

**CONSTITUTION
SAINT JOHN BRANCH
NEW BRUNSWICK GENEALOGICAL SOCIETY Inc. (The “Society”)**

Article 1 - General

- 1. 1** - The name of the branch is the Saint John Branch, New Brunswick Genealogical Society Inc. (sometimes hereinafter referred to as the Branch).
- 1. 2** - The office of the Branch shall be in the City of Saint John, in the Province of New Brunswick.
- 1. 3** - The Branch shall be carried on without purpose of gain for its members. Any profits or other accretions to the Branch shall be used solely to promote its objectives.

Article 2 - Mission, Mandate and Objectives

- 2. 1** - The mission of the Branch as a volunteer regional heritage organization is to promote and develop the study, research and preservation of genealogical records and family history.
- 2. 2** - The mandate of the Branch is:
 - 2. 2a** - To promote the collection, preservation and accessibility of the Province of New Brunswick genealogical and heritage records.
 - 2. 2b** - To be the collective voice of genealogy and family history pertaining to the Province of New Brunswick.
 - 2. 2c** - To co-ordinate genealogical and family history related projects pertaining to the Province of New Brunswick.
 - 2. 2d** - To promote education of members and the general public in New Brunswick with respect to genealogy and heritage.
- 2. 3** - The objectives of the Branch are:
 - 2. 3a** - To encourage accuracy and thoroughness in genealogical research.
 - 2. 3b** - To encourage and instruct members and the public in the ethical principles, scientific methods, and effective techniques of genealogical research through publications, and workshops.
 - 2. 3c** - To assemble a library of genealogical guides, handbooks, reference sources, family and local histories, and other books and materials to assist the members, which shall be available to the members and the public.
 - 2. 3d** - To collect, preserve and publish materials relevant to the study of genealogy and family history.
 - 2. 3e** - To develop and maintain the human and financial resources of the Branch. In this regard the Branch may acquire by way of grant, gift, purchase, bequest, property (excluding real property), and to use such property in the realization of the Objectives of the Branch.

Article 3 - Membership and Dues

- 3. 1** - Membership in the Branch is open to persons, families and institutions interested in genealogy.
- 3. 2** - Dues, voting privileges and terms of membership shall be set out in a By-Law by the Branch at its Annual General Meeting.
- 3. 3** - Dues are payable on the first day of each financial year. Membership shall lapse if the prescribed dues are not paid within thirty (30) days after the due date, but shall be reinstated upon payment of the prescribed dues.
- 3. 4** - At no time does a member, or a former member, have any claim on the assets or possessions of the Branch.
- 3. 5** - The Executive shall have the right to review complaints by any member and report to the next Annual General Meeting or Special General Meeting.

Article 4 - Executive and Executive Officers

- 4. 1** - The Officers of the Branch shall consist of a President, a Vice-President, a Recording/Corresponding Secretary, a Treasurer, and a Membership Secretary.
- 4. 2** - Officers of the Branch shall be elected at the Annual General Meeting.
- 4. 3** - The Executive of the Branch (hereinafter referred to as the "Executive") shall consist of the Immediate Past President, the Officers of the Branch and five (5) members "at large" as determined and elected by the members and the Society shall be so notified in writing on an annual basis.
 - 4. 3a** - Three (3) representatives of the Branch, one of whom should be the President, shall be elected at the Annual meeting to serve on the Board of Directors of the Society and the Society shall be so advised in writing.
 - 4. 3b** - The Branch shall also elect two (2) alternate representatives as replacements for Branch Representatives who are unable to attend Board meetings and the Society shall be so advised
- 4. 4** - The business of the Branch shall be managed by the Executive.
- 4. 5** - Any member of the Branch is eligible for election as an officer or as a member of the Executive of the Branch.
- 4. 6** - The President is, ex officio, a member of all committees of the Branch.
- 4. 7** - No person shall serve as President of the Branch for more than two consecutive terms.
- 4. 8** - In the event of the death, resignation or absence of the President the Vice-President shall fulfill the duties of the President.
- 4. 9** - The President shall preside at the meetings of the Branch and of the Executive. The Vice-President, if present, shall perform the functions of the President when the President is unable through illness or absence, and have such other responsibilities as are assigned by the Executive from time to time. In the event of the absence of the President, the Vice-President, and the Recording/Corresponding Secretary from any meeting of the Branch and of the Executive the members present shall, from amongst the members present, elect a Chairperson for the meeting, pro tem.
- 4.10** - Officers and branch representatives shall serve on the Executive for a period of one (1) year unless re-elected, or until their successors are elected.

Article 5 - Meetings

5. 1 - The Annual General meeting of the Branch shall be held in January of each year for the election of officers, the presentation of reports, the appointment of an auditor, the determination of policy, and the general direction of the Branch.

5. 2 - The quorum of the Annual General Meeting and each Special General Meeting shall be ten (10) members, present and in person.

5. 3 - The quorum of an Executive meeting shall be five (5) members.

5. 4 - Special General Meetings of the Branch shall be called by the Executive on its own initiative by a majority vote, by the Executive on the petition of twenty (20) members and may be called by the President.

5. 5 - At any Special General Meeting the only business that can be dealt with is that which is specified in the notice of the meeting.

5. 6 - Every member shall be given thirty (30) days notice, either published in or included in a Branch Newsletter, or mailed to his last known address, of the intention to hold an Annual General Meeting or a Special General Meeting, together with the time and place of the meeting and the purpose of the meeting.

Article 6 - By-Laws

6. 1 - By-laws of the Branch may be enacted at an Annual General Meeting, or at a Special General Meeting, to govern the conduct of the Branch.

Article 7 - Amendments to the Constitution and By-Laws

7. 1 - Amendments to the Constitution and By-Laws may be proposed by the Executive, or to the Executive by a Member or a Branch, in writing sixty (60) days prior to the Annual General Meeting, or sixty (60) days prior to a Special General Meeting that may be called to consider the Amendment(s).

7. 2 - The Branch shall be given at least thirty (30) days clear Notice of Motion of the intention to propose such amendment(s) at the next Annual General Meeting, or at a Special General Meeting that may be called to consider the amendment(s).

7. 3 - Any amendments to the Constitution and By-laws must be approved by at least two-thirds (2/3) of the votes cast.

Article 8 - Dissolution

8. 1 - In the event of the dissolution of a Branch and after payment of all debts and liabilities, the remaining property of the Branch shall be entrusted to an institution located in the area in which the Branch is located, under the auspices of the Society, subject to the terms of the following Section 8. 2.

8. 2 - If a Branch should be re - activated within five (5) years from the date of dissolution, those properties of the Branch transferred to the institution, shall be turned over to the re - activated Branch by the institution. If however, re - activation does not take place within the stipulated five (5) years, those properties of the Branch entrusted to the institution, will become the property of the institution.

BY-LAWS
SAINT JOHN BRANCH
NEW BRUNSWICK GENEALOGICAL SOCIETY Inc.

By-Law 1 - Membership

1. 1 - Any person, family, or institution interested in the objectives of the Branch and willing to subscribe to its Constitution and By-Laws may become a member upon payment of dues as hereinafter provided.

1. 2 - Membership shall consist of the following classes:

1. 2a - Individual. Open to any person. Each member shall have one vote when present.

1. 2b - Family. Open to any family. Each family member shall have individual membership status, provided that only one copy of correspondence and Generations shall be sent to the family membership, and further provided that no more than the same two people that are included in the family membership can vote during the Financial Year.

1. 2c - Institutional. Open to museums, libraries, educational institutions and other groups interested in supporting the objectives of the Branch. Institutional members may appoint one person to vote during the Financial Year.

1. 2d - Honorary. Honorary memberships shall be nominated by the Executive or by a Branch member in the same manner as nominations for the Officers of the Society. Honorary members shall be elected by the membership at an Annual General Meeting or a Special General Meeting. Honorary membership shall be conferred upon non-members who have been of special service to the Branch or who have been, in the opinion of the membership, worthy of recognition for their contribution to the cause of genealogy in general. Honorary members shall receive Generations during the term of their Honorary membership and may attend meetings of the Branch. Honorary members have no voting privileges. The term of the honorary membership shall be for a period not exceeding three years.

1. 2e - Life. Life membership shall be nominated by the Executive or by a Branch member in the same manner as for nomination for the Officers of the Branch, and shall be elected by the membership at an Annual General Meeting or a Special General Meeting. Life membership shall be conferred upon members who have been of special service to the Branch or who have been, in the opinion of the membership, worthy of recognition for their contribution to the cause of genealogy in general. Life membership is a full membership with all entitlements, and without dues.

By-Law 2 – Dues

2. 1 - Annual dues for the Branch shall be set by the membership at an Annual General Meeting or a Special General Meeting.

2. 2 - Society members who are also members of a Branch shall remit their dues to the Branch. The Branch shall remit to the Society Treasurer, within thirty (30) days of receipt, the annual dues of the Society received from Branch members.

By-Law 3 - Responsibilities of the Executive

- 3. 1** - The Executive of the Branch, subject to the Constitution and By-Laws, and subject to the directions given to it by a majority vote at any Annual General Meeting or Special General Meeting, has full control and management of the business of the Branch and the custody and control of all its property of whatever kind and may enter into contracts of employment.
- 3. 2** - The Executive may appoint Chairpersons and members for the following Committees: Membership, Program, Publications, Public Relations, Financial Planning and Audit and such other Chairpersons and Committees as the Executive may decide. All such appointments shall serve at the pleasure of the Executive.
- 3. 3** - Members of the Executive are expected to attend all duly called Executive and Branch meetings.
- 3. 4** - The Executive shall meet no less than five (5) times each financial year.
- 3. 5** - Executive meetings may be by a telephone conference call provided it has the approval of sixty-six (66%) percent of the Executive provided all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.
- 3. 6** - Notice of an Executive meeting shall be given to members of the Executive at least one (1) week prior to the date of the meeting; however, the Executive may meet on regular dates without notice, and may, by unanimous consent, meet at any time or place.
- 3. 7** - A meeting of the Executive can be called by a petition signed by forty (40%) percent of the members of the Executive.
- 3. 8** - The role of committees shall be set out in a Policy and Procedure Manual as approved from time to time at an Annual General Meeting or Special General meeting.

By-Law 4 - Elections

- 4. 1** - At least three (3) months prior to the Annual Meeting the Executive shall appoint a nominating committee of three (3) members.
- 4. 2** - The nominating committee shall report its nominations for the officers of the Branch to the secretary of the Branch at least six (6) weeks prior to the date of the Annual General Meeting.
- 4. 3** - The Executive of the Branch shall be notified of the nominations of the Officers of the Branch at least one (1) month before the Annual General Meeting.
- 4. 4** - Further nominations may be placed on the floor of the Annual General Meeting, providing the written consent of the nominee has been received by the Secretary.
- 4. 5** - Should the position of President become vacant, by death or resignation, between Annual General Meetings, the Vice-president shall fulfill the duties of the president until the next Annual General Meeting. Should any vacancies amongst the other officers occur, from death or resignation, the Executive shall fill the vacant office until the next Annual General Meeting.

By-Law 5 - Duties of Members of the Executive

- 5. 1** - The Recording/ Corresponding Secretary shall:
- 5. 1a** - keep an accurate record of proceedings of all meetings of the Branch and the Executive.
 - 5. 1b** - deal with all correspondence of the Branch and perform other duties as assigned.
 - 5. 1c** - retain all reports, financial statements, correspondence and documents of any kind of the Branch.
- 5. 2** - The Membership Secretary shall:
- 5. 2a** - keep an up to date membership and mailing list and shall perform such other duties as may be assigned.
- 5. 3** - The Treasurer shall:
- 5. 3a** - receive all monies paid to the Branch, pay all the bills of the Branch and shall keep the Branch's money in whatever financial institution as the Executive, or the Branch, may direct.
 - 5. 3b** - properly account for all funds of the Branch and keep the books as directed.
 - 5. 3c** - submit a copy of the current financial statement at each Executive meeting.
 - 5. 3d** - submit a copy of the audited financial statement to the Annual General Meeting.
- 5. 4** - The Vice-President shall chair the Financial Planning and Audit Committee

By-Law 6 - Meetings and Voting

- 6. 1** - The rules contained in the current edition of Robert's Rules of Order shall govern all meetings of the Branch, except where they are in conflict with the Constitution and By-Laws of the Society or the Branch.
- 6. 2** - Meetings by conference telephone of the Executive, or any Committee of the Branch, may be held provided all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at such a meeting.

By-Law 7 - Financial Year

- 7. 1** - The financial year of the Branch shall end on December 31st of each year.

By-Law 8 - Signing Authority

- 8. 1** - All cheques, drafts, orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the President or the Treasurer and one (1) of the following President, Vice-President, Recording/Corresponding Secretary or Treasurer of the Branch.

By-Law 9 - Indemnities to Officers, Directors and Others

9. 1 - Every officer or director of the Branch or other person who has undertaken or is about to undertake any liability on behalf of the Branch and their 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 Branch, from and against;

9. 1a - all costs, charges and expenses whatsoever which such officer, director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in respect of any such liability, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

9. 1b - all other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

By-Law 10 – General

10. 1 – All Branch By-Laws and Amendments thereto are to be lodged with the Secretary of the Society.

10. 2 – All Branch minutes of meetings and all Annual Reports, including the President’s report and the audited Treasurer’s report, are to be lodged with the Secretary of the Society.

10. 3 - The powers of the Branch are those conferred upon it by the Society and the Branch may enact By-Laws as may be required for its own good government, provided such By-Laws are not inconsistent with the Constitution and By-Laws of the Society and provided further that a copy of such Constitution and By-Laws is lodged with the Secretary of the Society.

10. 4 - The management of the Branch is vested in the Executive of the Branch, elected at the Annual General Meeting. The Branch Executive shall be given such authorities and responsibilities as the Branch may decide from time to time.

By-Law 11 - Interpretation

11. 1 - In this Constitution and By-Laws the singular shall include the plural, and the masculine shall include the feminine, unless the context otherwise requires.

By - Law 12 - Policy and Procedure

12. 1 - All policies and procedures shall be included in a Policy and Procedure Manual as approved from time to time at an Annual General Meeting or Special General Meeting.

ADOPTION

This Constitution and By-Laws are hereby adopted to be the Constitution and By-Laws of the Saint John Branch, New Brunswick Genealogical Society Inc. at a Special General Meeting of the Branch held at Saint John, N.B. on the 30th day of May 2007, replacing any previous Constitution and By-Laws, or Constitutions and By-Laws.

In witness thereof, we the undersigned officers of the Branch have inscribed our signatures on the date herein stated.

President

Vice-President

Recording/Corresponding Secretary
