

**THE ONTARIO GUILD
OF
TOWN CRIERS
CONSTITUTION**

ARTICLE I - NAME, PURPOSE, DEFINITIONS

Section 1. Name:

The organization is incorporated under the laws of the Province of Ontario and shall be known as The Ontario Guild of Town Criers.

Section 2. Purpose:

The Ontario Guild of Town Criers is organized to achieve the objectives of:

- 1) preserving the ancient and very honourable appointment of Town Crier;
- 2) creating a better understanding and appreciation of the importance of the art of Town Crying;
- 3) promoting Town Crier competitions in Ontario by holding annually an Ontario Guild of Town Criers Provincial Championship.

Section 3. Limitation of Methods:

The Ontario Guild of Town Criers shall be non-profit, non-partisan, and non-sectarian.

Section 4. Definitions:

In this Constitution and Bylaws and in all statements of Policy, Ethics or Procedures:

"The Guild" shall refer to "The Ontario Guild of Town Criers";

"Bylaws" shall mean standing rules governing the membership of the Guild made under this Constitution on matters of internal regulation and matters which are entirely within the control of the Guild;

"Constitution" shall mean a system of fundamental principles according to which Guild is governed, and the basic organization of the Guild;

The "Guild Year" shall run annually from January 1st to December 31st.

"Active Member" shall include any member who is a "Charter Member," "Regular Member," "Associate Member" or "Life Member" who is in good standing with the Guild;

"Member" shall mean Active Member except where otherwise stated.

"member" shall mean any member of the Guild as defined in Article II of this Constitution unless otherwise stated. [The word "member" or "members" may also be used in context to refer to a person or persons belonging to any sub-group within or outside the Guild, e.g. "a vote member at the Annual General Meeting" or "a member of a committee."]

The "Board of Directors" shall mean the President, immediate Past-President (when applicable), two Vice Presidents, a Secretary, a Treasurer and five other Directors;

The "Executive Committee" shall mean the President, immediate Past-President (when applicable), two Vice-Presidents, the Treasurer and the Secretary;

The "Chair" when used in a parliamentary sense shall mean that a meeting is or was in progress and statements were made at the time by or to the person presiding over the meeting or that the authority for presiding was transferred for a time to another person.

"Chairperson" shall mean the Presiding Officer of an official body of the Guild, and may be used in addition to elected titles such as President. Such title shall be deemed to include the alternate titles which may be used at the preference of the Presiding Officer.

ARTICLE II - MEMBERSHIP

Section 1. Eligibility:

1.1 Charter Member:

Any person, having in the past performed the duties of Town Crier, prior to or during the Ontario Bicentennial Year 1984; who represented a municipal unit, Town, Township, City, Municipality or a Historic Site or Organization within the Province of Ontario, shall be eligible to apply for Charter membership in the Guild. The Board of Directors shall confer or revoke Charter membership by a majority vote.

1.2 Regular Member:

Any person, being over the age of majority in the province, holding an active official appointment by a municipal unit, Town, Township, City, Municipality or a Historic Site or Organization within the Province of Ontario, having an interest in the objectives of the Guild, shall be eligible to apply for Regular membership in the Guild.

Any person, being over the age of majority in the province, holding an active official appointment by the Province of Ontario or the Government of Canada, provided such service is performed in the Province of Ontario, having an interest in the objectives of the Guild, shall be eligible to apply for Regular membership in the Guild.

The Board of Directors shall confer or revoke Regular Membership by a majority vote.

Regular Membership may be granted by approval of the Board of Directors, to any person outside the Province of Ontario who is not eligible for Associate Member Status provided they meet all the other requirements for Regular Membership.

1.3 Associate Member:

Any person who is actively a member in good standing of another guild, and does not meet the requirements for a Regular Member shall be eligible to apply for Associate Membership.

Any person, previously a Regular Member of the Guild, who no longer holds an active official appointment shall be eligible to apply for Associate Membership.

Any person, who is a Regular Member of the Guild in good standing and who during the Guild year ceases to hold an active official appointment, shall be considered an Associate Member.

Associate Members shall have all of the privileges of Regular Members. The Board of Directors shall confer or revoke Associate Membership by a majority vote.

1.4 Retired Member:

Any former member of the Guild, no longer participating in competition, shall be eligible to apply for consideration as a Retired Member. A Retired Member shall have all the privileges of members, except the right to make motions, to vote and to compete in Guild competitions. The Board of Directors shall confer or revoke Retired Membership by a majority vote.

1.5 Life Member:

Distinction in, exemplary and outstanding service or support, to the Guild, shall confer eligibility to Life membership. Life Membership shall have all of the privileges of members. The Board of Directors shall confer or revoke Life Membership by a majority vote.

1.6 Honourary Member:

Distinction in public affairs or service to the Ontario Guild of Town Criers shall confer eligibility to honorary membership. Honorary membership shall have all the privileges of members, except the right to make motions and to vote, and shall be exempt from payment of dues. The Board of Directors shall confer or revoke Honorary Membership by a majority vote.

1.7 Fraternal Member:

Any person having reached the legal age of majority, and willing to accept the rules and regulations of the Guild, but not actively engaged in the art of Town Crying, on nomination and acceptance, shall be eligible to apply for Fraternal Membership. Fraternal membership shall have all the privileges of members, except the right to make motions, to vote or to compete in Guild competitions. The Board of Directors shall confer or revoke Fraternal membership by a majority vote.

Section 2. Elections to Membership:

Applications for any of the aforementioned memberships shall be in writing, signed by the applicant and submitted to the Guild Secretary.

A copy of the applicant's official appointment as Town Crier shall accompany his/her application to the Guild Secretary. (Amended 2020)

The Secretary and Treasurer shall review all applications and shall submit them to the Board of Directors with their recommendation. Election of new members shall be by the Board of Directors at any meeting thereof. (Amended 2020)

Any applicants so elected shall become a member upon payment of the regularly scheduled dues.

The Board of Directors, in making decisions on Elections to Membership, may do so at any meeting of the Guild or Board, or by special polling of the Board of Directors by mail, email, phone, fax or other convenient means, without notice being given.

Section 3. Dues:

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually in advance.

Section 4. Termination:

- A) Any member may resign from the Guild upon written request to the Board of Directors;
- B) Any member shall be expelled by the Board of Directors by a two-thirds vote for non-payment of dues after ninety (90) days from the due date, unless otherwise extended for good cause;
- C) Any member may be expelled by a two-thirds vote of the Board of Directors, at any regularly scheduled meeting, or special meeting called for this purpose thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Guild, after notice and opportunity for a hearing are afforded the member complained against.

Section 5. Voting:

Each Active Member shall be entitled to cast one vote.

With the exception of the Annual General Meeting, no member shall be entitled to cast more than one vote or to vote by proxy.

Section 6. Exercise of Privileges at the Annual General Meeting:

Each voting member unable to attend an Annual General Meeting may nominate in writing any other voting member, whom the member desires, to exercise his/her privileges of membership by their subscription.

Section 7. Ethics and other Guild Documents:

The Guild shall maintain, in written form, a "Code of Ethics."

The Guild shall maintain, in written form, statements such as, but not limited to: Procedures; Policies; Regulations; Competition Rules; and Guidelines, or other documents deemed necessary by the Board of Directors or Annual General Meeting to assist the membership.

ARTICLE III - OFFICERS

Section 1. Composition of the Board:

Not including the position of immediate Past-President, the Guild shall be governed by a Board of Directors, composed of ten (10) members, five of whom shall be elected in each alternate year, from the membership, to serve a two year term or until their successors are elected and have qualified. The Board of Directors shall be responsible for policy making, control of the Guild's property, its finances and directing its affairs.

The Board of Directors shall, at their first meeting of each calendar year, appoint a Treasurer and a Secretary from the members in good standing who have not been elected. If either the Treasurer or the Secretary is not serving in an elected capacity they shall be non-voting and shall not be counted for the purposes of determining quorum.

Section 2. Officers:

A member of the Board of Directors shall be a Member of the Guild, in good standing.

The voting officers shall include a President, an immediate Past-President (where applicable), two Vice Presidents and the remaining elected Directors.

2.1 The Past President

The term "Past-President" shall refer to the elected President of the immediately previous Board of Directors, who is an Active Member and has not been re-elected to the current Board of Directors at the Annual General Meeting.

The immediate Past-President shall remain a member of the Board of Directors for a period of one Guild Year.

In cases where the term of the Past-President has expired, or the Past-President has stepped down from his duties or is no longer a member of the Guild, the Guild shall be governed by a Board of Directors, composed of ten (10) members.

Section 3. Term of Office

With the exception of the immediate Past-President, the term of office for the Board of Directors shall be two calendar years, from January 1st to December 31st, unless otherwise provided for in this Constitution and Bylaws.

Section 4. Committees:

4.1 Executive Committee: The Board of Directors shall have an Executive Committee as outlined in the Bylaws.

4.2 Working and Ad Hoc Committees: The President, Board of Directors or Annual General Meeting may from time-to-time appoint such ad hoc committees and their chairman as deemed necessary to carry out the activities of the Guild in accordance with the Bylaws.

4.3 Membership on Committees: Only Active Members of the Guild shall be eligible to serve as voting members of any working committee. Other members or individuals may be appointed to assist the committee as non-voting, ex-officio committee members.

ARTICLE IV - ELECTIONS AND MEETINGS

Section 1. Election Procedures:

Election procedures for candidates for the Board of Directors shall be as prescribed in the Bylaws. Officers shall be elected from members of the new Board as is deemed necessary to conduct the activities of the Guild.

Section 2. Vacancies:

Vacancies on the Board of Directors shall be filled in accordance with the procedures outlined in the Bylaws.

Section 3. Meetings:

An Annual General Meeting shall be held each year as prescribed by the Bylaws.

The Annual General Meeting, as the supreme legislative body, shall have the authority to determine Policies, to transact business in the name of the Guild and to exercise all the powers of the Guild, including the power to ratify action taken by the Board of Directors in the name of the Guild.

Other meetings of the membership, Board of Directors, Committees etcetera shall take place as prescribed by the Bylaws.

Section 4. Electronic Meetings:

The Board of Directors or any work group or committee of the Guild may avail themselves of the opportunity to meet through an electronic meeting as outlined in the Bylaws.

ARTICLE V - AMENDMENTS

Section 1. Procedures:

These Articles of the Guild's Constitution may be amended or altered by a vote by two-thirds (2/3) of the Members present and voting at the Annual General Meeting or at any regular meeting, or at a special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.

These articles of the Guild's Constitution may be amended or altered by a vote by nine-tenths (9/10) of the members present and voting at any regular meeting, or at a special meeting called for that purpose, notice having not been given.

Unless stated in the preamble of the motion, all amendments shall take effect at start of the next Guild year.

ARTICLE VI - DISSOLUTION

Section 1. Procedures:

Should the Guild no longer achieve its purpose in promoting Town Crier competitions nor receive sufficient support from its membership, the Guild shall be dissolved. Any remaining funds shall be distributed to one or more charitable organizations selected by the Board of Directors.

**THE ONTARIO GUILD
OF
TOWN CRIERS
BYLAWS
BYLAW I - MEMBERSHIP**

Section 1. Privileges:

A member, in good standing, has the privilege to:

1. Refer to themselves as "a member of the Ontario Guild of Town Criers";
2. Wear or display the Guild Crest on their uniform(s) or clothing;
3. Display the Guild's crest on their letterhead, business cards, web site or other promotional material provided that the material clearly indicates that they are a member and that the crest does not imply or suggest that they are "The Guild" or an official representative of the Guild;
4. Attend meetings of the Guild, move motions and vote in accordance with the provisions of the Constitution and Bylaws;
5. Participate in Guild activities in accordance with this Constitution and Bylaws, Ethics and the Policies of the Guild;
6. Receive correspondence from the Guild.

1.1 Limitations: The Guild, through its Board of Directors, reserves the right to determine the appropriateness of the use of the Guild's name, crest or other identifying item related to the Guild by a member.

Section 2. Duties and Responsibilities:

1. It shall be the duty of each member to comply with the Constitution and Bylaws of Guild, and to seek to change the Constitution, Bylaws or Policies only through the proper procedures;
2. Where a member's actions are not constrained by agencies external to the Guild, it shall be the duty of every Member to act in accordance with the established Policies of the Guild;
3. It shall be the duty of every member to uphold the Guild's Statement of Ethics and Discipline Mandate, Regulations & Guidelines;
4. It shall be the duty of each member to maintain accurate contact information on file with the Guild;
5. It shall be the duty of each member to not encumber Guild financially without the specific direction of the Board of Directors;
6. It shall be the duty of each member to avoid interfering in an unwarranted manner between other members, the agencies that they represent or that they are performing a service for;
7. It shall be the duty of each member to not attempt to gain an advantage over other members by knowingly underbidding another member, or knowingly applying for or making overtures towards a position not properly declared vacant.
8. It shall be the duty of every member who holds elected or appointed office with Guild to refrain from holding or seeking office with another group or organization where the interests of the new group are in conflict, or appear to be in conflict, with the interests of the Guild;
9. It shall be the duty of a member of the Guild to support the Guild's Constitution, Bylaws and Policies while representing or being sponsored by the Guild at any external convention, conference, competition or other appearance.

Section 3. Special Rights:

No member of the Guild shall claim any special rights or privileges over another member except as contained in this Constitution and Bylaws, or as authorized through the Discipline Procedures of the Guild.

Section 4. Dues:

The annual membership fee (dues), as determined from time to time by the board of Directors of the Ontario Guild of Town Criers, is due no later than 60 days after the start of the new Guild year.

After 60 days the member, whose dues have not been paid shall be considered in arrears and shall be considered to be not in good standing. Such members shall not be permitted to participate in Guild meetings, sanctioned events or competitions, or otherwise represented by the Guild until they are returned to good standing with the Guild.

If dues remain in arrears after March 31st, the Guild shall impose an additional Administrative Fee for reinstatement of the member who is in arrears. This additional fee shall be equal to half of the current annual dues. A letter will be sent by registered mail to inform the member that they are in arrears.

If dues remain in arrears after June 30th, the Town Crier automatically forfeits their membership in the Guild and will have to re-apply to the Board of Directors as a new member. Upon reapplication it shall be up to the Board of Directors to determine the amount of dues to be remitted. A notice of suspension of membership will be sent out by registered mail.

New members, who have been elected to membership in the latter part of a year, shall be deemed as members and have their dues applied to the upcoming year.

The amount charged as annual dues shall be reported to the Annual General Meeting as part of the President's report.

BYLAW II - MEETINGS

Section 1. Annual General Meeting:

The Annual General Meeting of the Guild shall normally be held each year during the Ontario Guild of Town Criers Provincial Championship. The specific time, place and means for this meeting shall be fixed by the Board of Directors and communicated to the membership prior to the meeting. (Amended 2020)

The Annual General Meeting shall:

- 1 receive current Guild financial statements;
- 2 receive and approve the audited Guild financial statement;
- 3 receive and provide direction on the following year's annual budget;
- 4 receive reports from members of the Board of Directors;
- 5 amend the Constitution and / or Bylaws;
- 6 amend, alter or ratify changes to Guild policy, procedures, ethics statement or guidelines;
- 7 provide for the election of members to the Board of Directors;
- 8 honour members;
- 9 conduct any other business of the Guild.

Section 2. Additional Meetings:

General Meetings of the membership of the Guild may be called by the President at any time, or upon petition in writing of any ten (10) members in good standing. Notice of these meetings shall be conveyed to each member at least fifteen (15) days before said meetings.

Executive Committee meetings, which are held in closed session, shall constitute a Regular Meeting, and may be called by the President from time to time with notice conveyed to each Executive Committee member at least five (5) days prior to said meeting.

Board of Director meetings, which may be attended by any member in good standing, shall constitute a Regular Meeting, and may be called by the President or by him upon written application by at least three (3) members of the Board. Notice (including the purpose to the meeting) shall be given to each Director at least five (5) days prior to said meeting.

Emergency or Special membership meetings may be called by the President at any time. Notice of these meetings shall be conveyed to each member at least ten (10) days before said meetings. The purpose of the meeting shall be clearly stated in the notice of the meeting.

Committee meetings may be called at any time by the President, Vice-President, or by its chairman.

Section 3. Notice

Notice for any meeting shall be deemed as given if the time and place of meeting has been posted on the Guild's website, communicated through email, posted to appropriate members, or stated in the dissolution and / or minutes of the previous meeting.

Section 4. Quorums:

The quorum at the Annual General Meeting shall be those present and voting.

At other membership meetings, twenty (20%) percent of the voting membership shall constitute a quorum;

The quorum for an Executive Committee meeting shall be three (3) voting members.

A majority of Directors shall constitute a quorum of the Board of Directors. In determining quorum at Board of Directors meetings, members who are ineligible to attend due to resignations or who are being replaced due to repeated absence shall not be counted in determining the number of Directors required to be in attendance.

At Committee meetings, a majority shall constitute a quorum, except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

Once a proper meeting has commenced the quorum shall be those present and voting.

Section 5. Electronic Meetings:

The Board of Directors or any work group or committee of the Guild may avail themselves of the opportunity to meet through an electronic meeting. It is preferred that General Meetings, including the Annual General Meeting, of the entire membership be held in a face-to-face manner but may incorporate electronic participation by some or all of the members attending if the Board of Directors deems this necessary and practical. (Amended 2020)

The decision whether to use an electronic meeting or some other form of meeting (face to face, conference call, e-mail or fax polling, etc.) should be made with due regard to the nature of the work to be undertaken and should be agreed by the group concerned.

No specific mechanism is prescribed for e-meetings. A variety of technologies and mechanisms may be adopted as available, subject to the needs of the meeting . No special requirements should be imposed on e-meeting participants other than having a suitable way to enable access to the meeting documents, Internet access, and a browser or FTP client.

The terms of reference established for a specific e-meeting should be narrow and focused to minimize as far as possible the duration of the e-meeting and to maximize its efficiency. The terms of reference and dates for e-meetings should be agreed and advertised whenever practical.

A voting member, participating in an electronic form, shall be counted as present for the purposes of determining quorum.

BYLAW III - BOARD OF DIRECTORS

Section 1. Composition of the Board:

The Board of Directors shall be composed of, when applicable the immediate Past-President, and of ten (10) members, half of them shall be elected annually to serve for two years, or until their successors are elected and have qualified.

The government and policy making responsibilities of the Guild shall be vested in the Board of Directors which shall control its property, be responsible for its finances and direct its affairs.

Section 2. Selection & Election of Directors:

Only Active Members who have agreed to accept the responsibilities of directorship shall be eligible to be nominated, elected or appointed to the Board of Directors.

- A. Nominating Committee: At the first Board of Director's meeting of the new year, the President shall appoint a nominating committee of three (3) members of the Guild. The President shall designate the chairman. Seven days prior to the Annual General Meeting, the Nominating Committee shall present to the Guild Secretary, a slate of five (5) candidates to serve two (2) year terms, to replace the members of the Board of Directors whose regular terms are expiring.
- B. Publicity of Nominations: Upon receipt of the Interim Report of the Nominating Committee, the Guild Secretary shall immediately notify the membership, by mail, electronic mail or through posting on the Guild web site, of the names of the persons nominated as candidates for directors and the right of petition.
- C. Nominations by Petition: Additional names of candidates for directors can be nominated by petition bearing the genuine signatures of at least three (3) Active Members of the Guild. Such a petition shall be filed with the Guild Secretary prior to the start of the Annual General Meeting.
- D. Nominations from the Floor: In the event that no slate, as per Section 2:A above, is put forward, nominations shall be taken from the floor, at the Annual General Meeting. Should, at the close of nominations, the slate of candidates be filled, the candidates shall be declared elected. Should there be more nominations than positions available, an election shall be held.
- E. Determination: If no petitions are filed within the designated period, the nominations shall be closed and the nominated slate of five (5) candidates shall be declared elected by the Board of Directors at the Annual General Meeting . Should an election be required, the President shall declare the five (5) candidates with the greatest number of votes, elected.
- F. Nominations in Absentia: No member may be nominated from the floor in absentia unless they have provided a written statement certifying that they have agreed to accept the responsibilities of directorship.
- G. Vacancies: If at the close of the Annual General Meeting, or at any time thereafter, a vacancy should occur on the Board of Directors, the Board of Directors at any of its meetings, shall appoint Active Member(s) to fill the vacant position(s) for the remainder of the position's term by a majority vote.
- H. Limitations on Consecutive Terms: Members of the Board of Directors may be elected to consecutive terms.
- I. Elections at the Annual General Meeting: Should a vote be required to determine the election of candidates the following procedures will be followed:

1. The names of all the candidates shall be arranged on a ballot in alphabetical order, or alternatively the names shall be posted in alphabetical order and a blank ballot on which the voter writes the appropriate candidates' names employed.
2. The candidates nominated by the Nominating Committee may be identified on the ballot or on the posting.
3. A ballot shall be distributed to each member eligible to vote, and to each member eligible to vote by proxy.
4. The President shall provide instructions on the proper marking of each ballot.
5. A member, eligible to vote, may vote for up to 5 candidates on the ballot.
6. The President shall appoint three members who are not standing for election to supervise the counting of the ballots.
7. In the event of a tied vote(s), the tied names shall be placed in a hat and those drawn first shall be declared as victorious.
8. In the event of a meeting incorporating electronic participation by some or all members, the Board of Directors shall facilitate the voting by those members in accordance with the technologies available. (Amended 2020)

Section 3. Seating of New Directors:

All newly elected Board members shall be seated at the conclusion of the Annual General Meeting and shall be non-voting members of the Board of Directors until their term of office commences.

The newly constituted Board shall convene in a Special Meeting immediately at the conclusion of the Annual General Meeting, chaired by the Chair of the Annual General Meeting, for the sole purpose of determining the date, time and location of its first regular meeting of the new Board of Directors which shall be in the new Guild year.

The Chair of the Annual General Meeting shall convene the first meeting of the new Board of Directors at the determined time. The first item of business at that meeting shall be the "Determination of Officers" at which point the new Directors shall take their place. If the Chair is unable to convene the meeting, the meeting shall immediately nominate a "President Pro Tem" who shall call the meeting to order and commence the Determination of Officers.

Section 4. Vacancies Due To Absence:

A member of the Board of Directors who shall be absent from three (3) consecutive meetings of the Board shall be automatically dropped from membership on the Board, unless confined by illness or otherwise decreed by a majority vote of those voting at any meeting thereof. Vacancies on the Board or among the Officers, shall be filled by the Board of Directors by a majority vote.

Section 5. Policy:

The Board of Directors is responsible for formulating the policies of the Guild. These policies shall be maintained on a policy manual, to be reviewed annually and revised as necessary.

BYLAW IV - OFFICERS

Section 1. Determination of Officers:

The Board of Directors at its first meeting of each calendar year shall reorganize for the coming year. The Board shall elect the President, two Vice-Presidents, and ratify the appointment of a Secretary and Treasurer.

All officers shall serve until their successor assumes the duties of office.

Section 2. Duties of Officers:

- A. President: The President shall serve as the executive head of the Guild and shall preside at all meetings of the membership, Board of Directors and the Executive Committee. The President shall, with the advice and counsel of the immediate Past-President, assign the Vice-Presidents' responsibilities, subject to the Board of Directors' approval. The President shall with the advice and counsel of the Vice-Presidents, determine all committees; select all chairs; assist in the selection of committee personnel, subject to the approval of the Board of Directors.
- B. Vice-Presidents: The duties of the Vice-Presidents shall be such as their titles by general usage would indicate, and such as required by law, as well as those that may be assigned by the President and the Board of Directors. They will also have under their immediate jurisdiction all committees pertaining to their general duties. One Vice-President, selected by a vote of the Board of Directors, shall exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
- C. Treasurer: The Treasurer shall be responsible for the safeguarding of all funds received by the Guild and for their proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors, subject to cheques signed by the Treasurer, or in the Treasurer's absence, by one of the Officers. The Treasurer shall prepare quarterly financial reports for presentation to the Board of Directors and shall be responsible for all expenditures of the Guild with approved budget allocation. The Treasurer shall prepare a budget each year and present it to the Board of Directors and the Annual General Meeting. The Treasurer does not have to be an elected member of the Board of Directors.
- D. Secretary: The Secretary shall cause to be prepared notices and minutes of meetings of the Board and general membership. The Secretary shall serve as advisor to the President on planning Guild activities. The Secretary shall assemble information and data and cause to be prepared newsletters, special reports as directed by the President. With the assistance of the two Vice-Presidents, the Secretary shall be responsible for administration of planned Guild activities in accordance with the policies and regulations of the Board of Directors. With the co-operation of the Guild, the Secretary shall be responsible for the preparation of the operating budget covering all activities of the Guild, subject to the approval of the Board of Directors. The Secretary does not have to be an elected member of the Board of Directors.
- E. Directors: It shall be the duty of all Directors and Officers:
 - 1. To act with a degree of care and diligence that a reasonable person would exercise in the circumstances;
 - 2. To act in good faith;
 - 3. To exercise powers for a proper purpose;
 - 4. To avoid conflicts of interest;
 - 5. To act in the best interest of the Guild;
 - 6. To prevent the Guild incurring a debt if there are reasonable grounds for suspecting that the Guild is insolvent at the time the debt is incurred or would become insolvent by incurring the debt;
 - 7. To not make improper use of information or their position;
 - 8. To take reasonable steps to place themselves in a position to guide and monitor the management of the Guild; and
 - 9. To independently consider matters that come to the Board and make informed decisions.

Section 3. Executive Committee:

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, immediate Past-

President (when applicable), two Vice-Presidents, the Treasurer and the Secretary. The President shall serve as chairman.

Meetings of the Executive Committee shall be governed by the rules of order established as "Procedure In Small Boards" within Roberts Rules of Order Newly Revised. (RONR 10th ed. Starting at p.470, I.16)

Section 4. Appointment and Authority:

The President, by and with approval of the Board of Directors, shall appoint the Secretary, the Treasurer, and all committees and committee chairman.

Section 5. Limitation of Authority:

No action by any member, committee, Director or Officer shall be binding upon or constitute an expression of policy of the Guild until it shall have been approved or ratified by the Board of Directors with the exception of those actions and policies passed by the Annual General Meeting.

BYLAW V – COMMITTEES

Section 1. Procedure:

It shall be the function of the committee to make investigations, conduct studies and hearings, make recommendations and / or reports as directed in their Terms of Reference.

Section 2. Committees Appointed by the Board of Directors:

The Board of Directors may from time-to-time appoint such working or ad hoc working committees and their chairman as required to carry out specific tasks.

Such committees shall be discharged when their tasks have been completed and/or their final report accepted or when, in the opinion of the Board of Directors or a 2/3^{rds} majority vote of the voting members at the Annual General Meeting, it is deemed wise to dissolve the committee.

Section 3. Committees Appointed by the President:

The President may from time-to-time appoint such working or ad hoc working committees and their chairman as required to carry out specific tasks.

Such committees shall be discharged when their tasks have been completed and/or their final report accepted or when, in the opinion of the President or a 2/3^{rds} majority vote of the Board of Directors or the Annual General Meeting, it is deemed wise to dissolve the committee.

Section 4. Committees Appointed by the Annual General Meeting:

The membership at the Annual General Meeting may from time-to-time appoint various working committees and their chairman as prescribed in the Bylaws to carry out specific tasks.

Such committees shall be discharged when, in accordance with their Terms of Reference, their tasks have been completed and/or their final report accepted or when, in the opinion of a 2/3^{rds} majority vote of the voting members at the Annual General Meeting, it is deemed wise to dissolve the committee.

BYLAW VI - FINANCES

Section 1. Funds:

Two separate accounts shall be maintained by the Guild. All membership fees and other moneys earned by members on behalf of the Guild shall be placed in the Guild's general operating fund. All moneys from sponsors and other sources deemed specifically for the annual festival shall be placed in the Guild's festival fund.

Section 2. Disbursements:

Upon approval of the Guild's budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Disbursements shall be made by cheque.

Section 3. Fiscal Year:

The Guild's fiscal year shall close on December 31st annually.

Section 4. Budget:

As soon as possible after the election of the new Board of Directors and Officers, the Treasurer shall compile a budget of the estimated expenses for the coming year and submit it to the Board of Directors for approval.

The Treasurer shall seek the advice of the Members at the Annual General Meeting for preparation of the upcoming year's budget.

Section 5. Annual Audit:

The Guild's accounts shall be audited annually as of the close of business on December 31st by a Public Accountant. The audit shall be made available to members of the Guild.

BYLAW VII - AMENDMENTS

Section 1. Procedure:

These Guild Bylaws may be amended or altered by a vote of a simple majority of the members in good standing in attendance at the Annual General Meeting or at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.

These Guild Bylaws may be amended or altered by a vote by two-thirds (2/3) of the members present and voting at the Annual General Meeting or at any regular meeting, or at a special meeting called for that purpose, notice having not been given.

Unless stated in the preamble of the motion, all amendments shall take effect at the at the start of the next Guild year.

BYLAW VIII - AMENDMENTS TO GUILD POLICIES AND PROCEDURES

Section 1. Procedure:

Guild Policies and Procedures may be amended or altered at the Annual General Meeting, at any regular meeting, at a special meeting, or at any meeting of the Board of Directors: (1) by a vote by simple majority of the members present and voting notice having been given; or (2) by two-thirds (2/3) of the members present and voting notice having not been given.

These changes shall take effect immediately upon their adoption at the meeting.

All changes, amendments or alterations done by the Board of Directors shall be ratified by the a simple majority vote of the Active Membership at the next general meeting of the Guild.

BYLAW IX - PARLIAMENTARY AUTHORITY

Section 1. Procedure:

The parliamentary authorities which shall govern each meeting of the Ontario Guild of Town Criers in order of priority and precedence are: (1) the directions, timelines and rules found within this Constitution and Bylaws and (2) the Rules of Order found in the most current edition of Roberts Rules of Order Newly Revised.

BYLAW X - DISSOLUTION

Section 1. Procedure:

Should the Guild no longer achieve its purpose in promoting Town Crier competitions nor receive sufficient support from its membership, the Guild shall de dissolved. Any remaining funds shall be distributed to one or more charitable organizations selected by the Board of Directors.

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Notes on Revisions

This Constitution and Bylaws was approved at the Annual General Meeting of the Guild on June 17, 2007

Amended at the Special Meeting of October 18, 2020

Amended at the Annual General Meeting of October 18, 2020