

MENNONITE HISTORICAL SOCIETY OF CANADA

BY-LAW NO. 1 - AS APPROVED 30 NOVEMBER 2001

(Amended 4 December 2004)

(Amended 19 January 2007)

(Amended 23 January 2010)

BE IT ENACTED as a by-law of the MENNONITE HISTORICAL SOCIETY OF CANADA as follows:

HEAD OFFICE

1. The Head Office of the Society shall be in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the directors may from time to time determine.

BOARD OF DIRECTORS

2. The affairs of the Society shall be managed by a Board of Directors. Each Affiliated Provincial Mennonite Historical Society may appoint two (2) directors. Other affiliated historical societies may appoint one (1) director. Each Mennonite Conference, or member congregations not affiliated with a member conference may appoint one (1) director for each ten thousand members or fraction thereof. Mennonite Central Committee Canada may appoint two (2) directors, and other institutional members each one (1) director. Each director is to hold office for one year (1) or until a successor shall have been duly appointed and qualified.

A director may be removed by special resolution receiving two-thirds majority of votes cast at any duly called annual or special general meeting, provided that all voting members have been informed of the proposed removal at least sixty (60) days in advance of the meeting.

VACANCIES, BOARD OF DIRECTORS

3. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

4. Ten directors, provided there is at least one director present in person appointed by each of the Affiliated Provincial Mennonite Historical Societies, shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the

President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered by telephone or by regular or electronic mail, to each director not less than one day before the meeting is to take place or shall be delivered to each director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Society. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

5. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

6. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

POWERS

7. The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract with the Society, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.

The directors may appoint continuing or ad hoc committees that may be required to further the work of the Society, such committees to be responsible to the Board of Directors. The appointment of a continuing committee shall, however, be subject to confirmation by the members at the next annual or special meeting. Continuing committees shall include at least one member who is also a member of the board of directors.

REMUNERATION OF DIRECTORS

8. The directors shall receive no remuneration for acting as such.

OFFICES OF SOCIETY

9. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Society need not be members of the board and in the absence of written agreement to the contrary the employment of all officers shall be settled from time to time by the board.

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

10. The President shall, when present, preside at all meetings of the Society and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or other officer, appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his or 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 inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

11. The Secretary shall be ex officio clerk of the board of directors. The secretary shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. The secretary shall give all notices required to be given to members and to directors. The secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he or she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF THE TREASURER

12. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the board of directors. The treasurer shall disburse the funds of the Society under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Society. The Treasurer shall also

perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF OTHER OFFICERS

13. The duties of all other officers of the Society shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTIVE COMMITTEE

14. The Board of Directors may create an Executive Committee to transact the ongoing business of the Society between annual or special meetings of the entire Board of Directors. The Executive Committee shall include the President, the Vice-President, Secretary, Treasurer, and any additional members appointed by the Directors. Its action shall be subject to ratification at the next annual or special meeting of the entire Board.

EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the President or Vice-President and by the Secretary.

Contracts in the ordinary sense of the Society's operations may be entered into on behalf of the Society by the President, Vice-President, Treasurer or any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Society in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Society transfers of shares, bonds or other securities from time to time transferred to the Society, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Society, the board of directors may at any time by resolution direct the manner in which, and the persons or persons by whom, any particular instrument, contract or obligations of the Society may or shall be executed.

BOOKS AND RECORDS

16. The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

17. The membership of the Society shall consist of the following:

- (a) Affiliated Provincial Mennonite Historical Societies, being Société d'histoire mennonite du Québec, the Mennonite Historical Society of Ontario, the Manitoba Mennonite Historical Society, the Mennonite Historical Society of Saskatchewan, the Mennonite Historical Society of Alberta, and the Mennonite Historical Society of British Columbia. Other Mennonite Historical societies

shall be eligible for affiliation, subject to the approval of the directors, if duly organized and constituted, maintaining a regular membership list, and undertaking in an application to the Society to accept all the obligations and privileges of membership in the Society, as set forth in a form of application approved by the directors of the Society.

(b) Mennonite Conferences, and congregations not already represented by a member conference, interested in and supportive of the objects of the Society.

(c) Institutional Members, such as the Mennonite Central Committee Canada or the Mennonite Foundation of Canada, who are interested in and supportive of the objects of the Society.

(d) Associate (non-voting) Individual Members. Individuals interested in and supportive of the objects of the Society, upon payment of appropriate fees, as may be set from time to time by the directors, become Associate (non-voting) Individual Members. Associate (non-voting) Individual Members may attend, with voice but without voting rights, all membership meetings of the Society.

All members shall have the right to attend any business meeting of the Society and shall be entitled to receive all publications of the Society upon payment of set fees.

DUES

18. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by majority vote of the board of directors, which vote shall become effective only when confirmed by the voting members at an annual or other special general meeting.

The Treasure shall notify the members of the dues or fees at any time payable by them and, if any are not paid within six (6) months of the date of such notice the members in default shall thereupon automatically cease to be members of the Society, but any such members may on payment of all unpaid dues or fees be reinstated by majority vote of the board of directors.

ANNUAL AND OTHER SPECIAL GENERAL MEETINGS OF MEMBERS

19. The annual or any other special general meeting of the members shall be held at the head office of the Society or elsewhere in Canada as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the accountants shall be presented and a board of directors elected and accountants appointed for the ensuing year and the remuneration of the accountants shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a special general meeting of the members of the Society. No public notice nor advertisement of members' meetings, annual or special 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 or electronic mail twenty-one (21) days before the time fixed for the holding of such meeting, provided that any meetings of members may be held at any time and place without such notice if all the members of the Society are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Society at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or special general meeting or any adjourned meeting, whether annual or special general, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat 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 thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Society.

ADJOURNMENTS

21. Any meetings of the Society or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been 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

22. A quorum for the transaction of business at any meeting of members shall consist of not less than one-third of the members present in person or represented by proxy; provided that in no case can any meeting be held unless there are ten (10) persons present who each are entitled to vote or hold a proxy for at least one vote of a member.

VOTING OF MEMBERS

23. Members of the Society may attend all meetings of the Society, or be represented by proxy, as follows:

(a) Each Affiliated Provincial Mennonite Historical Society, two (2) representatives. Each other Affiliated Society, one (1) representative.

(b) Each Member Mennonite Conference, or member congregation not already represented by a member congregation, one (1) representative for each ten thousand members or fraction thereof.

(c) Mennonite Central Committee Canada two (2) representatives, other Institutional Members, one (1) representative each.

(d) Associate (non-voting) Individual Members may attend all membership meetings with voice but without voting rights.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Society, or by law. Every question shall be decided in the first instance by a show of hands unless a poll or ballot be requested by any voting member or person holding a proxy. In case of an equality of votes at any annual meeting or special general meeting, the Chairman shall be entitled to a casting vote.

AMENDMENTS

24. Anything herein notwithstanding, the general by-laws of the Society may be repealed or amended only by a seventy-five percent (75%) majority of votes cast at any duly called annual or special general meeting, providing that all voting members have been informed of the proposed amendments at least sixty (60) days in advance of the meeting and any change in the composition of the board of directors as provided in the by-laws shall have the prior consent of all of the society members. The repealing or amending by-laws shall not be enforced or acted upon until the required notification has been sent to and been acknowledged by the appropriate government department.

FINANCIAL YEAR

25. Unless otherwise ordered by the board of directors, the fiscal year of the Society shall terminate on the 31st day of October in each year.

CHEQUES, ETC.

26. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose. Any of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

27. The securities of the Society shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Society signed by such officer or officers, agent or agents of the Society, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

28. Whenever under the provisions of the by-laws of the Society, notice is required to be given, such notice may be given either personally, by telephone, or by regular or electronic mail, addressed to the director, officer or member at his or their address as the same appears on the books of the Society. A notice or other document so sent by post or by electronic mail shall be held to be sent at the time when the same was deposited in a post office or public letter-box, or sent by electronic mail. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Society.

BORROWING

29. The directors may from time to time

- (a) borrow money on the credit of the Society; or
- (b) issue, sell or pledge securities of the Society; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

From time to time the directors may authorize any director, officer or employee of the Society or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Society as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

DISTRIBUTION

30. In the event of a dissolution of the Society the remaining assets shall be disposed of equally among the provincial Mennonite historical societies.

INTERPRETATION

31. In these by-laws and in all other by-laws of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender, shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.