



Canadian Society of Mayflower Descendants Bylaws

csmd.org

A Bylaw relating generally to the conduct of the Canadian Society of Mayflower Descendants (hereinafter referred to as the Corporation)

Definitions and Interpretations

In this Bylaw and in all other Bylaws of the Corporation, unless the context requires:

1.1 *Act* means the *Canada Not-for-Profit Corporations Act*, SC, 2009, c. 23, including any statute or regulations that may be substituted as amended from time to time;

1.2 *Articles* means the original or restricted articles of incorporation or articles of amendments, continuance, re-organization, arrangement or revival of the Corporation;

1.3 *Bylaw* means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time in force and effect;

1.4 *Director* means a member of the Board of Directors (which Board is also known and hereinafter referred to as the Board of Assistants) being either the Officer or an Assistant. An Assistant also being referred to hereinafter as a Member at Large.

1.5 *Member* means a person who meets the requirement for membership as set out in this Bylaw who has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

1.6 *Board* means the Board of Directors of the Corporation also to be known as or referred to as the Board of Assistants, consisting of the Officers and the Assistants.

1.7 *Officer* or *Officers* means one or more persons, respectively who have been elected or appointed to the Board of Assistants as Officers of the Corporation in accordance with the Bylaw.

1.8 *Assistants* means one or more persons, respectively who have been elected or appointed to the Board of assistants as members of the board in accordance with this Bylaw and may be referred to as members at large.

1.9 *Ordinary resolution* means a resolution passed by a majority of the votes cast on that resolution.

1.10 *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.

1.11 *Special Resolutions* means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

1.12 *Society* means the Canadian Society of Mayflower Descendants and also means the Corporation.

1.13 *Historian* means the Historian and Co-Historian of the Canadian Society of Mayflower Descendants.

1.14 *General Society* means the General Society of Mayflower Descendants, a Corporation located in the United States of America.

1.15 *Historian General* means the Historian General of the General Society of Mayflower Descendants, a Corporation located in the United States of America.

1.16 *Governor* means the Officer of the Corporation who is the Chair of the Board of Assistants.

1.17 *In good standing* means the Member of the Corporation is not suspended and the dues or fees owing to the Corporations are not overdue.

1.18 *Dropping* means the suspension or expulsion of a Member.

1.19 In the interpretation of this Bylaw, words in the singular include the plural and vice versa, words in one gender include all genders, and “person” includes individual, body corporate, partnership, trust and incorporated organizations.

Business of the Corporation

3.1 The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board the Recording Secretary shall be the custodian of the corporate seal.

3.2 The registered head office of the Corporation shall be in the City of Toronto in the Province of Ontario, Canada.

3.3 The Board shall see that all necessary books and records of the Corporation required by the Bylaw and any applicable status or law are regularly and properly kept.

3.4 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Governor and the Recording Secretary or in the Governor’s absence by the Deputy Governor and the Recording Secretary.

3.5 The financial year-end of the Corporation shall be determined by the Board.

3.6 The banking business of the Corporation shall be transacted at such bank, trust company or other corporation carrying on a banking business in Canada as the Board may authorize from time to time.

3.7 The Directors of the Corporation may, with the authorization of the members:

- a. borrow money on the credit of the Corporation
- b. give a guarantee on behalf of the Corporation.

3.8 The Society shall publish a newsletter, entitled *Canadian Pilgrim*, bi-annually, in the spring and the fall, or as many times as is deemed necessary.

Membership

4. Membership in the Society is open to those who are of 18 years or older who are lineal descendants of any of the passengers on the voyage of the ship Mayflower, which terminated its journey at Plymouth, New England in December 1620.

4.1 A Member of the Society who has already become a Life Member having paid the set payment fee shall continue as a Life Member of the Society. Provided however, that no further or additional Life Membership in the Society shall be authorized or granted by the Society. Life Members presently already granted shall pay no further dues to the Society. The Corporation shall continue to pay the cost of the assessment fees of the Life Members of the Society to the General Society.

4.2 A Member of the Society may hold dual membership in other Societies of a like nature who are included in the General Society.

4.3 To begin the membership process an applicant shall prepare a preliminary worksheet and send it to the Historian for investigation.

4.4 The Historian shall advise and assist the applicant in properly documenting their lineage.

4.5 The final membership application document shall be made on such forms as the Corporation shall approve and shall bear the applicant's signature.

4.6 No person shall become eligible for membership in the Society until their line of descent has been verified and approved by the Society's Historian and Historian General, and the fees and costs set by the Board have been paid.

4.7 A person who provides evidence of good standing and a copy of their approved lineage paper from another Mayflower Society within the General Society may transfer their membership to the Canadian Society of Mayflower Descendants. Life memberships are non-transferable.

4.8 A Member of the Society is entitled to receive notice of all meetings of Members of the Corporation. A Member shall be entitled to attend and to vote at all meetings of Members. A Member owing dues to the Corporation or during a period when the Member is suspended shall not be permitted to vote at Members' meetings and is not entitled to notice of meetings.

4.9 Every Member of the Society except Life Members shall pay the Society such annual fees as are set by the Board each year at the time of year set by the Board. A Member who fails to pay such fees in a timely manner may at the discretions of the Board, be subject to suspension to termination of membership. A Member expelled from the Society for failure to pay such fees

may be reinstated at the discretion of the Board upon the payment of the fees due for the current year.

4.10 A membership in the Corporation (Society) is terminated when:

- a. the Member fails to pay such fees in a timely manner, at the discretions of the Board
- b. the Member resigns by delivering a written resignation to the Governor
- c. the Member is expelled in accordance within this Bylaw
- d. the Corporation is liquidated or dissolved under the Act

4.11 The Board may suspend from membership in the Corporation or expel any Member from the Corporation for conduct that is detrimental to the Corporation. The Board in determining that the conduct is detrimental shall act reasonably in exercising its discretion. Provided however such suspension or expulsion must be ratified by a special resolution of a meeting of the Members.

4.12 Thirty (30) days prior to making a suspension or expulsion, the Board shall provide the member with written notice of intention together with reasons for their proposed actions. The members shall have 15 days after receipt of this notice to provide a written response to the Board.

Governance

5. Governance of the Society shall be vested in the Board of Assistants according to the Bylaw and the provisions of the *Canada Not for Profit Corporations Act*.

5.1 The Board shall consist of the number of directors specified in the articles. If the Articles provide for a minimum and maximum number of Directors the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary resolution.

5.2 The Directors of the Board shall consist of the following Officers and Assistants:

- a. Officers: the Governor, the Deputy Governor, the Recording Secretary, the Corresponding Secretary, the Treasurer, the Historian , the Co-Historian, the Elder, the Captain, the Surgeon, the Counsellor and the Editor.
- b. Assistants: up to six other Members to be Directors and to be known and referred to as Assistants or as Members at Large.

5.3 The Officers shall be elected by the Members at the annual meeting to hold office for a term of three years. The Assistants shall be elected by the members at the annual meeting to hold office for a term of three years. Elections shall be staggered so that at least two assistants are elected each year for a three year term. Directors shall take up their duties at the close of the meeting at which they are elected, with the exception of the Treasurer, who shall begin January 1st of the following calendar year.

5.4 The Office of Director shall be automatically vacated:

- a) if a Director resigns by delivering a written resignation to the Secretary of the Society.

b) By special resolution of the Members at a special meeting of Members.

5.5 Subject to the Act, a quorum of the Board may fill a vacancy in the Board of a duly elected Officer or Assistant for the balance of the unexpired term of that Officer or Assistant.

5.6 Meetings of the Board may be called by the Governor at any time. The Board shall meet at least twice per year. The Governor, or in his/her absence, the Deputy Governor shall chair meeting of the Board. In the absence of both the Governor and Deputy Governor, any Director selected by the Board shall chair the meetings of the Board. Meetings of the Board may be held at any time and place within Canada to be determined by the Governor.

5.7 If a majority of the Directors consent thereto, a director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate adequately with each other. A director participating in a meeting by such means shall be deemed to be present at the meeting and shall be entitled to vote at the meeting on any matter.

5.8 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this Bylaw to every Director of the Society not less than 14 days before the time when a meeting is to be held sent by mail or sent by telephonic, electronic or other communication facilities. Notice of a meeting shall not be necessary if all the Directors are present, and no one objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act or the Bylaw requires such purpose or business be specified.

5.9 Emergency meetings of the Board may be held at any specific time and place at the call of the Governor or at the request of five Members of the Board. The object of any emergency meeting must be stated in the notice. Emergency meetings shall not deal with matters that can be postponed to a regular meeting. Decisions made at an emergency meeting must be ratified at the following regular meeting of the Board.

5.10 Five Members of the Board in office shall constitute a quorum at any meeting of the Board. Unless the Act or Bylaw otherwise provided all questions shall be decided by a simple majority of votes cast on the subject.

5.11 In addition to the standing committees authorized by this Bylaw, the Board may from time to time appoint any committee as it deems necessary or appropriate for such purposes and subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by resolution of the Board. The Governor shall be an ex-officio member of every committee and shall appoint a chair for each standing committee, and for any other committee that is formed. Each committee shall meet at the call of its chair.

Duties of Officers

6.1 The Governor, or in his/her absence, the Deputy Governor, or in their absence, a Chairperson pro tempore, shall preside at all meetings of the Society and of the Board. The Governor shall have the power to review the performance of committee members and when necessary formally counsel the member and report to the Board. The Governor may also appoint an auditor, ratified by the Board and approved by the membership at the annual meeting. The Governor shall be an

ex-officio member of all committees and shall perform all the usual duties of his/her office. It is the responsibility of the Governor to send newly approved members, the most recent issue of the Canadian Pilgrim newsletter by mail or electronically, a membership certificate and a letter of welcome, in which the Governor shall refer newly approved members to the Corporation's website to review the Constitution and Bylaw.

6.2 The Deputy Governor shall exercise all the functions of the office of Governor during his/her absence or disability. In the case of a vacancy in the office of Governor by death or otherwise, he/she will succeed to that office for the remainder of the term.

6.3 The Recording Secretary shall record the proceedings of the Society and of the Board and mail or email minutes to each Board Member; shall give due notice of all meetings of the Society and the Board; shall have custody of such records as are not specifically in charge of other Officers; shall in general perform all duties usually appertaining to such office, such as keeping track of address changes, he/she shall inform the General Society of the death, resignation or dropping of any Members, or of the transfer of any Member from another Mayflower Society; shall fill out and return all forms submitted to us by the General Society.

6.4 The Corresponding Secretary shall conduct correspondence, handle the ordering of Mayflower insignia, arrange for the printing and mailing of the *Canadian Pilgrim* newsletter and perform such other secretarial duties as the Society or office requires.

6.5 The Treasurer shall take charge of all funds belonging to the Society; keep suitable books of account; charge, collect and receive all fees and dues and all other monies payable to the Society; and make all necessary disbursements authorized by the Board. In accordance with the Act, the Treasurer will present financial statements for the previous fiscal year at each annual meeting. These financial statements may be published or made available to members in the *Canadian Pilgrim* newsletter or on the Society's website. In addition, the Treasurer will provide financial information to the Board on a regular basis throughout the year.

6.6 The Historian shall supply information in the form of guidelines and worksheets, and fee structures to those who are interested in applying for membership; shall inform them of the documentation requirements as set forth by the General Society; shall assist the applicant in preparing preliminary worksheets and shall assist the applicant in preparing final lineage paper on archival quality, acid-free paper provided by the General Society. Once the documentation requirements have been fulfilled, shall sign and date said paper constituting approval by the Society and shall forward said paper along with one copy of all documentation to the Historian General for final approval by the General Society, keeping one copy of each approved lineage paper and shall have custody of all historical and genealogical books, paper and manuscripts required to aid in research for applicants and shall make and keep up to date an inventory of all items pertaining to the office of the Historian. The Historian or Co-Historian will make a report at each Board meeting.

6.7 The Co-Historian shall work with the Historian as needed to assist applicants in documenting their lines for membership.

6.8 The Elder shall officiate when called upon at any meeting of the Society and Board; shall send the Society's message of condolence to the family of a deceased Member, shall read the necrology at each annual meeting; shall have functioned as an elder, bishop, minister, priest or deacon of a Christian church.

6.9 The Captain shall be responsible for the proper care and preservation of the flags and see that they are properly displayed at all meetings and other occasions requiring them; shall act as Marshall at parades and on occasions of ceremony.

6.10 The Surgeon shall have been duly admitted to the practice of medicine or dentistry, or shall be qualified as a practitioner in the health professional practice or retired, and shall be under the direction of the Governor and Board.

6.11 The Counsellor shall be licensed to practice law, a retired member of the Bar or a practicing or retired paralegal and may provide advice and opinions upon matters pertaining to the Society when requested to do so by the Governor and Board.

6.12 The Editor shall, in consultation with the Board be responsible for the bi-annual publication of the *Canadian Pilgrim* the newsletter of the Canadian Society of Mayflower Descendants. Publication will take place in the fall (September) and in the spring (April) at a time mutually agreed upon. The completed file for the newsletter will be forwarded by the Editor to a printer selected by the Board. The mailing and electronic distribution of the newsletter shall be the responsibility of the Corresponding Secretary, a committee or other board member as determined by the Board.

6.13 The Members at Large shall aid the Officers in the performance of their duties on the Board and may chair standing committees.

6.14 The standing committees and their duties shall be as follows:

a) The Membership Committee shall devise measures to increase the number of Members in the Society and to find ways to encourage Members who have resigned or have been dropped for non-payment of dues to return to membership status.

b) The Finance Committee, chaired by the Treasurer, shall advise the Board on all matters pertaining to the financial affairs of the Society, including recommendations as to the investments, and availability of funds for specific purposes being considered by the Board.

c) The Public Relations Committee shall seek to advance the interest of the Society through the Society's website, news releases, and by such other means of publicity and promotions as may be available, such as social media or the internet.

d) A Hospitality Committee shall provide for meeting places and refreshments for all Society meetings. This committee shall also advise and assist the Governor in providing a suitable program for this meeting.

e) The Library Committee chaired by the Librarian shall keep abreast of new genealogical releases and strive to add to the Society's collection, with the approval of the Board; shall maintain an up to date list of all the collection and shall report in the *Canadian Pilgrim* all new acquisitions and donations. All books and periodicals shall be held in the North York Central Branch of the Toronto Public Library.

Meetings of Members

7. There shall be an annual meeting of the Members of the Corporation held at such location in Canada on such day in the fall of each year as the Board may determine.

7.1 The Governor shall chair meetings of the Members. In the event the Governor is absent, the Deputy Governor shall chair the meeting. In the event that Deputy Governor is absent, the Members who are present and entitled to vote at the meeting shall choose one of their Members to chair the meeting.

7.2 At all meetings of the Members of the Corporation, 15 Members attending either in person or by electronic means, if such electronic means has been approved by the Board, shall constitute a quorum for the transaction of business.

7.3 At any meeting of Members every question shall, unless otherwise provided by the Bylaw or by the Act, be determined by a simple majority of the votes cast on the questions. In case of equality of votes the question shall be considered to be defeated.

7.4 If the Board approves and the Corporation makes available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by such means. A person participating in a meeting by such means is deemed to be present at the meeting. Members present in this way may vote using such means.

7.5 Only those Members entitled to vote at the Members' meeting according to the provisions of the Act, Articles and Bylaw are entitled to cast a vote at meetings. A Member not in good standing, under suspension or whose dues or fees remain outstanding shall not be entitled to vote at any meeting of the Members.

7.6 At least two months prior to the annual meeting the Board shall appoint a Nominating Committee of no less than three Members and no more than five Members. This committee shall select candidates for the offices to be filled at the annual meeting. The chair of this committee shall be a Director of the Corporation. The committee shall send the list of candidates for election to office to each member of the Corporation at least 14 days prior to the annual meeting.

7.7 Any Member in good standing may be nominated for any office they are eligible to fill by five Members of the Corporation. This nomination must be in writing and signed by the five Members. This nomination must be delivered to the Recording Secretary prior to the start of the annual meeting. However the office of Governor may only be filled by a member who has previously served on the Board.

7.8 Elections for both Officers and Assistants shall be by ballot. Members may vote in person or by electronic means if such electronic means have been approved by the Board provided however, if there is only one candidate for an office that ballot may be dispensed with by a unanimous agreement by those present in person or by electronic means. Members may vote where applicable by means of email or a mailed in ballot received by the Recording Secretary prior to the start of the meeting.

7.9 The order of business at the annual meeting of the membership of the Corporation may include:

- Calling of the meeting to order by the Governor
- Reading of the Mayflower Compact
- Descendants roll call
- Necrology and grace by the Elder
- Reading of the minutes of the last meeting
- Reports of officers and committees
- Membership business
- Presentation of annual financial statements for the previous fiscal year
- Appoint or waive appointment of a public accountant or auditor
- New business
- Election of officers and assistants
- Guest speaker
- Adjournment

7.10 There may be a semi-annual meeting of the membership to be held at such location in Canada in the spring or summer of each year on such day and time as the Board may by resolution determine.

7.11 In addition to the annual and semi-annual meetings of the Membership, special meetings of the membership may be held in Canada at any specific time and place at the call of the Governor on 21 days' notice. The object of such special meeting must be stated in the notice.

7.12 A special meeting may also be called on the signed requisition of fifteen Members. If the Governor, having received the requisition for a special meeting does not within 21 days of the receipt of the requisition, call a meeting, then in such case any Member who has signed the requisition may call the meeting to be held in the City of Toronto, Ontario, Canada, by giving 21 days' notice of the place, date and time of the meeting.

7.13 The Bylaw of the Corporation may be amended by special resolution of the Members present in person or by electronic means if approved by the Board or by means of an email received prior to the start of the meeting. Provided further however that notice of the proposed amendment must be given to each Member at least 21 days prior to the meeting.

Colonies

8.1 Fifteen members in good standing who wish to form a Colony of the Society may apply to the Board for authorization to do so.

8.2 The Board shall provide regulations to govern the formation of a Colony upon application.

8.3 A Colony must have a leader called a Regent as well as a Treasurer along with such other Officers as the Colony may wish.

8.4 The Society may remit to the Colony a per Member annual rebate determined by the Board, based on the Members in good standing who reside in the province of said Colony. The Colony

Secretary must send the Treasurer the Colony's member count at the end of each calendar year so that payment of the annual rebate may be determined.

8.5 A Colony that ceases to be active shall turn over its funds to the Society until the Colony is active again.

General

9.1 Any notice to be given pursuant to the Act or Bylaw shall be sufficiently given:

- a) if delivered to such persons address as shown in the persons records of the Corporation
- b) if mailed to such person at such persons recorded address by prepaid ordinary mail
- c) if sent to such person by telephonic, electronic or other communications facility at such persons recorded address for that purpose
- d) the declaration by a Secretary of the Corporation that notice has been given pursuant to this Bylaw shall be sufficient evidence of the giving of such notice

9.2 Officers, Assistants and committee members shall not be remunerated for their services.

9.3 *Robert's Rules of Order*, newly revised, shall govern the officers, assistants, members and action of the Corporation except when contrary to the Act, the Bylaw and the Constitution and Bylaws of the General Society.

9.4 This Bylaw shall be effective when approved by current Members of the Corporation.

9.5 All previous Bylaws of the Corporation are repealed as of the coming into force of this Bylaw. Such repeal shall not affect the previous operation of the previous Bylaw, or affect the validity of any act or right, privilege, obligation or liability acquired or incurred prior to its repeal.