

Brant Historical Society
Constitutional By-Laws
Proposed Amendments

**As submitted by the BHS Board of Directors for approval by the
Membership of the Brant Historical Society
at the Annual General Meeting March 28, 2018.**



AMENDMENTS AS FOLLOWS:

3.3 Terms of Membership

- a) Each Membership shall be for a one-year period, coincident with the Society's fiscal year, and shall be renewable.
- b) Members shall be entitled to one vote per motion / resolution at all membership meetings, including the annual general meeting, either personally or by proxy. Members are subject to all terms and conditions in the By-Laws which apply to Members.

To be replaced with:

- a) Each Membership shall be for a one-year period, **ceasing at the conclusion of the Society's Annual General Meeting**, and shall be renewable.
- b) **Each membership** shall be entitled to one vote per motion / resolution at all membership meetings, including the annual general meeting, either personally or by proxy. Members are subject to all terms and conditions in the By-Laws which apply to Members.

4.3 Number and Quorum of Directors

The affairs of the Society shall be managed by the Board of Directors. Until changed in accordance with the Act, the number of directors shall be nine (9), five (5) of whom shall constitute a quorum for the transaction of business.

To be replaced with:

The affairs of the Society shall be managed by the Board of Directors. Until changed in accordance with the Act, the number of directors shall be **between six (6) and nine (9)**, where **more than 50%** shall constitute a quorum for the transaction of business.

4.4 Election and Term

- a) Directors shall be appointed as required at the annual meeting of Members for a two (2) year term and shall be eligible to serve no more than three (3) consecutive terms. Terms take effect at the conclusion of the Annual General Meeting and the number of Directors elected at each annual meeting will be staggered to ensure continuity on the Board.

To be replaced with:

- a) Directors shall be appointed as required at the annual meeting of Members for a two (2) year term. Terms take effect at the conclusion of the Annual General Meeting and the number of Directors elected at each annual meeting will be staggered to ensure continuity on the Board.

Article 5: Officers of the Society

5.1 Officers

- a) The Officers of the Society shall be:
- President & Chair of the Board who shall be the chief officer of the Society
 - Vice Presidents
 - Secretary
 - Treasurer
 - Executive Director
- c) One (1) person may hold more than one office except for the offices of President, Vice Presidents and Executive Director.

To be replaced with:

- c) One (1) person may hold more than one office except for the offices of President, Vice Presidents and Executive Director. **However, the board may appoint any director to serve as Executive Director Pro Tempore if circumstances require it.**

6.6 Quorum of General, Special and Annual Meetings

A quorum of Members at meetings shall be not less than fifteen (15) members of who not less than six (6) shall be members of the Board of Directors present in person, or by proxy, and entitled to vote thereat.

To be replaced with:

A quorum of Members at meetings shall be not less than fifteen (15) members of who not less than **50% of the members of the Board of Directors shall be** present in person, or by proxy, and entitled to vote thereat.

Article 7: Books and Records

7.1 Legal Requirements

The Society shall keep at its head office:

To be replaced with:

The Society shall keep at its head office **or other place assigned:**