoint a Nominating Committee. It shall be the duty of this

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committee to nominate candidates for the Executive Committee positions to be filled at the annual meeting. The proposed slate of candidates shall be published with the notice of the annual meeting.

4.4 Duties of Executive Committee members:

4.4.1 Each Executive Committee member in exercising his or her powers and discharging his or her duties shall,

- a. act honestly and in good faith with a view to the best interests of the Branch and all Branch members; and
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4.2 Each Executive Committee member has a duty and responsibility to attend and participate in every Executive Committee meeting.

4.4.3 Each Executive Committee member may have more than one area of responsibility.

4.4.4 Duties of Officers:

4.4.4.1 The Chair, when present, shall preside at all annual, regular and special meetings of the Branch and the Executive Committee. The Chair is also charged with the general management and supervision of the business and operations of the Branch.

4.4.4.2 The Vice-Chair shall exercise the duties and powers of the Chair during the absence or inability of the Chair and perform such other duties as may, from time to time, be determined by the Executive Committee.

4.4.4.3 The Treasurer shall supervise and direct all financial operations of the Branch and perform such other duties as may, from time to time, be determined by the Executive Committee.

4.4.4.4 The Secretary shall be responsible for ensuring the recording of all facts and minutes of all Branch proceedings and perform such other duties as may, from time to time, be determined by the Executive Committee.

4.5 Roles and Responsibilities of Executive Committee members:

4.5.1 Trusteeship: Executive Committee members are responsible for the Branch's programs, image and assets.

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4.5.2 Financial Management: Executive Committee members are responsible for spending money on programs and services that represent the Branch's priorities of need. They are trustees responsible for funds which the Branch raises, accepts and disperses. Each member is obligated to exercise judgment that a reasonably prudent individual would exercise in regard to his or her own funds. The Executive Committee is responsible for establishing adequate financial controls which protect assets and limit liabilities.

4.5.2.1 Financial Policies: The Executive Committee shall maintain financial policies which protect the assets and ongoing financial management of the Branch, recognizing its fiduciary duties to Members and to The Society.

4.5.2.2 Treasurer's Manual: Branch financial policies will be maintained in general conformity with the Treasurer's Manual issued by The Society which establishes expectations for financial control, management of funds and other standards of practice. As a matter of oversight, the Treasurer's Manual also provides for annual reporting (at a minimum) of Branch financial statements to The Society accompanied by source documents used for generation of cheques or deposits of funds.

4.5.2.3 Oversight: The Executive Committee will maintain a process to evaluate adherence to its policies on an ongoing basis, observance of prudent financial management in the context of honest, good faith dealings by its Treasurer, other individual Executive Committee members, and any designated volunteers with short term and limited responsibility for funds.

4.5.2.4 Responsibility: Subject to the authority of the Executive Committee, the Treasurer bears primary responsibility for the accounts of the Branch, proper receipt and disbursements of funds, banking relationships, and protection of Branch assets.

4.5.2.5 Annual Reporting: The Treasurer, or other Officer in the Treasurer's absence, will present the financial statements for the preceding fiscal year to the membership at the Annual Meeting, such statements to be made available to the membership-at-large in advance of the meeting.

4.5.3 Human Resource Management: The Executive Committee is responsible for establishing processes for the recruitment, appointment, training, evaluation and appreciation of all volunteers and persons who receive honoraria.

4.5.4 Program Planning, Implementation and Evaluation: The Executive Committee is responsible for setting goals which reflect the needs of the Branch and its membership, approving programs and activities consistent with these goals and evaluating the effectiveness of such programs and activities.

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4.5.5 Communication: The Executive Committee is responsible for Branch two-way communications both written and verbal. It is responsible for establishing processes which encourage volunteer, and membership, input and enable the membership and relevant external organizations to understand and support its actions, concerns and vision.

4.6 **Meetings:**

4.6.1 The Executive Committee shall meet as often as it deems appropriate and not less than four times per term.

4.6.2 The Executive Committee may conduct business by means of telephonic or electronic methods, as defined in the Act, that permit all participants to communicate adequately with each other during the meeting.

4.6.3 Subject to 4.6.4, Executive Committee meetings shall be open to any Branch member upon reasonable and sufficient notice, and minutes of Executive Committee meetings shall be circulated to all Coordinators, as well as designated representatives of Branch Special Interest Groups and Networks.

4.6.4 *In camera* Executive Committee meetings:

4.6.4.1 *In camera* Executive Committee meetings may be held to discuss matters regarding:

- a. the security of property of the Branch;
- b. the disclosure of personal or financial information of a member of the Executive Committee or the Branch;
- c. negotiations conducted on behalf of the Branch;
- d. discipline or termination of membership;
- e. litigation affecting the Executive Committee, the Branch or a Branch member.

4.6.4.2 At the conclusion of an *in camera* Executive Committee meeting, a report will be made to the Executive Committee no later than the next Executive Committee meeting.

4.6.4.3 Decisions made in an *in camera* Executive Committee meeting which must be kept confidential may be reported only in the *in camera* Executive Committee minutes if authorized by resolution of the Executive Committee. Such resolution must indicate whether the confidentiality is to last for a specific period of time, until an action is completed, or indefinitely.

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4.6.4.4 Any resolution to keep a decision confidential must be recorded at an Executive Committee meeting and passed by a majority of the members present.

4.6.5 Special meetings of the Executive Committee shall be held at the call of the Chair, or, upon the absence or refusal of the Chair, by the Vice-Chair, upon written request by three members of the Executive Committee. The purpose of any special meeting shall be stated in the call.

4.6.6 Quorum: Four (4) members of the Executive Committee, at least two (2) of whom must be Officers, will constitute a quorum.

4.6.7 Voting:

4.6.7.1 No member of the Executive Committee may have more than one (1) vote on any issue before the Executive Committee.

4.6.7.2 When a question has been put, every member of the Executive Committee present shall vote and a refusal or abstention shall be deemed to be a negative vote subject to the following exceptions:

- a. a member of the Executive Committee need not vote if excused by resolution of the Executive Committee; and
- b. A member of the Executive Committee shall not vote when prohibited by law from voting.

4.7 Conflict of interest:

4.7.1 A member of the Executive Committee shall be deemed to have a conflict of interest if he or she is a party to or has a fiduciary or material interest in a contract or transaction or proposed fiduciary or material contract or transaction with the Branch or The Society

4.7.2 A member of the Executive Committee who has a conflict shall disclose the general nature of and extent of the conflict and this shall be entered in the minutes of the meeting at which the conflict arises.

4.7.3 A member of the Executive Committee who declares a conflict shall not attend any part of the meeting at which the matter is discussed and shall not vote on any resolution regarding the matter except a resolution relating to:

- a. the remuneration of Executive Committee members;
- b. the indemnity or insurance for the Executive Committee or Branch; or

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c. an affiliate of the Branch.

4.7.4 The above provisions on conflict of interest shall also apply with necessary modifications to Coordinators and members of Branch Committees.

4.8 **Compensation:** Members of the Executive Committee shall not receive remuneration but may be reimbursed for expenses incurred in the performance of their duties according to approved Branch Policies and Procedures. There shall be no reimbursement paid to Executive Committee members for attendance at Executive and Branch meetings and events in their capacity as Executive Committee members.

4.9 **Executive Absence and Vacancy:**

4.9.1 Should a member of the Executive Committee be absent from three consecutive meetings without written just cause, the Executive Committee may declare that position vacant. The Secretary and Chair shall be notified of any absence.

4.9.2 Should a member of the Executive Committee cease to be a member in good standing or act in a manner unbecoming, the Executive Committee may declare that position vacant.

4.9.3 In the event that a vacancy arises on the Executive Committee, through resignation, declaration, inability to perform, disciplinary action or other circumstance, the Executive Committee may appoint another Branch member to the Executive Committee for the remainder of the term or until the next annual or special meeting of the Branch. Such appointment shall be announced to the membership in a timely fashion.

4.9.4 If an Executive Committee member resigns, he or she shall submit verbal or written notice of resignation to the Secretary or, in the case of the resignation of the Secretary, to another Officer, and the resignation shall be effective on the earliest of the date of such notice and the date of the Executive Committee meeting when the resignation is considered.

4.10 **Committees:**

4.10.1 The Executive Committee may establish various standing or special committees from time to time to assist with the operation of the Branch.

4.10.2 All committees shall report to the Executive Committee a minimum of once a year on activities, human resources and financial management.

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ARTICLE 5: Branch Coordinators, Committees and Volunteers

- 5.1 Coordinators shall be appointed by the Executive Committee for set terms and for maximum consecutive terms as may be determined by the Executive Committee from time to time.
- 5.2 Coordinators shall have specific responsibilities and shall report to the Executive Committee.
- 5.3 The Executive Committee shall establish reporting and planning processes which engage individual Coordinators to the degree deemed necessary to support each volunteer function.
- 5.4 Volunteers may be organized into standing or special committees as established by the Executive Committee from time to time.
- 5.5 All Branch committees shall report to the Executive Committee a minimum of once a year on activities, human resources and financial management.

ARTICLE 6: Branch Meetings

- 6.1 **Quorum:** Twenty members of the Branch who are physically present shall constitute a quorum at Branch meetings where members are asked to make a decision.
- 6.2 **Proxy voting:** There shall not be any voting by proxy.
- 6.3 **Regular meetings:** The regular meetings of the Branch are normally held on the fourth Monday of every month except July, August and December. The Executive Committee may vary or modify this schedule at any time.
- 6.4 **Annual meeting:** The annual meeting of the Branch will be held in the month of May or such other month as the Executive Committee shall decide. The agenda shall include the election of Officers and Members-at-large, reports from the Executive Committee, changes to Branch By-Laws or fees, and any other business that may arise. Written notice of the meeting sent by electronic means or by mail at least twenty-one (21) days prior to the meeting shall be sufficient.
- 6.5 **Special meetings:** Special meetings of the Branch may be called by the Chair or by the Executive Committee. Special meetings shall be called upon the written request of any ten (10) members of the Branch with the concurrence of The Society President and/or the Board. The purpose of the meeting shall be stated in the call. Written notice of the meeting sent by electronic means or by mail at least twenty-one (21) days prior to the meeting shall be sufficient.

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ARTICLE 7: Legislative Authority

- 7.1 Authority: The Branch is governed by Ontario's *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, subject to proclamation in force, and other applicable provincial and federal acts, regulations and standards that are made, passed or proclaimed from time to time.

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 Branch in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order which the Branch or The Society may adopt.

ARTICLE 9: Repeal and Amendment

- 9.1 Any previous Branch Bylaws are hereby revoked.
- 9.2 Branch Bylaws and amendments shall be in compliance with the Society's Bylaws.
- 9.3 These Bylaws may be amended by a two-thirds (2/3) majority of votes of those members physically present at a Branch annual meeting or special meeting called for this purpose.
- 9.4 Amendments to the Branch bylaws shall take effect at the end of the Branch meeting at which they are approved by Branch members.

Dated: August 8, 2011

Approved at the Branch Annual Meeting, the 24th day of October 2011

Amended at Branch AGM 28 May 2012

Amended at Branch AGM 26 May 2014

Amended at Branch AGM 29 May 2017