

MANITOBA GENEALOGICAL SOCIETY INC. CONSTITUTION AND BY-LAWS

I. CONSTITUTION

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 and Library.

ARTICLE 3: OBJECTIVES OF THE SOCIETY

- 3.1 The Society is an incorporated, registered charitable organization as recognized by Canada Revenue Agency (CRA) and 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 Society 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
STUDENT
INSTITUTIONAL
- 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 all membership publications of the Society during the membership year.
- 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 STUDENT MEMBERSHIP shall be issued to any person under age 23 with a valid student ID on payment of the fee prescribed for this class of membership. Student Members in good standing shall be entitled to all the privileges accorded to Individual Members.
- 4.5 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.
- 4.6 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 12 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 that shall consist of the Executive, one representative from each Branch of the Society, and Chairs of Standing and Advisory 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 3 times 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 by the end of September and should be set at the AGM by those in attendance. Council will set the time of other meetings. 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 positions filled.

ARTICLE 6: EXECUTIVE OF THE SOCIETY AND ITS MEETINGS

- 6.1 There shall be ten officers of the Society, to be known as the Executive:
- PAST PRESIDENT
 - PRESIDENT
 - VICE-PRESIDENT ADMINISTRATION
 - VICE-PRESIDENT COMMUNICATIONS
 - VICE-PRESIDENT FINANCE
 - VICE-PRESIDENT INFORMATION TECHNOLOGY
 - Two MEMBERS-AT-LARGE
 - RECORDING SECRETARY
 - TREASURER

- 6.2 These Executive officers, except for 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 manage the operations as required for 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 at least one of those constituting the quorum is the President or the Vice- President Administration or the Vice-President Finance.
- 6.4.3 In the absence of the President, the Vice President Administration or their designate will represent the Society.
- 6.4.4 All 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 and 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 for one term.
- 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. The nominator should provide 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: GENERAL MEETINGS OF THE SOCIETY

- 9.1 An Annual General Meeting of the Society shall be held within 90 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, will be determined by the Executive and circulated to the membership at least 30 days prior.
- 9.2 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.
- 9.3 Special meetings of the Society may be called by the Council throughout the year, or by petition signed by at least 20 members in good standing, to deal with matters that must be discussed before the general membership.
- 9.4 At any general meeting of the Society, those members in attendance shall constitute a quorum.

ARTICLE 10: FINANCES OF THE SOCIETY

- 10.1 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.
- 10.2 The Finance Committee of the Society shall annually appoint either an independent public accountant or a financial review committee to prepare a financial review for MGS. The financial review committee shall include the treasurer and two other members. Copies of these financial statements shall be available to members of the Society upon request.
- 10.3 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 or Vice President Finance.
- 10.4 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.
- 10.5 Council shall set all membership and service fees.

- 10.6 The fiscal year of the Society shall be April 1 to March 31.
- 10.7 The Society may choose to establish special funds as required.

ARTICLE 11: BRANCHES OF THE SOCIETY

- 11.1 Any ten or more members in good standing may apply in writing through the Executive to the 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.
- 11.2 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.
- 11.3 Each Branch shall formulate Bylaws for the governance of the Branch subject to the approval of the MGS Council. In case of any dispute between the Bylaws of the Branch and the Constitution of MGS, the MGS Constitution shall take precedence.
- 11.4 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.
- 11.5 Each Branch shall choose a member to serve as representative on the Council of the Society.
- 11.6 From among its members, each Branch shall elect an Executive as necessary for the operation of the Branch.
- 11.7 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.
- 11.8 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.
- 11.9 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 12: SPECIAL INTEREST GROUPS OF THE SOCIETY

- 12.1 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 13: AWARDS OF THE SOCIETY

- 13.1 There shall be a system of awards to honour the volunteers of the Society.

- 13.2 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 14: AMENDMENTS TO CONSTITUTION

- 14.1 Notices of Motion for amendments to the constitution may be proposed at any time by the MGS Executive, any member of the MGS Council or by a petition of at least five members of the Society.
- 14.1.1 Notices of Motion may be received by the Executive at any time throughout the year. The Executive shall review all Notices of Motion received to ensure that wording is appropriate but shall not change the intent of any motion.
- 14.1.2 The MGS Executive shall ensure MGS members will receive all Notices of Motion at least 30 days prior to the AGM or Council meeting that will be considering Notices of Motion.
- 14.1.3 All MGS members will be informed of how to attend the meeting that Notices of Motion will be considered.
- 14.3 A two-thirds majority of those present at an Annual General Meeting or a Council meeting is required to pass any motion dealing with amendments to the constitution.

ARTICLE 15: DISSOLUTION OF THE SOCIETY

- 15.1 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 16: CONDUCT OF MEETINGS

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

II. BYLAWS

ARTICLE 1: STANDING COMMITTEES OF THE SOCIETY

- 1.1 The Standing Committees of the Society, organized by Department, shall include but not be limited to:
- 1.1.1 Administration Department
- Library
 - Membership Services
 - Office Coordination
 - Research
 - Projects
- 1.1.2 Communications Department
- Community Education
 - Journal
 - Publicity
- 1.1.3 Finance Department
- Fundraising
 - Grants and Applications

1.1.4 Information Technology Department
 Computer and Network Operation
 MANI Management and Operation

- 1.2 The Chairs of Standing Committees 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.
- 1.3 The Chairs of Standing Committees shall be members of the MGS Council with all the rights and responsibilities outlined in the Constitution.

ARTICLE 2: ADVISORY COMMITTEES OF THE SOCIETY

- 2.1 The Advisory Committees of the Society shall include, but not be limited to:
- 2.1.1 Awards
 - 2.1.2 Constitution and Bylaws
 - 2.1.3 Financial Review
 - 2.1.4 Nominations and Elections
 - 2.1.5 Seminar
 - 2.1.6 Volunteer Recruitment
- 2.2 Chairs of Advisory Committees must be members of the Society and shall be appointed annually by the Executive at the first Executive Meeting after the Annual General Meeting, or as vacancies arise.
- 2.3 The President of the Society shall be an ex-officio member of all Standing and Advisory Committees, except the Nominations Committee. Vice Presidents shall be ex-officio members of the Standing Committees reporting to them.
- 2.4 The name and position of each Council member shall be printed in each issue of the Society's journal.

ARTICLE 3: AMENDMENTS TO THE BYLAWS

- 3.1 Notices of Motion for amendments to the Bylaws may be proposed by the Executive, the Council or by a petition of at least five members of the Society.
- 3.2 Notices of Motion shall be considered by the MGS Council at a regular meeting. They shall be distributed to the Council members not fewer than 30 days prior to the meeting at which they will be considered.
- 3.3 A two-thirds majority of those present at the meeting is required to pass motions dealing with amendments to the Bylaws.

Approved April 22, 2023