

*CONSTITUTION AND BYLAWS
OF
THE SAINT JOHN JEWISH HISTORICAL SOCIETY
INC.*

Proposed Amendments 2017

RATIONALE

The Saint John Jewish Community has contributed greatly to the cultural, economic, social and charitable aspects of life in Saint John. Because the community looks to the future with uncertainty, we feel it imperative to record its contributions and preserve its history for posterity. THE SAINT JOHN JEWISH HISTORICAL SOCIETY INC. was established for the purpose of researching and preserving the heritage of the Saint John Jewish Community. To ensure that the objectives of the Society could be reached and maintained a SAINT JOHN JEWISH HISTORICAL MUSEUM was created to provide access to housed records and artifacts.

NAME

1.01 The Society shall be called THE SAINT JOHN JEWISH HISTORICAL SOCIETY INC. (“The Society”)

1.02 The museum space has been provided to the Saint John Jewish Historical Society by the Congregation Shaarei Zedek. Capital improvements incurred by the Saint John Jewish Historical Society in the Congregation’s buildings will accrue to the Congregation Shaarei Zedek Ltd.

OBJECTIVES

2.01 The Society shall promote study, research and discussion of the history of the Saint John Jewish Community and its impact and contribution to the cultural heritage of Saint John as a whole. It shall collect and preserve books, pamphlets, oral interviews, manuscripts, records, biographies, writings, maps and pictures of all kinds and other such items deemed feasible concerning the history of the community. It shall promote the preservation of historical sites. It shall publish such studies, papers and documents as it

deems proper. Generally it shall concern itself with the stimulation of interest in the Saint John Jewish Community by maintaining a museum.

2.02 This museum as provided and maintained shall be open to the public. It shall encourage study of archival material by historians and scholars interested in the cultural heritage of Saint John. It shall conduct tours as an educational service.

2.03 This Society shall conduct public meetings during the year to present educational programs of cultural and historical interest.

2.04 The Society shall carry out its business without purpose of gain for its members. Any profits or gains to the organization shall be used in promoting its objectives.

MEMBERSHIP

3.01 A member shall be a person who is interested in the Society and its work and pays a membership fee.

3.02 Any member of the Society may be removed at a properly constituted Annual General Meeting or Special General Meeting of the Society by two-thirds majority vote of those present.

3.03 The fees shall be fixed annually by the Board of Directors.

BOARD OF DIRECTORS

4.01 There shall be a Board of Directors ("The Board") which shall manage the affairs of the Society.

4.02 The Board shall consist of the executive, the past president, and up to 12 and no less than three directors of whom a majority shall constitute a quorum.

4.03 The Executive shall consist of four Officers: President; Vice-President; Secretary; and Treasurer.

Delete ", the past president," from 4.02

Replace "four" in 4.03 with "five" and add "the past president;" after "President;"

- 4.04 Directors and the Executive, other than the Immediate Past President, shall be elected from the membership at large at the annual meeting of the Society which shall be held on a day fixed by The Board.
- 4.05 Directors are elected for a term of one year and may be re-elected by the membership.
- 4.06 If a vacancy occurs on the Board, the Directors of the Board may appoint a member of the Society to fill the vacancy for the remainder of the term.

Insert “the President and” after the words “other than” in 4.04

Add 4.07 “Any member of the Board may be removed for cause at a properly constituted meeting of the Board by two-thirds majority vote of those present. The Board member under consideration is not entitled to cast a vote on the matter.

Add 4.08 “*Transitional* – Notwithstanding Article 4.04, the President shall be elected at the first Annual General Meeting following the amendment that adds ‘the President’ to that Article. Article 4.07 shall be immediately repealed after the conclusion of the first Annual General Meeting following its adoption.

EXECUTIVE

- 5.01 The President shall preside at the meetings of the Board of the Society. In case of a tie vote the President shall cast the deciding vote. The President shall perform such other duties as directed by this constitution or by resolution of the Society.
- 5.02 In the absence of the President, the Vice-President, will perform the duties of the President.

Add to 5.02 “The Vice-President shall become the President at the Annual General Meeting following the Annual General Meeting where he or she was elected as the Vice-President.

- 5.03 The Treasurer shall receive all moneys of the Society, shall pay debts and make disbursements when authorized by the Society, shall keep an account of moneys received and paid and of money owed and receivable and shall submit a report thereon at all regularly scheduled meetings and the Annual General Meeting of the Society. The Treasurer shall deposit or invest the funds of the Society in such place and manner as the Society may direct and shall perform such other duties as directed by the Society.
- 5.04 The Recording Secretary shall keep a record of the proceedings of the Society and its Executive, shall issue notices, conduct the correspondence of the Society and perform such duties as directed by the Society.

Add 5.05 “Transitional – Notwithstanding Article 5.02, the Vice-President shall not become the President at the first Annual General Meeting following the amendment that adds ‘[t]he Vice-President shall become the President . . .’ to that Article. Article 5.05 shall be immediately repealed after the conclusion of the first Annual General Meeting following its adoption.

MEETINGS

- 6.01 The Annual General Meeting shall be held at a date and time to be selected by the Board, provided that it must be held within six months of the fiscal year end. Notice of the Annual General Meeting shall be sent at least 14 days before the meeting to all members of the Society at their last known address, and where possible by email.
- 6.02 The purpose of the Annual General Meeting shall be to receive the report of the Board of

Replace “15” with “11” in 6.02

Directors and the report of the auditor, to elect members of the Board and to transact such other business as may properly come before this meeting. A quorum of 15 members is required to conduct business.

- 6.03 Meetings of the Board of Directors shall occur a minimum of five times a year.
- 6.04 A Special General Meeting of the Society shall contain a statement of the items to be discussed and only those items shall be discussed. A Special General Meeting may be called by the President or on the requisition of any six members of the Society and approved by a quorum of the Board of Directors.
- 6.05 Questions of procedure, which have not been provided for in this Constitution and these bylaws, shall be determined in accordance with the most recent edition of *Roberts Rules of Order*

FISCAL YEAR END AND AUDIT OF ACCOUNTS

- 7.01 The fiscal year of the Society shall commence on September 1 and end on August 31.
- 7.02 The books, accounts and records shall be audited by a duly qualified accountant appointed for that purpose and approved at the Annual General Meeting.
- 7.03 A banking institution will be appointed by the Board of Directors and approved at the Annual General Meeting.

Add “or subject to a review engagement” after the word “audited” and add “or a Special General Meeting” after “annual General Meeting”

Add at 7.03: Unless otherwise specified at the time of the appointment of the accountant, the Board may determine if the accountant will perform a review engagement or an audit.

Renumber the existing 7.03 as 7.04

Add 7.05 “The signing officers on any contract, document, account, or

instrument shall be any two members of the Executive.

ADMINISTRATION

- 8.01 The Board of Directors may appoint an Executive Director/Curator and such administrative staff as it deems necessary to carry out the day to day operations and business of the Society as directed and sanctioned by the board.

AMENDMENTS

- 9.01 Amendments to the Constitution and By-laws of the Society may be adopted at the Annual General Meeting or Special General Meeting by a majority of members present.
- 9.02. The amended By-laws shall be effective the day following the meeting.

DISSOLUTION

- 10.01 In the event of dissolution of the Society, after payment of all its debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada, with the first priority being Jewish Archives. However, every effort shall be made to maintain the archives and the artifacts as a single entity.

Amending the CONSTITUTION AND BYLAWS under FILE NO. 86-4411 dated June 1, 1986 and amended subsequently at the ANNUAL GENERAL MEETINGS held November 4, 2014 and November 20?, 2016.