

BY-LAWS
of the
WESTMOUNT HISTORICAL ASSOCIATION

MARCH 1998 (revised 2019)

1. **Aims and Objectives**

- (a) to promote public awareness of Westmount's history and cultural heritage
- (b) to conduct and support research into the community's development,
- (c) to foster appreciation of Westmount's unique landscape and architectural heritage and advocate for its preservation.
- (d) to maintain archives of documents, photographs, and memorabilia related to the history of the community

2. **Membership**

- A. Membership may be offered in the following categories: Individual, Couple, Institutional, Patron and Corporate.
- B. The Board of Directors may appoint Honorary lifetime members in any of the established membership categories, as it deems appropriate.
- C. All members, other than Honorary Members, shall pay an annual subscription as determined by the Board of Directors and approved at the Annual General Meeting.
- D. The Board shall designate one of its directors to be responsible for memberships of the Association who shall:
 - (a) upon receipt of a membership fee, issue a membership card to an applicant admitted as a member of the Association within a reasonable period of time;
 - (b) record all memberships received; and
 - (c) at the request of the Board, provide a list of members.
- E. Members of the Association shall be entitled to attend and vote at the Association's Annual General Meeting (AGM).

3. **Board of Directors**

- A. The Board shall consist of four (4) elected Officers and up to nine (9) other Directors and shall be elected at each Annual General Meeting. The immediate Past President is an ex-officio member of the board.
- B. Any member in good standing is eligible to sit on the Board if elected.
- C. A majority of all Board members shall constitute a quorum.
- D. The Board shall have the responsibility for the entire management of the Association. It shall have the power it deems necessary and expedient to carry out the objectives of the Association.
- E. The Board shall consider proposals received from members of the Association. The Secretary shall inform a member who has submitted proposals of any action taken.

- F. Board members shall be allowed to review any document relating to the affairs and activities of the Association.

4. Election of Officers

- A. Officers including a President, Vice-President, Secretary, and Treasurer shall be elected at each Annual General Meeting. Each Officer shall hold office between Annual General Meetings.
- B. Any member in good standing is eligible to be an officer, within the following parameters:
 - (a) The President must have served at least one annual term as a member of the Board;
 - (b) The President shall serve no more than two (2) consecutive annual terms;
 - (c) The Vice-President must have served at least one annual term as a member of the Board;
 - (d) The Vice-President is designated to succeed the President after the President's second consecutive annual term to ensure continuity of the management of the Association;
 - (e) The Vice-President shall serve no more than two (2) consecutive annual terms;
 - (f) The Treasurer shall serve no more than four (4) consecutive annual terms.
 - (g) The Board may appoint a member in good standing to fill any vacancy which may occur between Annual General Meetings. Such an appointment would be for the remainder of the term; and
 - (h) Terms set out above shall become effective when the by-laws are adopted by the Association's members.

5. Duties of Officers

5.1. President:

- A. The President shall preside at the Annual General Meeting, Board, Special and Executive meetings and is entrusted with providing leadership for the Association.
- B. The President shall ensure that the Association's by-laws are respected and the resolutions of the Board are carried out and shall act responsibly in the name and on behalf of the Association.
- C. The President and Vice-President, or one of them, may represent the Association at official public functions with the consent of the Board.

- D. The President may from time to time delegate to the Vice-President duties normally assigned to the President.
- E. If no candidate is found for President, the Vice-President or another board member becomes the acting president and the position for President remains vacant until a replacement is found.

5.2. Vice-President:

- A. In the absence of the President, the duties of the office shall be assumed by the Vice-President. If both are absent the Past President shall act on the President's behalf.
- B. The Vice-President shall perform such duties and assume responsibilities as delegated by the President.

5.3. Secretary

- A. The Secretary shall send notice to Board members of all meetings. With the exception of Special Meetings, the Secretary shall inform Board members of all meetings no less than two weeks in advance.
- B. The Secretary shall ensure that accurate minutes are taken at all Board and Special meetings and at the Annual General Meeting and are distributed to each Director before the next Board meeting.
- C. The Secretary shall assume responsibilities as directed by the Board.

5.4. Treasurer

- A. The Treasurer shall serve under the direction of the Board.
- B. The Treasurer shall be responsible for all accounts and shall forward to the Association such returns, lists and cash statements as may be requested by the Board.
- C. The Treasurer, with the Board's approval, will implement financial controls and be accountable for the investments of the Association.
- D. The Treasurer shall report the most recent bank statement to the board before each meeting.
- E. The Treasurer shall be responsible for the collection of all subscriptions fees, donations and any other revenue received by the association and shall also issue income tax receipts for all donations.

- F. The Treasurer shall be responsible for the deposit, without delay, of all funds received by the Association in the accounts approved by the Board.
- G. Cheques drawn on any account of the Association shall be signed by any two of the Treasurer, President or Vice-President.
- H. Upon reasonable notice, the accounts of the Association shall be available for inspection by any member of the Board.

5.5. Past President

- A. The Past President shall be an ex-officio member of the Board.
- B. The Past President will keep the President informed of past practices of the Association and assume the position of leadership should the President and Vice President be unavailable.

6. Committees

6.1. Nominating Committee

- A. A nominating committee shall consist of three (3) members of which two (2) are Board members and shall be formed prior to the AGM and shall remain in force until the next AGM.
- B. The names of members of the Nominating Committee must be approved by the Board two (2) months prior to the Annual General Meeting.
- C. The Past President and any member of the board who is not also an officer shall be eligible to serve on the Nominating Committee.
- D. It shall be the responsibility of the Nominating Committee to ensure that all nominees are members in good standing, meet the qualifications of the by-laws, and are prepared to serve if elected.
- E. Additional names may be submitted to the Nominating Committee by the membership at large no later than fourteen (14) calendar days prior to the AGM.
- F. The Secretary shall submit to the membership the notice of the AGM and the proposed slate of Officers and Board members at least fourteen (14) calendar days prior to the date of the AGM.

6.2. Other Committees

- A. The Board may appoint *ad hoc* committees to deal with specific issues as it deems necessary.
- B. Each Committee shall include at least two (2) members of the Board.
- C. The Chairperson of any committee, with the Board's prior approval, may invite the assistance of persons who are not members of the Association but possess special knowledge to provide advice.
- D. The Chairperson of any committee may call meetings whenever the business of the Committee so warrants.
- E. The Chairperson of any committee shall report to the Board.
- F. Any activity of the Association shall endeavour to be financially self-sustaining, except as otherwise authorized prior to the activity by the Association. If a deficit occurs, it shall be dealt with by the Finance Committee and the Board shall be advised of any such occurrence.
- G. The Chairperson of a Committee (or event) shall submit to the Board a budget for each event, prior to the affair, for approval.
- H. The Chairperson shall, within two (2) months after the event, submit a detailed documented statement of income and expenses to the Board.

7. Authorization

- A. No person may solicit contributions in the name of, or on behalf of, the Association without specific prior authorization by the Board.
- B. No resolution of any committee shall bind the Association except on approval by the Board.

8. Meetings

- A. All meetings shall be conducted according to *Robert's Rules of Order*.
- B. At all official meetings of the Association or its committees, a majority vote of the members in good standing present and voting shall pass, defeat or amend any motion.
- C. The Board shall meet no fewer than six (6) times per year.

- D. The Secretary shall send notice to Board members of all meetings. With the exception of Special Meetings, the Secretary shall inform Board members of all meetings at least two (2) weeks in advance.
- E. Board members may invite guests to meetings with the Board's prior approval if their attendance is helpful in providing useful information.
- F. Special meetings of the Board may be called by the President and/or on request by a minimum of three (3) Board members.
- G. The proceedings of all Board Meetings shall be recorded by the Secretary, or in his or her absence by a member present appointed by the President.
- H. The Chairperson of any committee may call meetings whenever the business of the Committee so warrants.

9. Annual General Meeting

- A. The Annual General Meeting (AGM) shall be held no later than June 30th of each year.
- B. Ten (10) voting members of the Association present shall constitute a quorum.
- C. The Secretary shall send the notice of the AGM to each member of the Association at least 14 calendar days prior to the AGM. This notice will include the proposed slate of Officers and Directors to serve in the ensuing year, together with notice of any special business to be considered by the membership of the AGM.
- D. The purpose of the AGM shall be as follows:
 - (a) to receive the President's report of the year's activities;
 - (b) to receive and approve the financial report;
 - (c) to receive and approve the proposed slate of Officers and Members of the Board for the ensuing year (the Nominating Committee Chairperson shall preside over this part of the AGM and conduct the election); and
 - (d) to conduct any other business which may be properly brought forward at the AGM.
- E. The proceedings of the AGM shall be recorded by the Secretary, or in his or her absence by a member present appointed by the President.

10. By-laws

- A. Every member of the Association shall have access to the Association's by-laws and any other by-laws that may be adopted from time to time.

- B. Any amendment to the by-laws may be proposed by any member of the Board or by any seven (7) members of the Association in writing to the President.
- C. Having been approved by the Board, any proposal to amend the Constitution shall be presented by to the members at the next AGM, or at any Special General Meeting of the Association.
- D. The substance of the text of any proposal to amend the by-laws shall be given in the notice convening the Meeting to consider the proposed amendment(s).
- E. The President shall ensure that the Association's by-laws are respected.

11. Disposal

- A. In the event of the Association's terminating its activities, the disposal of its assets and discharge of its liabilities shall be at the discretion of the Association

The by-laws of the Westmount Historical Association were drafted by special committee consisting of David Freeman (Chair), John R. Bradley, Philip Dombowsky and Jacqueline Varin-Holm, and unanimously approved by the Association's Board of Directors at a meeting held in Victoria Hall on November 27, 1997. They were given final approval at a meeting of Association members held in Westmount Public Library on March 13, 1998.

The by-laws were revised by a special committee consisting of Pina Santillo (Chair), Jane Atkinson and Louise Carpentier and approved by the Association's Board of Director at a meeting held on ● 2015. They were ratified by the Members at the Association's Annual General Meeting on May ●, 2015.

The by-laws were revised by agreement of the Board of Directors in March, April and May, 2019.