determine the duties, responsibilities, job descriptions and remuneration of such employees.

25. The **Directors**, under the leadership of the President, shall consider and make long term plans and goals for the Historical Society and are responsible for the implementation of the plans and goals.

26. The **Directors** may establish and delegate any of their powers to a committee consisting of **Directors** or Society Members. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations or directions that may from time to time be imposed upon it by the **Directors**.

27. Any contract, deed, bills of exchange or other instrument and documents made on behalf of the Society shall be authorized by the **Directors** and executed on behalf of the Society by such officers or members as the **Directors** may from time to time designate.

BOARD OF TRUSTEES

28. The Board of Trustees shall consist of:

President of Kings Historical Society (*ex officio*)
Treasurer of the Kings Historical Society
Member of the Facilities Department
Three (3) Members elected by the Society at the Annual Meeting

(a) The President and Treasurer shall be permanent positions;

(b) Trustees are eligible for re-election when their terms expire;

(c) The Three (3) Members elected at the Annual Meeting need not be Members of the Society;

(d) The latter Three (3) Members shall hold office for Three (3) Years with one position becoming vacant each year;

(e) In the event that a Member of the Board of Trustees resigns, or becomes deceased, the office shall be vacated. The vacancy thereby created may be filled for the unexpired portion of the term by the Society appointing a replacement upon recommendation by the Executive Board and the Board of Trustees;

(f) The Society may, by Special Resolution, remove a Board of Trustee member before the expiration of the period of office and appoint another person. The person so appointed shall hold office for the unexpired term of the person so replaced;

29. The overall management of the activities of the Society's Trust Funds shall be vested in the Board of Trustees who shall:

(a) Solicit, manage and secure donations and insure funds are properly invested and accounted for;

(b) ~~All~~ At the discretion of the Directors monetary contributions received ~~are to~~may become part of the contributed capital;

(c) Provide a written report at the Annual Meeting of the Society and at any other time if requested by the Society;

(d) Keep and maintain a proper set of minutes of all meetings of the Board of Trustees, a copy of which shall be kept with the general records of the Society;

~~(e) Appoint an auditor to audit the financial records of the Trust Funds and shall present an audited copy of the financial statement to the Society at its Annual Meeting.~~

OFFICERS

30. The officers of the Society shall be the President, Vice President, Past President, Secretary and Treasurer who are also **Directors of the Society.**

31. The President shall be an *ex officio* member of all committees.

32. The duties of the officers shall be in accordance with the "statement of duties" published in the Organizational and Policy Manual for each position.

DEPARTMENTS

33. The following under the general direction and authority of the **Directors** shall be responsible for their own day to day activities.

(a) Facilities Department: for the security, maintenance and upkeep of the Museum building and systems;

(b) Community and Family History Department: for the collection, preservation of community and family (genealogy) historical material;

(c) **Education Department for the design and implementation of curriculum and programs for youth, school programming and general public.**

(d) **Administrative Department: for the overall administration of the various administrative committee functions of the Society;**

COMMITTEES

34. Administrative Committees can be established under the authority and direction of the Directors to perform various functions for the Society/Museum. The purpose, responsibilities and duties for such committees shall be promulgated in the Organization and Policy Manual -pursuant to Article 39.

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35. The Community and Family History Department shall:

(a) Have the power if it wishes, or is so authorized, to establish its own officers and to advise the Society accordingly;

(b) Appoint sub-committees as required;

(c) Keep records of all meetings when directed by the Directors of the Society, a copy of which shall be kept with the general records of the Society as appropriate;

(d) Maintain its own funds when so authorized and maintain financial records subject to audit;

(e) Provide an annual written report to the Directors of the Society;

36. All other Departments/Committees shall:

(a) Keep records of all meetings, a copy of which shall be kept with the general records of the Society as appropriate;

(b) Provide an annual written report to the Directors of the Society;

(c) Appoint sub-committees as required.

37. In the event a Member resigns from one of the aforementioned **Departments/Committees** or becomes deceased, the office shall be vacated. The vacancy thereby created may be filled for the unexpired portion of the term.

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38. The **Directors** may by Special Resolution:

(a) remove any member of any one of the aforementioned **Departments/Committees** before the expiration of the period of office;

(b) **dissolve any one of the aforementioned Departments/Committees at any time and from time to time as appropriate;**

ORGANIZATION AND POLICY MANUAL

39. The Society shall maintain an Organizational and Policy Manual which will amplify these By-Laws and set out operating procedures, policy, statement of duties, composition and responsibilities of various **Departments/Committees** so authorized by the Society.

AUDIT OF ACCOUNTS

40. ~~An~~ If necessary, an auditor of the Society~~, if necessary,~~ shall be appointed annually by the Members of the Society at the Annual Meeting ~~and~~or, on failure of the Members to appoint an auditor, the Executive may do so.

41. Any auditor appointed shall make a written report to the Members ~~up~~on the balance~~r~~ sheet and operating account, and in every such report, shall state whether the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct statement of the Society's affairs. Such reports shall be read at the Annual Meeting.

NOMINATING COMMITTEE

42. The Nominating Committee shall consist of Three (3) Members of the Society of which ~~One~~one (1) shall be the Past President. The Committee shall be appointed by the **Directors**. The Nominating Committee shall present a slate of nominations of the Annual Meeting for the Executive, Board of Trustees and chairs of other active **Departments/Committees** who have not been authorized to select their own officers.

AMENDMENTS

43. A Special Resolution must be passed by the Members of the Society for such items as:

(a) Name approval;

(b) Alterations of the objects and purpose of the Society;

(c) Amending the By-Laws; and

(d) The borrowing of money.

44. The Special Resolution must be passed in a regular or special meeting of the Society provided a notice of motion has been given and each Member has a copy of the motion given at least Thirty (30) Days prior to the meeting date.

MISCELLANEOUS

45. The Society shall file with the Registrar as required by law a list of the **Directors** with their addresses, occupations and dates of appointment, the name of the Recognized Agent and the Registered Office address.

46. The Society shall file with the Registrar as required by law an audited financial report showing the general particulars of its liabilities and assets, income and expenses, for each fiscal period signed by the Auditor, or if there is no Auditor, by the President, Treasurer and one other Executive Member.

47. The Society shall file with the Registrar, in duplicate, every Special Resolution within Fourteen (14) Days after the Special Resolution is passed;

48. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon Special Resolution of the **Directors**;

49. The books and records of the Society may be inspected by any Member at any reasonable time within two days prior to the Annual Meeting at the registered office of the Society.

THESE BY-LAWS APPROVED by Special Resolution 31 May 2005, and replace any other By-laws pertaining to Kings Historical Society dated prior to 31 May 2005.

Updated November 6, 2014

CHAPTER 5

FINANCIAL OPERATING PROCEDURES

TRUST FUNDS

References:

KHS By-laws
KHS Organization and Policy Manual Vol. 1 Chapter 2

Introduction.

5.1 This chapter deals with the following subjects.

Powers and Duties
Investment Committee
Reporting of ~~Interest~~ Earnings
Maintaining Trust Fund Accounts
Financial Reports
Signing Authorities
~~Investment Authorizations~~
~~Annex A Investment Sale Authorization~~
~~Annex B Investment Purchase Authorization~~

5.2 The powers and duties of the Board of ~~Trusties~~ Trustees are contained in the above reference documents. The following instructions outline various financial procedures in handling the various trust funds.

Investment Committee.

5.3 Board of Trustees shall appoint an Investment Committee. This committee will make recommendations to the Board for final approval on all investments. The Treasurer shall be a permanent member of this Investment Committee.

Reporting of ~~Interest~~ Earnings.

5.4 On or before the 30th April of each year the Treasurer will report to the ~~Executive Board~~Directors the ~~interest earned~~earnings on investments during the past fiscal year and the anticipated ~~interest to be earned~~earnings for the new fiscal year.

Maintaining Trust Fund Accounts.

5.5 All relevant Trust Fund financial documents are to be passed to the Treasurer upon receipt by the Museum Staff~~. The Treasurer will pass all documents~~, reviewed by the Treasurer, and returned to the Society for posting and filing.

Signing Authorities.

5.6 The Signing Officers for the Trust Funds shall be:

Treasurer of the Society,
Chair of the Board of Trustees.

~~Investment Authorizations~~

~~5.7 All investment sales and purchases shall be recorded on applicable "Investment Sale" and "Investment Purchase" authorization forms and duly signed by the members of the Board. A copy of the forms shall be provided to each member and the original filed with the Treasurer.~~

~~Appendix A – Investment Sale Authorization~~
~~Appendix B – Investment Purchase Authorization~~

September 2005

Reviewed October 2012

Updated November 6, 2014

CHAPTER 2

BOARD OF TRUSTEES

Introduction

2.1 This chapter deals with the following subjects.

Administration
Background
Organization
Responsibilities
Meetings
Financial

Definitions

"Earnings" includes interest, dividends, and growth (capital gains);

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"Capital contributions" are montetary contributions to the trust to be maintained as capital without encroachment.

Administration

2.2 The overall management of the Society's Trust Fund is vested with the Board of Trustees in accordance with Article ~~17(b) 24,25 and 26~~ 11(e), 18(c), 28, 29 of the Societies By-laws.

Background

2.3 In 1989 a need was recognized to establish a Trust Fund with the terms that the capital in the Trust will be used only to build on the investment base not to be encroached upon for operating expenses. The ~~interest~~ earnings realized from the investments of capital contributions will be utilized to meet Society's expenses.

Organization

2.4 The Board of Trustees consists of six (6) members, of which the President and Treasurer of the Society are permanent members. A member of the Facilities Department shall sit on the board and the remaining three members are elected at the annual meeting for a period of three years. These members do not have to be a member of the Society. The President shall be an "ex-officio" member of the Board.

Responsibilities

2.5 The Board of Trustees shall manage the funds with the following terms of reference:

- Receive cash, stocks, bonds or negotiable instruments only,
- That the capital contributions to the Trust are to maintain as capital,
- The capital will be used only to build an investment base for the Trust and not be encroached upon for operational expenses,
- ~~Interest~~ Earnings realized from the investment of capital contributions will be utilized for the operation and expenditures of the Museum as may be designated from time to time by the Board of the Kings Historical Society,
- That any ~~unsolicited~~ monetary contributions to the Society or any portion thereof may, at the discretion of the ~~said Board~~Directors, be designated a contribution to the Trust,
- That all investments be lawful trustee investments,
- The ~~Board of the Society will~~Directors may appoint a duly qualified accountant ~~and maintain~~to review accounts and statements relating to the Trust ~~each year~~ for its annual meeting,
- That the accounts and statements by the appointed accountant be presented at each annual meeting of the Society, and
- In the event that in the future the Kings Historical Society or the Kings County Museum ceases to exist, the Trust so established, will be disposed of in accordance with the Society's Memorandum of Association paragraph 2c.

Meetings

2.6 The Board of Trustees shall meet when necessary to conduct the business of the Trust. However, the ~~Board~~ Trustees must hold at least one meeting a year, which should be held as soon as feasible after the Annual Meeting of the Society. The ~~Board~~ Trustees shall appoint a chairperson and a secretary at this meeting.

Financial

2.7 Matters pertaining to the overall financial management of the Society's Trust Fund are contained in the Kings Historical Society Financial Policy and Procedures Manual Volume 3 Chapter 5.

September 2005
Reviewed April 17, 2012
Updated November 6, 2014

~~*September 2005*~~
~~*Reviewed April 17, 2012*~~