



Frontenac Heritage Foundation
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FRONTENAC HERITAGE FOUNDATION BY-LAW (2006)

Proposed amendments for approval by the members at the 2013 AGM are indicated in red.

~~I. DIRECTORS~~ (Changed to **I. BOARD OF DIRECTORS**)

1. The business and property of the corporation shall be managed by a Board consisting of ~~ten~~ **up to twelve** Directors.
2. A majority of members of the Board shall constitute a quorum at any meeting of the Board.
3. Action by majority consent: If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board.
4. The Board shall have the power to appoint such other officers and agents as the Board shall deem necessary for transaction of the business of the Corporation.
5. Any Director, Officer, or Agent of the Corporation may be removed by the Board whenever, in the judgement of two thirds of the Directors, the interests of the Corporation may be served thereby.
- 6. (inserting & adding No. 6.) Directors who have missed three consecutive Board meetings without an acceptable reason as judged by the Board will be asked to resign.**
- ~~6.~~ 7. The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever, which shall arise during the interim between annual meetings of the Corporation.
- ~~7.~~ 8. The Board may require any officer or agent to file with the Corporation a satisfactory bond conditioned for faithful performance of duties.

II. OFFICERS

1. The President shall have the general and active management of the affairs of the Corporation; shall be ex-officio a member of the standing committees and shall see that all orders and resolutions of the Board are carried into effect.
2. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President.
3. The Secretary shall preserve in the books of the corporation true minutes of all Board meetings; shall act as custodian of the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. The Secretary shall give notice of meetings and shall perform such other duties as may be delegated by the Board of Directors or the Executive Committee.
4. The Treasurer shall have custody of all corporate funds and securities, shall keep accurate accounts of all receipts and disbursements, shall deposit all money and securities in such depositories as may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board and shall render at regular meetings of the Board and when requested by the President or the Board an account of all transactions.

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III. COMMITTEES

1. There shall be committees as the Board shall deem proper and expedient; the Chair and membership of which shall be named by the President. The personnel may or may not be members of the Board.

IV. MEMBERSHIP

1. Membership shall be open to all persons, corporate or natural, interested in the objects of the Corporation.
2. Membership categories shall be:

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| Benefactor | Those persons who make an annual contribution of not less than \$500.00 ten dollars of which shall constitute the membership fee. Individuals who make a donation of \$500 shall be deemed by the Directors to be Benefactors who will pay no further annual fees, and will remain in good standing with the Foundation until the newsletter, Foundations, or other correspondence, is returned as undeliverable. |
| Member | Those individuals, families, households, businesses or organisations which make an annual contribution of not less than \$45.00 of which ten shall constitute the membership fee. |

Adding the following membership categories:

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| Patron | Individuals, businesses or organizations which donate \$5,000 in one or several donations shall be deemed by the Directors to be Patrons with all the rights and privileges of Benefactors. |
| Honourary Life Member | Individuals who are selected by the Awards Committee because they have contributed greatly to the objects of the Foundation over a number of years shall be named Friends of the Foundation with all the rights and privileges enjoyed by Patrons. |

3. FHF members may submit requests for funding. To qualify, each request must be heritage-related and should be in close harmony with the aims and objectives of the Frontenac Heritage Foundation. All requests for funding are to be in writing, and are to be forwarded with full particulars of the requirement to the Secretary no later than 15 days prior to the next scheduled meeting of the Board of Directors. Meetings of the Board are held on the third Tuesday of each month.

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V. MEETINGS

1. There shall be not less than two meetings each year for the full membership of the Corporation. One of these meetings may be the annual meeting.
2. The presence of twenty members in person or by proxy, including four officers or members of the Board, shall constitute a quorum at any membership meeting of the Corporation.
3. Notice of the annual meeting shall be mailed to all members at least ten days prior to the meeting.
4. The Board of Directors will hold a minimum of two meetings. The President shall be empowered to call additional meetings of the Board, and upon the written request of three members of the Board a meeting must be called.
5. A member who wishes to make a non-procedural motion to be considered at a meeting of the general membership must provide a copy of the motion to the Secretary no later than 30 days before the meeting. The Secretary in turn will inform all members of the motion no later than 15 days before the meeting.

VI. EXECUTION OF INSTRUMENTS

1. All cheques, drafts and orders for the payment of money shall be signed in the name of the Corporation and shall be countersigned by such Officers or Agents as the Board from time to time designate for that purpose.
2. The Board shall have the power to designate the Officers or Agents who shall have the authority to execute any Instrument on behalf of the Corporation. The logo (Appendix 1) shall be used on all Corporation stationary, official documents and communications including but not limited to publications, advertising and publicity for all types of media.

VII. AMENDMENTS

1. Amendments to these by-laws may be made at any meeting of the Board of Directors by a two-thirds vote of all the Directors and shall be presented to the next general meeting for confirmation.
2. By-Law Number ~~3~~ 4 is revoked on the coming into effect of this By-Law Number ~~4~~ 5 (~~October 22, 2006~~). (May 14, 2013)

FHF By-Laws Appendix 1 logo

