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# Kingston Association of Museums, Art Galleries and Historic Sites Inc.

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## CONSTITUTION

Final Document April 18, 2011 Proposed by Ed Grenda, Kevin Fox, Mark Badham, Jack Pike, Paul Robertson Constitution Committee.

Motion to accept the Constitution Paul Banfield, Queens University Archives. Seconded by Caroline Petznick, MacLachlan Woodworking Museum. CARRIED. April 26, 2011.

*Amended:* Special General Meeting, 25 September 2012. Moved by Kevin Fox, Individual Member, Seconded by Annette Gillis, Military Communications & Electronics Museum. CARRIED

*Amended:* Special General Meeting, 24 June 2014. Moved by Kevin Fox, Individual Member, seconded by Dave St. Onge, Canada's Penitentiary Museum. CARRIED

**KINGSTON ASSOCIATION OF MUSEUMS,  
ART GALLERIES, AND HISTORIC SITES, INC.**

**CONSTITUTION**

**ARTICLE 1: NAME**

- (a) The name of this organization shall be the **KINGSTON ASSOCIATION OF MUSEUMS, ART GALLERIES, AND HISTORIC SITES, INC.**, hereinafter referred to as the Association.

**ARTICLE 2: OBJECTS**

- (a) To facilitate public understanding, appreciation, and enjoyment of the natural and cultural heritage of Kingston and the surrounding area;
- (b) To promote public awareness and support for the role of museums, art galleries, and historic sites in Kingston and the surrounding area;
- (c) To work on special projects, staff development, publications, advertisements, promotions, and matters which affect museums, art galleries, and historic sites in Kingston and the surrounding area;
- (d) To provide information and assistance to other groups and individuals on matters which concern museums, art galleries, and historic sites in Kingston and surrounding area.

**ARTICLE 3: HEAD OFFICE**

- (a) The head office of the Association shall be located in the City of Kingston in the Province of Ontario.

**ARTICLE 4: ORGANIZATION**

- (a) The Association shall be composed of Members as hereinafter set out and it shall be managed by a Board of Directors.

## **ARTICLE 5: MEMBERSHIP**

- (a) The Association shall have three categories of Members: Institutional, Individual and Associate.
- (b) Institutional Membership:
  - (i) An Institutional Member shall be a museum or art gallery or a historic site in Kingston and the surrounding area that is recognized by the Association.
  - (ii) The Institutional Membership criteria for recognition by the Association shall be as follows:
    - (i) An incorporated not-for-profit organization; or an agency/department of an incorporated organization; or a department or agency of a government (municipal, provincial, or federal);
    - (iii) The Institutional Member shall designate, annually, an individual who shall act on its behalf in respect to the affairs of the Association. There shall be no personal annual membership fee levied in respect to this individual.
- (c) Individual Membership:
  - (i) An Individual Membership shall be available to an individual who is sympathetic to the Objects of the Association and is recognized by the Association.
- (d) Associate Membership:
  - (i) An Associate Member shall be a group or organization in Kingston and the surrounding area, which is sympathetic to the Objects of the Association.
  - (ii) The Associate Member shall designate, annually, an individual who shall act on its behalf in respect to the affairs of the Association. There shall be no personal annual membership fee levied in respect to this individual.
- (e) Membership Fees shall be recommended by the Board of Directors of the Association and approved by the Membership at the Annual General Meeting of the Association.
- (f) A Member shall be considered to be in good standing when the Membership Fee for that Membership year has been submitted to the Association.
- (g) A Member not in good standing shall not be permitted to vote at General Meetings and partake of the Association's services and privileges until the Membership Fee is paid.

## **ARTICLE 6: MEMBERSHIP YEAR**

- (a) The Membership year of the Association shall commence on January 1 and conclude on December 31 of each year.

## **ARTICLE 7: FISCAL YEAR**

- (a) The fiscal year of the Association shall commence on January 1 and conclude on December 31 of each year.

## **ARTICLE 8: BOARD OF DIRECTORS**

- (a) The business of the Association shall be conducted by a Board of Directors consisting of nine (9) Directors.
- (b) A vacancy on the Board of Directors shall occur on the death of a Director, or by the resignation of a Director accepted by the Board of Directors.
- (c) A vacancy on the Board of Directors shall occur when a Director is absent from the meetings of the Board of Directors without special leave of absence from, or reason deemed satisfactory to the Board of Directors.
- (d) All members of the Board of Directors shall abide by the Association's Policy and Guidelines on Conflicts of Interest as approved from time to time by the Board of Directors.
- (e) Those Directors who are not members of the Executive Committee shall have powers and duties as assigned by the Board of Directors of the Association.
- (f) Each Director shall be elected for a one year term.

## **ARTICLE 9: EXECUTIVE COMMITTEE**

- (a) The Executive Committee of the Association shall consist of the President, Vice President, Secretary, Treasurer, and Past President. These positions may be referred to as Executive Officers.
- (b) The President shall be elected annually from and by the Board of Directors at the first Board of Director's meeting following the Annual General Meeting of the Association.

- (c) The President shall preside at all Board and General Meetings.
- (d) The President shall have a casting vote at all meetings of the Board of Directors.
- (e) The Vice President shall be elected annually from and by the Board of Directors at the first Board of Director' s meeting following the Annual General Meeting.
- (f) The Vice President shall carry out the duties of the President when the President is absent or is unable to preside.
- (g) The Secretary shall be elected annually from and by the Board of Directors at the first Board of Directors meeting following the Annual General Meeting and shall be responsible for the corporate affairs of the Association.
- (h) The Treasurer shall be elected annually from and by the Board of Directors at the first Board of Directors meeting following the Annual General Meeting and shall be responsible for the financial affairs of the Association.
- (i) The Past President shall automatically be the President who immediately preceded the current elected President. If, however, the Past President is unwilling or unable to serve in this capacity, the Association shall operate without the position for that year or may appoint a previous Past President to serve in the position of Past President.
- (j) The Past President shall normally chair the Nominating Committee of the Association.
- (k) An individual occupying an Executive position shall serve, no more than, three consecutive one year terms in that position unless the term limit is waived by the membership of the Association at an Annual General Meeting.
- (l) The Executive Committee shall possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of the Association between meetings of the Board of Directors.

## **ARTICLE 10: RULES OF ORDER**

- (a) Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this constitution.

## **ARTICLE 11: MEETINGS OF THE BOARD OF DIRECTORS**

- (a) The Board of Directors shall meet not less than four (4) times a year.
- (b) A quorum shall be a majority of the Board of Directors.

## **ARTICLE 12: VOTING**

- (a) At all meetings of the Board of Directors, each Director shall have one (1) vote.

## **ARTICLE 13: GENERAL MEETINGS**

- (a) **Annual General Meeting:** The Annual General Meeting of the Association shall be held each year during the month of February.
- (b) **Special General Meeting:** A Special General Meeting of the Membership may be called by the Board of Directors by its own motion or by a signed petition of not less than ten (10) Members specifying the items of business to be conducted at the Special General Meeting.
- (c) Each Member shall be sent, by traditional mail or electronic mail, a written notice fourteen (14) days in advance of a General Meeting stating the date, time, location, and order of business.
- (d) Ten (10) voting Members shall form a quorum at all General Meetings of the Association.
- (e) The business set out in the call for a Special General Meeting shall be considered.
- (f) **Occasional General Meeting:** The Association may hold Occasional General Meetings of a consultative and informational character in which views and/or recommendations can be exchanged between Members and the Board of Directors.

- (i) These meetings shall normally take place at an Institutional Member's Site and shall be hosted and chaired by a representative of that institution.

#### **ARTICLE 14: AMENDMENTS TO THE CONSTITUTION**

- (a) All Members in good standing may submit written proposed amendments to the constitution to the Board of Directors in twenty-one (21) days prior to an Annual or Special General Meeting of the Association.
- (b) All Members shall be sent these written proposed amendments at least fourteen (14) days prior to an Annual or Special General Meeting of the Association.
- (c) Amendments shall become effective upon attaining a two-thirds (2/3) majority of the votes cast by Members at an Annual or Special General Meeting.

#### **ARTICLE 15: COMMITTEES**

- (a) The Board shall form a committee as it deems necessary.
- (b) The President shall be an ex officio member of all committees, except any nominating committee.
- (c) At meetings of a committee, a majority of members shall form a quorum.

#### **ARTICLE 16: NOMINATING COMMITTEE**

- (a) The Nominating Committee shall consist of three (3) persons: (i) the Immediate Past President who shall normally assume the Chair or a person designated by the Board of Directors to be the Chair and (ii) two (2) Committee members who represent Members or (iii) Board members who are retiring at the next Annual General Meeting or (iv) a combination of members from (ii) and (iii) above.
- (b) A call for nominations shall be made in writing by the Nominating Committee twenty-one (21) days prior to the Annual General Meeting.
- (c) Nominations must be submitted by the Membership to the Nominating Committee fourteen (14) days prior to the Annual General Meeting.
- (d) The Nominating Committee shall prepare a list of Nominees and send it to the Membership ten (10) days prior to the Annual General Meeting.
- (e) Nominations shall be accepted during the fourteen (14) day period prior to the Annual General Meeting only if there are vacancies on the list of Nominees.

## **ARTICLE 17: AFFILIATION**

- (a) The Association may maintain affiliations with other organizations if the Board of Directors or Membership deems that such affiliations will promote the objects of the Association.

## **ARTICLE 18: APPOINTMENT OF AUDITORS AND ANNUAL REPORTS**

- (a) Appointment of recommended auditors shall be approved by the Membership at the Annual General Meeting.
- (b) At each Annual General Meeting each Executive Officer shall present a written report of their activities in the affairs of the Association during the preceding year.
- (c) The Treasurer shall present a detailed statement, duly audited of the receipts and expenditures of the preceding year and of the assets and liabilities of the Association as at its last year end.

## **ARTICLE 19: REMUNERATION**

- (a) No Director shall receive remuneration for being a member of the Board of Directors. Upon approval of the Board of Directors, Directors may receive reimbursement for expenses properly incurred by them in the performance of their duties, at rates established by the Board of Directors, and upon submission of signed claims supported by appropriate receipts.

## **ARTICLE 20: NON-BUDGET DISBURSEMENTS**

- (a) The Officers of the Association shall approve the disbursement of funds not noted in the approved budget, with the knowledge that the delay required to gain consent of the Board of Directors would be detrimental to the Association's business and that such funds are available within the assets of the Association without any effect upon an approved budget. Such a disbursement shall not exceed \$2000.00 and shall be disclosed in a report to the Board of Directors at its next meeting.



## **ARTICLE 21: INDEMNITIES**

- (a) The Directors and Officers of the Association acting in good faith shall be indemnified and save harmless out of the assets of the Association from and against any and all costs, charges, and expenses sustained or incurred arising from any and all action or claims advanced against them in connection with actions taken on behalf of the Association in the capacity of officer or director. The Board of Directors may obtain at the expense of the Association such Director' s or Officer' s liability insurance as may appear prudent.

## **ARTICLE 22: DISSOLUTION**

- (a) If the Association chooses to dissolve, for whatever cause, all obligations and liabilities must first be properly attended to.
- (b) The remaining assets, if any, shall be given to an incorporated not-for-profit heritage organization in Kingston and the surrounding area to be determined by the Membership by majority vote at a General Meeting held for this purpose.