

Québec Genealogical eSociety By-law # 1

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This by-law and the Québec Genealogical eSociety Policies define the requirements for the operation of the Québec Genealogical eSociety. All changes to this by-law and the Québec Genealogical eSociety Policies shall be processed in accordance with this by-law's Section 9.3.

Section 1 Definitions

In this by-law and any other by-law of the Québec Genealogical eSociety, unless the context otherwise requires:

1.1 “Board” means the Board of Directors responsible for running the Québec Genealogical eSociety, and **“Board member”** means a Director who sits on the Board;

1.2 “Chairperson” means the person responsible for leading a meeting and ensuring the meeting's objectives are met;

1.3 “Founder” means Johanne Gervais, the person who created the Québec Genealogical eSociety;

1.4 “Internal Auditor” means the person who performs an audit of Québec Genealogical eSociety finances;

1.5 “member” means all members (Board & non-Board) of the Québec Genealogical eSociety;

1.6 “policy” means the document that covers the operational practices of the Québec Genealogical eSociety which may or may not relate to a section of the Québec Genealogical eSociety by-law;

1.7 “policy manual” means the Québec Genealogical eSociety document that includes all applicable Québec Genealogical eSociety policies;

1.8 “QGeS” means the Québec Genealogical eSociety.

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Section 2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, “person” includes an individual, corporation, partnership, trust, and unincorporated organization. Other than as specified in this by-law’s Section 1, words and expressions defined in the *Canada Not-For-Profit Corporations Act* have the same meanings when used in this by-law.

Section 3 Québec Genealogical eSociety

3.1 Mission

Through the utilization of social media, bring to genealogists an inclusive, web-based environment that replicates the brick-and-mortar experience of a Québec-focused genealogical society.

The QGeS provides a virtual environment enabling members to:

- participate and share in their genealogical research.
- network with other genealogists.
- pursue their growth as genealogists, either by coaching others or by being coached.
- conduct continuous improvement and develop best practices in the discipline of genealogy.

3.2 Status

The QGeS is a non-soliciting organization in accordance with the requirements of the *Canada Not-For-Profit Organizations Act*.

3.3 Website

The QGeS website supports all of the Society’s operations. The QGeS Webmaster is responsible to manage the QGeS website in accordance with *QGeS Policy 1*.

Section 4 Finances

4.1 Financial Operations

The QGeS Treasurer is responsible for the management of the financial operations of the QGeS in accordance with this by-law’s Section 8.2 and *QGeS Policy 2*.

4.2 Financial Year

The Board of Directors decides on the financial year-end of the QGeS.

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4.3 Banking Arrangements

The banking business of the QGeS will be transacted at such bank, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The QGeS Treasurer or other persons as the Board of Directors may authorize shall transact the QGeS banking business.

4.4 Approvals / Signing Authority

Withdrawals from the QGeS business account or the signing of external documents requiring a signature shall be in accordance with *QGeS Policy 2*.

Section 5 Membership

5.1 Qualifications

Any person who wishes to pursue their genealogical interests in the QGeS is welcome. Further membership details are contained in *QGeS Policy 3*. The QGeS does not offer membership to corporations and other entities.

5.2 Privileges

Members are eligible for appointments to any QGeS position, to serve on any QGeS Board-established team, and to access the services, research databases, and other features of the QGeS website. Except as noted in this by-law's Section 6.3.1, members of the QGeS are entitled to stand for election to the QGeS Board of Directors.

5.3 Membership Period

The membership period runs for twelve (12) months from the date the member joins.

5.4 Membership Dues

Membership dues shall be in accordance with *QGeS Policy 3*.

5.5 Involuntary Cancellation of Membership

Involuntary cancellation of membership can occur under conditions defined in *QGeS Policy 3*. Upon loss of membership, the rights of the member, including any rights in the property of the QGeS cease to exist.

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Section 6 Board of Directors

6.1 Board of Directors' Responsibilities

In managing the affairs of the QGeS, the Directors are responsible to keep the QGeS operations aligned with the QGeS mission. Utilizing their collective experience, knowledge, expertise, and working within the framework of the *Canada Not For Profit Corporations Act*, Directors will make informed decisions in all matters relating to the QGeS.

6.2 Number of Directors

The Board will consist of no less than three (3) directors and no more than nine (9). Within these parameters, the Board will determine the optimum number of Directors that it requires to operate effectively and efficiently relative to the Board's responsibilities to members and to the QGeS. With this in mind and within the constraints of this by-law, the Board may adjust the number of acting Board Members through:

- elections in accordance with this by-law's Section 6.3;
- appointment in accordance with this by-law's Section 6.5;
- removal in accordance with this by-law's Section 6.6;
- attrition.

6.3 Nomination and Election of a Board Member

Except as noted in this by-law's Section 6.3.1, any QGeS member may be a candidate for the Board of Directors. Some of the criteria used in assessing members' eligibility for a position on the Board includes the following:

- Recognized passion for and commitment to fulfill the QGeS mission;
- Demonstrated willingness to take on tasks and successfully complete them;
- Acknowledged team player with an open mind;
- Proven leadership;
- Previous Board experience;
- Election to the Board will support the QGeS goal of diversity in the Board Membership.

The Board will review candidates' qualifications relative to QGeS operational requirements and the exclusions specified in this by-law's Section 6.3.1, conduct interviews with each accepted candidate, and prepare a list of nominations to present to members prior to the Annual Meeting.

If a meeting of members fails to elect the number or the minimum number of directors required by this by-law's Section 6.2 due to the lack of consent, the disqualification, the incapacity or the death of any candidate, the directors elected at that meeting may exercise all the powers of the directors if the number of directors so elected constitutes a quorum.

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6.3.1 Exclusions

In accordance with the *Canada Not For Profit Corporations Act*, the following persons are not permitted to be a director of the QGeS:

- anyone who is less than 18 years of age;
- anyone declared incapable by a court in Canada or in another country;
- a person who is not an individual;
- a person having the status of bankrupt.

6.4 Term of Directors

The Board of Directors' term is defined in *QGeS Policy 4*.

6.5 Vacancy

Except as noted in this by-law's Section 6.5.1, a director elected by the QGeS members to fill a vacancy will hold office for the unexpired term of their predecessor.

6.5.1 Appointment

When a Board position becomes vacant through a resignation or an inability to perform, the Board may appoint a member to fill the position for a term expiring not later than the close of the next Annual Meeting of members. The total number of directors so appointed may not exceed 1/3 of the total number of Board Members.

6.6 Removal

Except in the case of the *Founder* of the QGeS and as defined in *QGeS Policy 3*, the members may remove a Director from the Board before the expiration of the term.

Section 7 Meetings

7.1 Web Meetings

Unless otherwise specified, all QGeS Board and Annual meetings will be conducted using web-hosted telecommunications services, in accordance with *QGeS Policy 5*.

7.2 Board Meeting

Board Members will be advised via electronic mail of a meeting ten (10) days before it is held. No formal notice is required if Board Members indicate in advance that they will attend, or have consented to the meeting being held in their absence.

For recurring meetings, the Board will designate the schedule of these meetings in a notice. No other formal notice is required for such meetings. Except as noted in this by-law's Section 9.3, the Board may conduct any general or special business at any meeting.

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A majority of Board Members is required to form a quorum to transact business at a meeting. If a quorum is present at the opening of a meeting, the Board Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

The Minutes of Board Meetings will be posted on the QGeS website.

7.3 Annual Meeting

The Board will convene an Annual Meeting for all members within six (6) months of the closing of the current fiscal year. Notice of the meeting and the agenda for the meeting will be distributed to members via electronic mail twenty (20) days before the date of the meeting. Information presented at every Annual Meeting will include the report of the Board, the financial statement, and the internal auditor's report.

A quorum at any Annual Meeting of the QGeS members shall be ten (10) percent of the members entitled to vote at the meeting. If a quorum is present at the opening of the Annual Meeting, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

The Minutes of Annual Meetings will be posted on the QGeS website.

7.4 Votes to Govern

Except as noted in this by-law's Section 9.3, at all QGeS Board and Annual Meetings, a majority of the votes cast shall decide any question requiring a vote. In case of a tie, the meeting's Chairperson shall have the deciding vote, in addition to their original vote. Voting will be in accordance with *QGeS Policy 5*.

Only QGeS members present at a Board or Annual Meeting are eligible to vote.

Section 8 Operations

8.1 Operations Teams

The Board may establish teams and make appointments to these teams as deemed necessary in support of the day-to-day activities and continuous improvement of the QGeS. The teams will receive direction from and report to the Board.

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8.2 Treasurer

Appointed by the Board, the QGeS Treasurer is responsible to ensure the QGeS has sufficient financial resources to achieve its mission and sustain QGeS operations. The Treasurer manages the financial affairs of the QGeS in accordance with *QGeS Policy 2*.

8.3 Secretary

Appointed by the Board, the Secretary is responsible to:

- attend all meetings and, prepare and publish minutes;
- ensure the retention of Minutes of Meeting and other documents related to the QGeS operations, in accordance with *QGeS Policy 6*;
- distribute all notices required by members and Directors;
- perform other related duties as determined by the Board.

Section 9 Miscellaneous

9.1 Invalid or Unenforceable Provisions

Any provisions of this by-law that are invalid or unenforceable shall not affect the validity or enforceability of the remaining provisions of this by-law.

9.2 Omissions and Errors

9.2.1

Where the QGeS has provided a meeting notice in accordance with this by-law, but a non-receipt of the meeting notice by any member occurs due to an inadvertent omission, the actions taken at that meeting shall remain in effect.

9.2.2

Where the QGeS has provided a meeting notice in accordance with this by-law, but the meeting notice contains errors not affecting the meeting's substance, the actions taken at that meeting shall remain in effect.

9.3 Amendments to by-law or Policies

9.3.1 By-law

Before submitting a by-law amendment to the next Meeting of Members for their approval, rejection, or modification, the Board shall review the proposed amendment to this by-law or any part thereof to determine if the proposal affects the fundamental elements of this by-law, as

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defined in the *Canada Not-For-Profit Corporations Act, subsection 197(1)* (see Table 1). Approval of an amendment affecting the fundamental elements of this by-law requires affirmation of the proposed change by not less than two-thirds (2/3) of votes cast at a meeting for all members.

Approval of an amendment affecting the non-fundamental elements of this by-law requires affirmation of the proposed change by a majority of not less than 50% plus one (1) of the votes cast at a meeting for all members.

Table 1 Changes Affecting Fundamental Elements of QGeS By-law 1	
(a) change the corporation's name; (b) change the province in which the corporation's registered office is situated; (c) add, change or remove any restriction on the activities that the corporation may carry on; (d) create a new class or group of members; (e) change a condition required for being a member; (f) change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group; (g) divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group; (h) add, change or remove a provision respecting the transfer of a membership;	(i) subject to section 133, increase or decrease the number of, or the minimum or maximum number of directors fixed by the articles; (j) change the statement of the purpose of the corporation; (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the corporation; (l) change the manner of giving notice to members entitled to vote at a meeting of members; (m) change the method of voting by members not in attendance at a meeting of members; or (n) add, change or remove any other provision that is permitted by this Act to be set out in the articles.

9.3.2 Policies

The Board shall review and reject any proposed amendments to QGeS Policies that affect the fundamental elements of this by-law, as defined in the *Canada Not-For-Profit Corporations Act, subsection 197(1)* (see Table 1). The Board will submit accepted amendments to non-fundamental elements to members for their disposition (accept, reject, modify) through electronic ballot or at the next Annual Meeting.

Approval of the amendment requires a majority of not less than 50% plus one (1) of those balloted or those voting.

9.4 Financial Compensation

QGeS Board members receive no remuneration for their service to the QGeS. Under conditions defined in *QGeS Policy 2*, any member may with Board approval, be reimbursed for expenses.

9.5 Effective Date

At the first meeting of the QGeS Directors on 23 December 2017, this by-law became effective following its approval by the Directors.

Revised at Board Meeting 15 January 2018.