

By-Law No. # 7-14
Huronia Museum
Business and Affairs

1. Preamble and Intent:

Whereas the Board of Directors of the Company incorporated as Huronia Museum desires to enact a By-Law relating to the transaction of the Business and Affairs of the Company, therefore be it enacted by the Directors as follows:

2. Definitions:

2.1. The Museum:

This shall be Huronia Museum and Huron Ouendat Village.

2.2. "Members"

This shall mean all those persons who have paid a membership fee for the current year or have been presented with a membership card in recognition of services rendered, whether for the current year or for life.

3. Head Office:

The Head Office of The Museum shall be at such a place in the Town of Midland, in the Province of Ontario, as the Directors of The Museum shall from time to time decide.

4. Directors:

4.1. "Numbers":

The affairs of The Museum shall be managed by a Board of nine elected Directors plus one (1) appointee from the Town of Midland who shall have voting rights. A simple majority of duly elected Directors shall form a quorum.

4.2. "Qualifications"

A Director shall be a Member in good standing of The Museum. Any Director appointed by the Board subsequent to the Annual General Meeting will be a Member in good standing of The Museum. Museum employees are not eligible to become Directors.

4.3. "Election and Term"

A potential Director shall be nominated by another Member in good standing. Nominations will be closed 48 hours prior to the annual General Meeting. Nominations from the floor will be accepted only for positions where no nominations have been received. The Directors shall be elected by the Members present at each Annual General Meeting of The Museum. Election must be done by paper ballot. Directors shall serve a three (3) year term. One-third (1/3) of the Directors will retire each year at the Annual General Meeting, but shall be eligible for re-election if otherwise qualified.

4.4. "Vacancies"

A Director may vacate his office at any time by written resignation and he or she shall automatically vacate his office if he or she fails or ceases to qualify under Subsection 4.2. So long as a quorum of Directors, as defined in Subsection 4.1, remains in office, any vacancy occurring on the Board may be filled by appointment of the Board.

4.5. "Removal of Directors"

A Director may be removed from office at any time by a resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of The Museum of which notice specifying the intention to pass such resolution has been given, and any qualified person may be elected in his stead for the remainder of his/her term by a majority of the votes cast at such Meeting.

4.6. "Meeting of Directors"

Directors' Meetings may be convened by the Chairperson or by any two (2) Directors at any time and at any place on at least two (2) days' notice communicated to each Director and such notice shall be given by the Secretary if so required by the person or persons convening the Meeting. Committee meetings need to adhere to the same guidelines.

Without Notice: Directors' Meetings may also be held at any time and at any place without formal notice, if all the Directors are present and notice is waived, or if those absent as well as present waive notice and consent to the holding of the Meeting. No notice shall be necessary for the first Meeting of the Board held after its election at an Annual General Meeting.

4.7. "Voting"

At Meetings of the Board, each Director present shall have one vote on every question and in case of an equality of votes, the Chairperson of the Meeting shall have a second or casting vote.

4.8. "Remuneration of Directors"

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

5. Officers:

5.1. "Election or Appointment of Officers"

There shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer or a Secretary-Treasurer, and such other Officers as the Board of Directors may from time to time determine. The Chairperson and the Vice-Chairperson shall be elected from among the Directors at each first Meeting of the Board of Directors following its elections by the membership. A vacancy in either office may be filled at any time in the same manner. All other Officers shall be appointed from time to time by the Board of Directors and need not be Members of the Board. One person may hold more than one office except the Offices of Chairperson and Vice-Chairperson.

5.2. "Terms"

The terms of employment of the Officers shall be fixed from time to time by the Board or by the Chairperson if so authorized by the Board, but in the absence of express agreement with the Company, the employment of all Officers shall be during the pleasure of the Board.

5.3. "Chairperson"

The Chairperson shall be the chief executive officer of The Museum. He or she shall, if present, preside at the Meetings of The Museum and the Board of Directors; he or she shall sign all instruments which require his/her signature and perform all duties incident to the office. He or she shall see that all orders and resolutions of the Board are carried out; he or she shall sign all deeds or other formal documents; and shall perform all other duties as are usually incident to the office of Chairperson of The Museum or

are required by the Directors; he or she shall sign all cheques, drafts, notes and others for the payment of money.

5.4. "Vice-Chairperson"

The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence or disability or refusal to act of the Chairperson. He or she shall also have such other powers and duties, if any, as may from time to time be assigned by the Board.

5.5. "Secretary"

The Secretary shall have charge of the Minute Books of The Museum and shall record in such books the minutes of all Meetings of Directors and Members, and of such other proceedings as the Board may direct. He or she shall sign with the Chairperson or other signing Officer or Officers of The Museum such instruments as required.

5.6. "Treasurer"

The Treasurer shall have the care of all the funds and securities of The Museum and shall have them deposited in the name of The Museum in such bank or banks or with such depositary or depositaries as the Board of Directors may direct.

6. Protection of Directors and Officers:

No Director or Officer of The Museum shall be liable for the acts, receipts, neglect or default of any other Director or Officer, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of The Museum shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.

7. Indemnity of Directors and Officers:

Every Director or Officer of The Museum and his/her heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of The Museum, and/or Directors' Liability Insurance from and against:

- (a) All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his office;
- (b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

8. Members:

The Directors of The Museum shall fix and determine from time to time the fees and qualifications for membership and the Secretary shall maintain a Register of Members in good standing. The Directors may make provision for individual, family, corporate, patron and life members.

9. Meetings of Members:

9.1. "Annual Meetings"

The Annual Meeting of the Members shall be held at The Museum or elsewhere in Midland on such a day in each year as the Board of Directors or the Chairperson will determine.

9.2. "Special Meetings"

Other general Meetings of the Members may be convened by order of a majority of the Board of Directors at any time at The Museum or any other place in Midland.

9.3. "Notice"

Notice of the time and place of any Annual or Special Meeting and the general nature of the business to be transacted shall be transmitted to each Member entitled to vote at the Meeting at least twenty-one (21) days before the date of the Meeting, by prepaid regular mail addressed to the members address of record with the Museum, effective on the date of mailing.

9.4. "Voting"

At all Meetings at which a Member is entitled to vote, every Member (whether an individual, family, corporate, patron or life member) present shall have one vote, on a show of hands or paper ballot, as the chairperson shall direct, with the exception of the election of Directors which shall be by paper ballot. At the time of the election, the Chairperson shall turn control of the meeting over to his designate. The designate shall then accept the resignation of those Directors whose term has expired and call for nominations from the floor. A scrutineer shall be appointed by the Chairperson to monitor the election of Directors. The scrutineer shall also be responsible for destroying the ballots at the close of the Meeting.

9.5. "Quorum"

A quorum for any Meeting of Members shall consist of half of the seated members plus one.

9.6. "Adjournment"

The Chairperson may, with the consent of any Meeting of Members, adjourn the same from time to time and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjournment Meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

9.7. "Proxy Votes"

Every member (whether individual, family, corporate, patron or life member) entitled to vote at a meeting of members may, by means of a proxy, appoint a proxy holder or one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the member. Proxies to be used at a meeting must be filed with the secretary at least 24 hours, excluding Sundays, preceding the opening time of any meeting or adjourned meeting of members. A proxy shall be acted upon only if, prior to the 24 hour period specified, it shall have been deposited with the secretary of the Huronia Museum.

10. Fiscal Year:

The fiscal year of The Museum shall be calendar year and shall terminate on the 31st day of December in each year.

11. Signing of Cheques

Cheques and other financial instruments shall be signed by such person or persons that the board of directors may appoint.

12. Disclosure: conflict of interest

12.1. A director or officer of the corporation who,

- (a) is a party to a material contract or transaction or proposed material contract or transaction with the corporation; or
 - (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the corporation,
- shall disclose to the corporation or request to have entered in the minutes of meetings of the directors the nature and extent of his or her interest.

12.2. By Director: The disclosure required by subsection (12) must be made, in the case of a director,

- (a) at the meeting at which a proposed contract or transaction is first considered;
- (b) if the director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
- (c) if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
- (d) if a person who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a director.

12.3. By Officer: The disclosure required by subsection (12) must be made, in the case of an officer who is not a director,

- (a) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of directors;
- (b) if the officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or
- (c) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.

12.4. Contract or transaction does not require approval

Despite subsections (12.2) and (12.3), if subsection (12.1) applies to a director or officer in respect of a material contract or transaction or proposed material contract or transaction that, in the ordinary course of the corporation's business, would not require approval by the directors or members, the director or officer shall disclose to the corporation or request to have entered in the minutes of meetings of the directors, the nature and extent of his or her interest forthwith after the director or officer becomes aware of the contract or transaction or proposed contract or transaction.

12.5. Director not to attend meeting and not to vote: A director referred to in subsection (12.1) shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is,

- (a) one relating primarily to his or her remuneration as a director of the corporation or an affiliate;
- (b) one for indemnity or insurance under section 46; or
- (c) one with an affiliate.

- 12.6. **Remaining directors deemed quorum:** If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the meeting by reason of subsection (12.5), the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution
- 12.7. **Members' Approval:** If all of the directors are required to make disclosure under subsection (12.1), the contract or transaction may be approved only by the members unless the contract or transaction is one described in clause (12.5) (a), (b) or (c).
- 12.8. **Continuing disclosure:** A general notice to the directors by a director or officer disclosing that he or she is a director or officer of or has a material interest in a person, or that there has been a material change in the director's or officer's interest in the person, and is to be regarded as interested in any contract made or any transaction entered into with that person is sufficient disclosure of interest in relation to any such contract or transaction for the purposes of this section.
- 12.9. **Effect of disclosure:** A contract or transaction for which disclosure is required under subsection (12.1) is not void or voidable, and the director or officer is not accountable to the corporation or its members for any profit or gain realized from the contract or transaction, because of the director's or officer's interest in the contract or transaction or because the director was present or was counted to determine whether a quorum existed at the meeting of directors or of the committee of directors that considered the contract or transaction, if,
- (a) disclosure of the interest was made in accordance with this section;
 - (b) the directors approved the contract or transaction; and
 - (c) the contract or transaction was reasonable and fair to the corporation when it was approved.
- 12.10. **Confirmation by members:** Despite anything in this section, a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,
- (a) the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and
 - (b) the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting.
- 12.11. **Court may set aside contract:** Subject to subsections (12.9) and (12.10), if a director or officer of a corporation fails to disclose his or her interest in a material contract or transaction in accordance with this section or otherwise fails to comply with this section, the corporation or a member of the corporation may apply to the court for an order setting aside the contract or transaction and directing that the director or officer account to the corporation for any profit or gain realized and, upon such application, the court may so order or make such other order as it thinks fit.

13. Duties of Officers and Directors

- 13.1. Every director and officer in exercising his or her powers and discharging his or her duties to the corporation shall,
- (a) act honestly and in good faith with a view to the best interests of the corporation; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

13.2. **Duty to comply with Act, etc.:** Every director and officer shall comply with

- (a) the relevant provincial Act relating to charitable and non-share corporations and the regulations; and
- (b) the corporation's articles and by-laws.

13.3. **Cannot contract out of statutory duty.** No provision in a contract, the articles, the by-laws or a resolution relieves a director or officer from the duty to act in accordance with the provincial Act and the regulations or relieves him or her from liability for a breach of the provincial Act or the regulations.

14. Consent of director at meeting

- 14.1. A director who is present at a meeting of the directors or of a committee of directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,
- (a) the director's dissent is entered in the minutes of the meeting;
 - (b) the director requests that his or her dissent be entered in the minutes of the meeting;
 - (c) the director gives his or her dissent to the secretary of the meeting before the meeting is terminated; or
 - (d) the director submits his or her dissent immediately after the meeting is terminated to the corporation.

14.2. Same: A director who votes for or consents to a resolution is not entitled to dissent under subsection (1).

- 14.3. Same: A director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven days after becoming aware of the resolution, the director,
- (a) causes his or her dissent to be placed with the minutes of the meeting; or
 - (b) submits his or her dissent to the corporation.

15. Acknowledgement by Directors

- 15.1. (1) That no director of the Huronia Museum, whether elected or appointed, shall participate in meetings of the directors or committee meetings of directors until he or she had acknowledged in writing that he or she had been made aware of the provisions in the Huronia Museum's bylaw relating to Disclosure: Conflict of Interest; Duties of Officers and Directors; and Consent of Director at Meeting.

16. Passage of this By-Law shall render invalid By-Law No. 6.13 passed 2013, and shall render any other previous By-Law regarding Business and Affairs of The Museum invalid.

Enacted this day of Sunday, April 13, 2014

Unanimously confirmed by resolution of the Members of The Museum on the day of Sunday, April 13, 2014

Signed, Sunday, April 13, 2014



Gary French-Chairperson



John French-Secretary Treasurer