Constitution and By-Laws

**Constitution**

1. NAME

The name of the organization shall be the “Friends of 26th Field Artillery – XII Manitoba Dragoons Military Museum Incorporated”.

2. PURPOSE

The purpose of the “Friends of...” is to represent the 26th Field Regiment Royal Canadian Artillery – XII Manitoba Dragoons Board and Museum in the local community and provide educational and financial support to the Museum such as:

a. providing the Museum and Museum Board with sufficient funds to support Museum educational activities and function of the Museum not funded by the Department of History and Heritage.

b. making known to the community the Museum’s mission statement and activities

c. work in cooperation with the Museum Board providing other assistance as needed.

3. Dissolution

Upon winding up or dissolution because of disbandment or any other reason, the assets which remain after payment of all costs, charges, and expenses which are properly incurred in the winding up shall be allocated by \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_.

**By-laws**

1. MEMBERSHIP

a. Any person being of the full age of 18 years, may become a member by a favourable vote passed by a majority of the members at a regular meeting of the “Friends of”. Such voting shall be by ballot, unless the meeting by resolution otherwise decides. Any person under the age of 18 years may in the same manner become a member.

b. Any member wishing to withdraw from membership may do so upon a notice in writing to the “Friends of” through its Secretary. Any member upon a majority vote of all members of the “Friends of” in good standing may be expelled from membership for any cause which the “Friends of” may deem reasonable.

2. EXECUTIVE COMMITTEE

a. Board of Directors, Executive Committee or Board, shall mean the Executive Committee of the Friends of 26th Field Artillery – XII Manitoba Dragoons Military Museum Ince. The “Friends of” shall be governed by the Executive Committee, consisting of members of the “Friends of” as follows:

 i. President

 ii. Vice President

 iii. Secretary

 iv. Treasurer

as well as v. The Museum Curator who acts as ex-officio and liaison between the “Friends of” and the 26th Field Regiment Royal Canadian Artillery – XII Manitoba Dragoons Museum Board.

b. The “Friends of” shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the “Friends of”, and meetings of the “Friends of” shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the “Friends of” shall be called by 21 days notice in writing mailed to each member. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the “friends of” is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the “Friends of”; otherwise they shall be null and void.

c. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

d. Any director, upon a majority vote of all members in good standing, may be removed from office or any cause which the society may deem reasonable.

3. EXECUTIVE DUTIES

a. President. The President shall be ex-officio member of all Committees. He/she shall, when present, preside at all meetings of the “Friends of”. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

b. Vice-President. The Vice-President shall assist the President as required. He/she will assume the Chair in the absence of the President. He/she will perform other duties as requested by the President.

c. Secretary. The Secretary shall attend all meetings of the “Friends of” and of the Executive Committee, and to keep accurate minutes of the same. In case of the absence of the Secretary, his/her dutires shall be discharged by such officer as may be appointed by the “Friends Of”. The Secretary shall have charge of all the correspondence of the “Friends of” and be under the direction of the President and the Executive Committee. He/she will ensure that all correspondence is dealt with in a timely and efficient manner; prepare and distribute the minutes of all Executive and General meetings; maintain a file of minutes, financial statements and other relevant material; assist the President in the preparation of agendas and reports; an notify members of the date, time of meetings and publish agendas.

d. Treasurer. The Treasurer shall receive all monies paid to the “Friends of” and be responsible for the deposit of same in whatever Bank, trust Company, Credit Union the “Friends of” may order. He/she shall properly account for the funds of the “Friends of” and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the “Friends of” whenever requested and shall prepare for submission to the Annual General meeting a statement duly audited of the financial position of the “Friends of” and submit a copy of same to the Secretary for the records of the “Friends of”. He/she shall create a monthly Financial Statement and have available to the “Friends of” as well as the Museum Board and Commanding Officer of 26th Fd Regt RCA. He/she shall have signing authority to issue Cash Advantage Income Tax Receipts. He/she shall create Pay Roll documents for Summer Students. He/she shall submit the yearly Information Return to Charities Directorate – Canada Revenue Agency. He/she shall submit an Annual Return to Manitoba Companies Act. He/she in cooperation with the President and Secretary will apply for any Federal, Provincial, Municipal, Young Canada Works, Museum Grants.

4. TO WHOM RESPOSIBLE

a. The “Friends of” Executive Committee and members shall be responsible to the 26th Field Regiment Royal Canadian Artillery – XII Manitoba Dragoons Museum Board.

5. AUDITING

a. The books, accounts, and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the “Friends of” elected for the purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the “Friends of”. The fiscal year end of the “Friends of” in each year shall be 31 December.

b. The books and records of the “Friends of” may be inspected by any member of the “Friends of” at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the “Friends of” shall at all times have access to such books and records.

6. MEETINGS

a. The “Friends of” shall hold an annual meeting on or before 1 March in each year, of which notice in writing to the last known address of each member shall be delivered in the mail 21 days prior to the date of the meeting. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer. The officers so elected shall form an Executive Committee, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Executive Committee.

b. General meetings of the “Friends of” may be called at any time by the Secretary upon the instruction of the President or Executive Committee by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address to each member, delivered in the mail eight days prior to the meeting.

c. Four members in good standing shall constitute a quorum at any meeting.

7. VOTING

a. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the “Friends of”. Such votes must be made in person and not by proxy or otherwise.

8. REMUNERATION

a. No Director, Officer, or member of the “Friends of” shall receive any remuneration for his/her services.

9. RESCINDING, ALTERING, or ADDING BYLAWS

a. The Bylaws may be rescinded, altered, or added to by a “Special Resolution”.