



# Huron Pioneer Threshers & Hobby Association, Inc.

## Constitution & Bylaws

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### **HEAD OFFICE**

The Head Office of the Association shall be at Blyth in the County of Huron in the Province of Ontario and at such place therein as the directors may from time to time determine.

### **PURPOSE & MANDATE**

To promote the study, collection, and preservation of steam and other antique equipment, particularly those related to historical agricultural use.

To inform and educate the general public concerning pioneer activities and hobbies.

To celebrate the ways of the past through showcasing history in motion.

### **EXECUTIVE BOARD**

(hereby known as "Board")

The assets and affairs of the Association shall be managed by a Board consisting of a President, Past President, First Vice President, Second Vice President, and nine elected directors. Each director shall be elected to hold office for three consecutive years. Any member appointed to fill a director vacancy for one year or less may stand as a director without a one-year hiatus.

### **VACANCIES, EXECUTIVE BOARD**

Vacancies on the Board however caused, may, so long as a quorum of the Board remain in office, be filled by the Board from among the qualified members of the Association.

### **QUORUM & MEETING**

A majority of the Board shall form a quorum for the transaction of business. A Board meeting may be formally called by the president or vice-president or by the secretary on direction in writing by two of the Board. Notice of such meetings shall be delivered by telephone or mailed to each Board member not less than two days before the meeting is to take place. A Board meeting may also be held without notice immediately following the annual meeting of the Association.

### **VOTING, EXECUTIVE BOARD**

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the president, in addition to his/her original vote, shall have a second or casting vote. In the absence of the president, his/her duties may be performed by the vice-president or such other Board members as the Board may from time to time appoint for the

purpose. The Board has the final decision on all financial and/or asset matters, and all financial matters.

## **OFFICERS OF ASSOCIATION**

There shall be a president, a vice-president, a secretary, and a treasurer and any such officers as the Board may determine by the Constitution from time to time. The normal term of the president is two years and is not to exceed a four-year term. A second vice president shall be selected by and from the Board, he/she may resign from that position after one year.

## **VOTING ELIGIBILITY**

Persons eligible to vote on resolutions or service on the Board must be current members of the Association in good standing

## **DUTIES OF PRESIDENT AND VICE PRESIDENT**

The president shall, when present, preside at all meetings of the members of the Association and of the Board. The president shall also be charged with the general management and supervision of the affairs and operations of the Association. The president with the secretary, or other officer appointed by the Board for the purpose, shall sign all bylaws and agreements. During the absence or inability of the president, his/her duties and powers may be exercised by the vice-president and if the vice-president, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or in ability of the president shall be presumed with reference thereto.

## **DUTIES OF THE SECRETARY**

The secretary shall be “ex officio” clerk of the Board. He/she shall attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members of the Board. He/she will be the custodian of all books, papers, records, correspondence, contracts, and other documents belonging to the Association which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board. The secretary may or may not be a member of the Association.

## **DUTIES OF THE TREASURER**

The treasurer, or person performing the usual duties of a treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of accounts and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board. He/she shall disburse the funds of the Association under the direction of the Board, taking vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as treasurer, and of the financial position of the Association. He/she shall also perform such other duties as may from time to time be determined by the Board. The treasurer may or may not be a member of the Association.

## **MEMBERSHIP**

The membership shall consist of the members who have heretofore been members and who remain in good standing. Each member in good standing shall be entitled to one vote on each question arising at any special or general meetings of members. A member in good standing shall be a member whose dues have been paid prior to May 31st. A voting member at an annual meeting is defined as a member who has paid his/her current year's membership prior to the Thursday, the day before the show commences, provided the member paying such fee has been a member in the previous year. A person who has not been a member in the previous year, must pay his dues on or before May 31st of that year in order to be able to vote at the annual meeting. New membership can be obtained by submitting a membership application to the current Membership Committee and paying the pre-determined annual membership dues.

Any member who may unduly harass any Board member or Committee chairperson may have his/her membership revoked by a majority vote of the Board. (Definition of "unduly" – excessively, continuous vexations without real grounds.)

## **DUES**

There shall be no subscriptions or levies payable by members except such, if any, as shall from time to time be fixed by a majority vote of the Board, which vote will become effective only when confirmed by a vote of the members at an annual or other general meeting. The year shall be defined as being adjournment of one annual meeting until the adjournment of the next annual meeting.

## **ANNUAL AND OTHER MEETING OF MEMBERS**

The annual meeting of the members shall be held in Blyth, and other general meetings of the membership may be held elsewhere in Ontario as the Board may determine and on such day as the said Board shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the financial examiner shall be presented and three new directors will be elected and financial examiner appointed for the ensuing year. Members may bring any issue, before a member's meeting without any prior notice of, and may request a future membership meeting to transact any necessary business arising from the issue, if not resolved at the initial meeting. The President or the Vice-President or a director shall have power to call at any time a general meeting of the members of the Association. No public notice nor advertisement of the members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail fourteen days before the time fixed for holding the meeting.

## **ERROR OR OMISSION IN NOTICE**

No error of omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken there at and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had there at. For the purpose of sending notice to any member, Board member for any meeting

or otherwise, the address of any member, Board member shall be his last address recorded on the books of the Association.

## **ADJOURNMENTS**

Any meetings of the Association or of the Board may be adjourned to any time and from time to time and such business may be transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **QUORUM OF MEMBERS**

A quorum for the transaction of business at any annual or membership meeting shall consist of 25 voting members.

## **ANNUAL VOTING OF MEMBERS**

Each member of the Association shall at all meetings of members be entitled to one vote. No member shall be entitled to vote at meetings of the Association unless he has paid all levies then payable by him/ her. Members may make recommendations to the Board on financial issues.

## **FINANCIAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on 31st day of October in each year. Any bills not submitted by this date will be considered a donation within the discretion of the Board.

## **CHEQUES, ETC.**

All cheques, bills of exchange or other orders for the payment of money shall be signed by any two of three People appointed by the Board and in such manner as shall from time to time be determined by resolution of the Board and endorse noted on cheques for deposit with the Association's bankers for the credit of the Association or the same may be endorsed "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such Board member so appointed may arrange, settle, balance, and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all bank's forms or settlement of balances and release or verification slips.

## **SALARIES AND HONORARIUMS**

No board member, officer, or member is entitled to receive a salary or honorarium except the secretary and the treasurer. Person's receiving a salary shall not be entitled to vote.

## **FINANCIAL PROVISIONS**

Members and the Board shall not receive financial gain or profit from the Association.

All profits must be used to advance the Organization's mission and may cover necessary administrative expenses.

The Organization shall comply with all applicable laws and maintain transparent financial records.

These bylaws may be amended by a majority of any members present at any annual meeting. Any proposed amendments shall be printed and signed by member proposing and available to the members in good standing at least one hour prior to the call to order of the annual meeting.

## **DISSOLUTION**

Upon dissolution, all physical assets will be sold, in a method determined by the Members and the Board, and all profits deposited to the Association's current account. All proceeds must first be used towards paying any outstanding debts. Any remaining financial assets will be distributed to other non-profit organizations with similar objectives, not individuals, as determined by the Members and the Board.

Note that per the Joint Use Agreement between the Huron Pioneer Threshers & Hobby Association Inc. and the Corporation of the Township of North Huron, Section 20, should the Threshers cease to exist or function in North Huron, the ownership of all Threshers buildings located at the Blyth Campgrounds will immediately transfer to the Township of North Huron. Threshers cannot sell, transfer, relocate, or divest themselves of any building or fixed asset located on the Blyth Campground without first obtaining the written permission of the Township of North Huron.