

# **Forest History Society of Ontario**

## **BY-LAWS**

### **For Annual Meeting, 18 March, 2021**

#### **1. Definitions**

In this Constitution:

- (i) "Society" means the Forest History Society of Ontario
- (ii) "Chair" is the Chief Officer of the Board of Directors
- (iii) "Executive Committee" means the Officers of the Society
- (iv) "Member" means a member of any class of membership designated by the Society.

#### **2. Name**

The name of the Society shall be the Forest History Society of Ontario.

#### **3. Head Office**

The head office of the Society shall be in the Province of Ontario at such place therein as the Executive Committee from time to time shall determine.

#### **4. Mission**

To further the knowledge, understanding and preservation of Ontario's forest history

#### **5. Membership**

##### **5.1 Eligibility**

Any person or institution may apply for membership in the Society

##### **5.2 Classes of membership**

There shall be four classes of memberships:

- (i) full membership by an individual
- (ii) student membership by an individual enrolled in the student body of an accredited educational institution
- (iii) institutional/corporate membership
- (iv) honorary membership, conferred by the Executive Committee on individuals who have made an outstanding contribution to the field of forest history

##### **5.3 Rights of members**

- (i) All members in good standing shall be eligible to receive one copy of publications of the Society, with the exception of institutional/corporate members who are eligible to receive two copies.
- (ii) All full individual members shall be eligible to hold office with the exception of institutional/corporate members
- (iii) All members have voting privileges with the exception of institutional/corporate members who have one voting delegate only.
- (iv) Members may vote in person or by proxy.

#### 5.4 Terms of Membership

Membership extends from January 1 to December 31 of each calendar year. The fees for membership are to be set by the Executive Committee.

#### 5.5 Proxies

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be a member. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

### 6. Directors

#### 6.1 Quorum and Term

The affairs of the Society shall be managed by a Board of between **eight to fourteen (8-14)** Directors of whom four (4) shall form a quorum. With the exception of the Chair, Vice-Chair, Secretary-Treasurer and Past Chair the Directors' term of office shall be from the date of the meeting at which they are elected for a three-year period. Election of Directors shall be by motion and not by ballot unless demanded by members at an Annual Meeting. One Director shall be nominated by **Forests Ontario.**

#### 6.2 Re-election and Meetings

Directors shall be eligible for re-election. A quorum of the Board shall be empowered to fill vacancies on the Board to hold office for the balance of the term of a vacating Director. Notice of meetings of the Board shall specify the time and place of such meeting and shall be delivered by mail or electronic means not less than five (5) days before the meeting is to take place. Attendance at meetings by teleconference shall be admissible for participation and quorum purposes. Decisions of the Board shall be decided by a majority of the votes.

### 7. Officers of the Society

#### 7.1 Election of Officers

The officers of the Society shall be elected from the Society's individual members in good standing and shall consist of the Chair, Vice-Chair, Past Chair and Secretary-Treasurer.

#### 7.2 Duties of Officers

- (i) **Chair** – represents the Society; is responsible for the effective management of the Society; chairs the Board; has the casting vote in case of a tie; has signing privileges and prepares and presents the report to the Annual Meeting of members.
- (ii) **Vice-Chair** - substitutes for the President in the President's absence; assists the President in other duties as assigned and has signing privileges.

- (iii) **Past Chair** - is responsible for the process of nominations. Until there is a Past President the Vice-President is responsible for nominations.
- (iv) **Secretary-Treasurer** – The Secretary-Treasurer keeps the Society’s corporate records and books; takes minutes of meetings and distributes them appropriately; receives and disburses monies as directed; has signing privileges; undertakes Society’s correspondence as directed; prepares and sends notices of the Annual Meeting of members.

### 7.3 Terms of Office for Officers

- (i) the terms of office for the *Chair, Vice-Chair, Secretary-Treasurer* and *Past Chair* shall be two years, renewable.
- (ii) where necessary the *Chair* shall appoint a replacement to complete a term of office which has been vacated. Such appointments shall be confirmed by the Board of Directors.

## 8. Management of the Society

The management of the society shall be vested in the Board of Directors.

## 9. Meetings of the Board and Executive Committee

- (i) The *Chair* in the absence of *the Chair*, the *Vice-Chair* shall convene a meeting of the Board at least three times a year of which a least two shall consist of the entire Board.
- (ii) The Executive Committee consisting of the *Chair, Vice-Chair, Past-Chair* and *Secretary-Treasurer* shall meet at the call of the *Chair* or in the absence of the *Chair*, the *Vice-Chair*.
- (iii) The Executive Committee shall have the right to invite persons, whether members of the Society or not to assist or a provide advice to the Committee. Such persons have no vote at the Executive Committee.
- (iv) Attendance at meetings of the Board and Executive Committee by teleconference shall be admissible for participation and quorum purpose.

## 10. Other Committees

Other committees may be created and disbanded through a passed motion of the Executive Committee.

## 11. Meeting of the Society

- (i) There shall be an Annual Meeting within three months of the end of the fiscal year. At all meetings of the Society ten (10) members in good standing shall form a quorum.
- (ii) An Extraordinary Meeting of the Society may be called by the *Chair* or at the written request of fifteen (15) members of the Society, upon 30 days notice.
- (iii) An Annual Report detailing the annual activities of the Society, including a financial report shall be required for distribution to members at the Annual Meeting.

## 12. Notice of Meeting

Notice of the time and place of any meeting of members of the Society and of the general nature or the business to be transacted thereat shall be mailed to each member to the last post address recorded on the books of the Society at least 30 days before holding the meeting.

### **13. Voting and Proxy**

Votes may be given personally or by proxy but a proxy as such shall not be entitled to vote on a show of hands. The instrument appointing a proxy shall be in writing under the hand of the appointor or, if the appointor be a Society member, either under the hand of an officer or attorney so authorized. Any proxy shall cease to be valid after the expiration of one year from the date thereof. No person shall act as proxy unless so entitled as a member to be present and vote at the meeting at which he or she acts as proxy or has been appointed to act as proxy for a company member.

### **14. Finance**

#### **14.1 Year of operation**

The year of operation of the Society shall be from January 1 to December 31.

#### **14.2 Audit**

The accounts of the Society shall be audited annually by a person who shall be appointed at the Annual Meeting.

### **15. Cessation of the Society**

In the event that the Society ceases to exist, any funds remaining shall be given to, as determined at the final Annual Meeting of the Members, to any institutions or projects with involvement in Ontario's forest history.

### **16. Nominations**

#### **16.1 Proposed Nominations**

The Executive Committee at its meeting preceding the Annual Meeting shall present a slate of candidates to fill any vacancies for the following term; having previously obtained the nominee's consent.

#### **16.2 Notice of Nominations**

The slate of nominees shall be contained in the notice of the Annual Meeting of the members at least 30 days before the date of the meeting.

#### **16.3 Additional Nominations**

Additional nominations, may be sent in writing to the Secretary-Treasurer at least two (2) weeks before the Annual general meeting. The nominations shall be duly signed by the proposer and seconder, who must be members of the society in good standing.

#### **16.3 Proposal of Candidates**

The full list of candidates shall be placed before members at the Annual Meeting and voted upon by the members present and by proxy.

### **17 Amendment to the By-laws**

#### **17.1 Proposal of change(s) to the By-laws**

Changes to the By-laws of the Forest History Society of Ontario shall only be made at an Annual Meeting or at an Extraordinary Meeting of the Society called for this purpose.

**17.2 Notice of Proposed Change(s)**

Any notice of proposed change(s) to any articles of the By-laws must be sent to the Secretary-Treasurer with the names of the proposer and seconder at least two months prior to the Annual Meeting or an Extraordinary Meeting. The Secretary-Treasurer shall then have the notice enclosed with the notice of the Annual General Meeting.

**17.3 Requirement for Change(s)**

Any change(s) to the Society's By-laws shall require:

- (i) the presence of a quorum at the Annual Meeting, and
- (ii) the approval by two-thirds (2/3) majority of those voting at the meeting.

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Dates of Changes to By-laws:

1. February 4, 2010 at the Annual General Meeting
2. March 18, 2021 at the (virtual) Annual General Meeting