

**MANITOBA GENEALOGICAL SOCIETY INC.
CONSTITUTION AND BY-LAWS**

ARTICLE 1: NAME OF THE SOCIETY

- 1.1 The Society shall be known as the MANITOBA GENEALOGICAL SOCIETY INC., herein after referred to as the "Society".

ARTICLE 2: OFFICES OF THE SOCIETY

- 2.1 The domicile of the Society shall be its Resource Centre in Manitoba unless otherwise designated by the Council of the Society.
- 2.2 The postal address of the Society shall be that of its Resource Centre & Library.

ARTICLE 3: OBJECTIVES OF THE SOCIETY

- 3.1 The Society is an incorporated, non-profit, charitable organization duly incorporated under the laws of the Province of Manitoba with the following objectives:
- 3.1.1. To promote and encourage the study of genealogy and the compilation of accurate and complete genealogies in the province of Manitoba.
 - 3.1.2. To collect and preserve information, books, manuscripts, and other related material relevant to such genealogical study.
 - 3.1.3. To encourage and instruct members in the ethical practices, correct methods and effective techniques of genealogical research.
 - 3.1.4. To produce journals and other publications which may from time to time be authorized by the Society, which will further the objectives of the Society.

ARTICLE 4: MEMBERSHIP IN THE SOCIETY

- 4.1 There shall be four categories of membership in the Society:
INDIVIDUAL
ASSOCIATE
INSTITUTIONAL
CORPORATE
- 4.2 INDIVIDUAL MEMBERSHIP shall be issued to any person willing to further the objectives of the Society following payment of the fee prescribed for this class of membership. Individual members are entitled:
- 4.2.1 To attend all general meetings of the Society and to vote on any matters affecting the Society.
 - 4.2.2 To stand for and hold any elective or appointive office in the Society.
 - 4.2.3 To receive without charge one copy of each issue of the Society journal published during the membership year and such other publications of the Society as the council may determine.
 - 4.2.4 To use and borrow material from the Society's Resource Centre, subject to the conditions placed upon such borrowing by the Society Librarian.
 - 4.2.5 To receive other benefits as may from time to time be approved by Council.
- 4.3 ASSOCIATE MEMBERSHIP shall be issued to any additional person residing at the same address as the Individual Member in good standing on payment of the fee prescribed for this class of membership. Associate Members in good standing shall be entitled to all the privileges accorded to Individual Members, except those indicated in Article 4.2.3.
- 4.4 INSTITUTIONAL MEMBERSHIP shall be issued to any library, society, or institution interested in the objectives of the Society on payment of the fee prescribed for this class of membership. Institutional Members shall be entitled to receive without charge, one copy of each issue of the Society journal published during the membership year.
- 4.5 CORPORATE MEMBERSHIP shall be issued to any corporate institution interested in furthering the

objectives of the Society on payment of the fee prescribed for this class of membership. Corporate members shall be entitled to receive without charge, one copy of each issue of the Society journal published during the membership year. Corporate membership may include usage of the Resource Centre by allocating two designated users' names and submitting them with the membership form.

- 4.6 All memberships are on an annual basis and will be automatically terminated by the failure to remit the annual membership fees. Branch membership fees are separate from all Society membership fees.
- 4.6.1 The membership year shall be twelve months from the last day of the month in which the member joins the Society.
- 4.6.2 There shall be no refund of membership fees for any reason once the annual fee has been paid.

ARTICLE 5: COUNCIL OF THE SOCIETY AND ITS MEETINGS

- 5.1 The governing body of the Society shall be the Council which shall consist of the Executive Committee, one representative from each Branch of the Society, and Chairs of Standing Committees.
- 5.2 The Council shall meet to resolve and act upon all matters necessary in the effective control of the affairs of the Society.
- 5.3 The Council shall meet at least twice in each fiscal year at such time and place as the Council may determine. However, the first Council meeting of each fiscal year must be held within 90 days of the Annual General Meeting. The President may call and set the time of other meetings of the Council. Upon petition of the majority of members of the Council, the President must call a special meeting of the Council within 30 days of the date of said petition.
- 5.4 The quorum for Council meetings shall be equal to 50% of the total number of Executive officers and chairs of Standing Committees whose positions are filled.

ARTICLE 6: EXECUTIVE OF THE SOCIETY AND ITS MEETINGS

- 6.1 There shall be eight officers of the Society, to be known as the Executive:
 PAST PRESIDENT
 PRESIDENT
 VICE-PRESIDENT ADMINISTRATION
 VICE-PRESIDENT FINANCE
 VICE-PRESIDENT INFORMATION TECHNOLOGY
 VICE-PRESIDENT COMMUNICATIONS
 RECORDING SECRETARY
 TREASURER
- 6.2 These Executive officers, with the exception of the Past President, Recording Secretary, and Treasurer, shall be elected from the general membership according to the election procedures prescribed by the Society.
- 6.3 The Recording Secretary and Treasurer shall be appointed annually by the Executive.
- 6.4 The Executive shall direct the affairs of the Society between meetings of the Council and shall meet as often as is necessary to conduct the business of the Society.
- 6.4.1 All decisions of the Executive shall be subject to the approval of the Council of the Society.
- 6.4.2 Any four members as indicated in 6.1 shall constitute a quorum of the Executive, provided that at least one of those constituting the quorum is the President or the Vice- President Administration.
- 6.4.3 In the absence of the President, the Vice President Administration or his/her designate will represent the Society.”
- 6.4.4 Elected and appointed members of both the Executive and Council shall be entitled to one vote per motion at Executive or Council meetings.

ARTICLE 7: ELECTION OF OFFICERS

- 7.1 Members of the Society shall elect the Executive Officers of the Society at the Annual General Meeting.
- 7.2 The Executive Officers shall be elected annually for a one-year term and shall be installed at the Annual General Meeting.
- 7.3 The President shall be limited to three consecutive terms as President of the Society. The Vice Presidents shall be limited to four consecutive terms in the same office. If an executive position is left vacant after the AGM, the Executive can appoint a person for that position.
- 7.4 Nominations for annual elections of officers shall be made by a Nominations and Elections Committee. Any member of the Society may recommend any other member of the society to the committee as a candidate, who should be considered along with the committee's own recommendations in determining the best possible candidate(s). The committee will ensure that each candidate nominated by it is willing to serve if elected and will prepare a brief biographical sketch on each candidate. The committee shall certify the names of all candidates as members in good standing of the Society prior to the Annual General Meeting.
- 7.5 No member of the Society shall hold more than one elective office in the Society at any one time. A member may hold an elective office in a branch while holding an elective office in the Society.

ARTICLE 8: VACANCIES, AND REMOVAL OF OFFICERS

- 8.1 In the event that a vacancy shall occur in any elective office of the Society by reason of death, resignation, incapacity, or removal of an Officer, the Council shall appoint a member of the Society to fill the remainder of the term.
- 8.2 In the event that a vacancy occurs in the office of President, the Executive shall appoint a new President from among the Vice Presidents .
- 8.3 Whenever deemed in the best interests of the Society, any Officer of the Society may be removed from office by a two-thirds vote of the Council by secret ballot at any regular or special meeting, providing that the officer is allowed a hearing prior to such vote.
- 8.4 Executive Officers of the Society shall cease to hold office if their membership should lapse upon failure to pay annual fees after a reasonable grace period.
- 8.5 Any member of the Council of the Society or the Executive who fails to attend three consecutive meetings without due cause shall be removed from that position.

ARTICLE 9: COMMITTEES OF THE SOCIETY

- 9.1 The Standing Committees of the Society shall include, but not be limited to:
 - 9.1.1 Office Coordination
 - 9.1.2 Library
 - 9.1.3 Membership Services
 - 9.1.4 Research
 - 9.1.5 Special Projects
 - 9.1.6 Journal
 - 9.1.7 Education and Outreach
 - 9.1.8 Fundraising
 - 9.1.9 Grants and Applications
 - 9.1.10 Computer
 - 9.1.11 Publicity
- 9.2 The Advisory Committees of the Society shall include, but not be limited to:
 - 9.2.1 Archives
 - 9.2.2 Awards

- 9.2.3 Heritage Liaison
- 9.2.4 Legislation
- 9.2.5 Nominations and Elections
- 9.2.6 Seminar
- 9.2.7 Volunteer Recruitment
- 9.2.8 Financial Review

- 9.3 Committee Chairs must be members of the Society and shall be appointed annually by the Executive in consultation with the respective Vice President at the first Executive Meeting after the Annual General Meeting, or as vacancies arise.
- 9.4 The Executive may establish other advisory committees as required.
- 9.5 The name and position of each Council member shall be printed in each issue of the Society's journal.
- 9.6 The President of the Society shall be an ex-officio member of all committees, except the Nominations and Elections Committee, and the Vice Presidents shall be ex-officio members of the committees reporting to them.

ARTICLE 10: GENERAL MEETINGS OF THE SOCIETY

- 10.1 An Annual General Meeting of the Society shall be held within ninety days of the end of each fiscal year. Notice of the Annual General Meeting, which will include the date, time and place, together with the agenda, shall be determined by the Executive and published in the Society's journal at least thirty days prior to the meeting.
- 10.2 Unless otherwise directed by members present, votes on motions at an Annual General Meeting shall be by show of hands. Elections of officers shall be by secret ballot unless a candidate has been acclaimed.
- 10.3 Special meetings of the Society may be called by the Council throughout the year, or by petition signed by at least thirty members in good standing, to deal with matters that must be discussed before the general membership.
- 10.4 At any general meeting of the Society, those members in attendance shall constitute a quorum.

ARTICLE 11: FINANCES OF THE SOCIETY

- 11.1 The Finance Committee of the Society shall consist of the Vice President Finance, the Treasurer, and the Chairs of the Grants and Applications and the Fundraising Committees. The Finance Committee shall be responsible for preparing a budget for submission to the first Council meeting of the fiscal year.
- 11.2 An independent public accountant shall be appointed annually at the Annual General Meeting to prepare a financial review of the books of the Society. Copies of these financial statements shall be available to members of the Society upon request.
- 11.3 Any deed, contract, document, or instrument in writing required on behalf of the society shall be signed by two officers of the Society, one of whom must be the President or Vice President Administration.
- 11.4 Any cheque, draft, promissory note, or bill of exchange shall be signed by any two officers of the Society, one of whom must be the President or Treasurer.
- 11.5 Council shall set all membership and service fees.
- 11.6 The fiscal year of the Society shall be April 1 to March 31.
- 11.7 The Society may choose to establish special funds as required.

ARTICLE 12: BRANCHES OF THE SOCIETY

- 12.1 Any ten or more members in good standing may apply in writing through the Executive to Council for recognition as a Branch of the Society. The Branch shall define the geographical area in Manitoba in which it proposes to operate and state the name by which it proposes to be known, providing that the

name chosen clearly indicates affiliation with the Society. After consideration, the Council may approve the application, with or without changes.

- 12.2 Upon acceptance of the application, the Executive may approve a start-up assistance grant to each new Branch, based on the terms established by the Council, and may provide other financial assistance as the Council may from time to time authorize.
- 12.3 Each Branch shall formulate Bylaws for the governance of the Branch subject to the approval of the M.G.S. Council. In case of any dispute between the Bylaws of the Branch and the Constitution of M.G.S., the M.G.S. Constitution shall take precedence.
- 12.4 In order to be recognized as a member of a Branch, a person must first be a member of the Society and actively support the objectives and programs of the Society.
- 12.5 Each Branch shall choose a member to serve as representative on the Council of the Society.
- 12.6 From among its members, each Branch shall elect an Executive as necessary for the operation of the Branch.
- 12.7 Each Branch shall establish a fiscal year and prepare an annual financial statement, which shall be submitted, for publication in the report of the Society's Annual General Meeting.
- 12.8 In the event that a Branch is dissolved or becomes dormant, all assets, records, accounts, library and other resources of said Branch shall be transferred to appropriate locations. This decision of dispersal will be cooperatively approved of by said Branch and the Society after due consideration. In the best interest of the collection it will be the joint responsibility of all existing Branches and the Society to determine the geographic relevance of the said Branch holdings. The chosen locations may be another Branch, the Society or another similar organization or archive.
- 12.9 Upon due cause the Council, by two thirds vote, may suspend or terminate the affiliation of a Branch to the Society, but only after a public hearing has been held in the area of the Branch concerned.

ARTICLE 13: SPECIAL INTEREST GROUPS OF THE SOCIETY

- 13.1 Any ten or more members in good standing may apply in writing to the Council for recognition as a Special Interest Group of the Society, defining the subject area to which it will pertain. The Council may approve the application, with or without changes.

ARTICLE 14: AWARDS OF THE SOCIETY

- 14.1 There shall be a system of awards to honour the volunteers of the Society.
- 14.2 HONOURARY LIFE MEMBERSHIP may be issued to an individual member recommended by the Executive. Honourary life members shall be exempt from paying annual dues to the Society, but shall enjoy all privileges accorded to individual members.

ARTICLE 15: AMENDMENTS TO CONSTITUTION

- 15.1 Notices of Motion for amendments to the constitution may be proposed by the Executive, the Council or by a petition of at least five members of the Society.
- 15.2 A call for Notices of Motion to amend the Society Constitution shall be published in the Society journal at least 90 days prior to the AGM.
 - 15.2.1 The Executive shall review all Notices of Motion received to ensure that wording is appropriate, but shall not change the intent of any motion.
 - 15.2.2 All Notices of Motion received shall be distributed by electronic or paper means to the membership not fewer than 30 days prior to the AGM.
 - 15.2.3 All Notices of Motion shall be considered at the Annual General Meeting of the Society.

- 15.3 A two-thirds majority of those present at an Annual General Meeting is required to pass any motion dealing with amendments to the constitution.

ARTICLE 16: DISSOLUTION OF THE SOCIETY

- 16.1 In the event of the dissolution of the Society, and after payment of all debts and liabilities, the remaining property of the Society shall be transferred to appropriate institutions as determined by Council.

ARTICLE 17: CONDUCT OF MEETINGS

- 17.1 *Robert's Rules of Order* will be used as a reference for conducting meetings.

Approved November 26, 2011

Revised October 18, 2014

Revised June 6, 2015