

# ART GALLERY OF NORTHUMBERLAND

## BY-LAWS

July 2020

**Definitions:** In this by-law, unless specified otherwise:

- **Act** means the Ontario Corporations Act RSO 1990, c. C-38 as amended.
- **AGN** means the Art Gallery of Northumberland;
- **AGM** means the Annual General Meeting of the AGN;
- **Board** means Board of Directors of the AGN;
- **Corporation** means the AGN set up under Letters Patent;
- **Member** means a Member in good standing of the Corporation, the AGN;
- **Member of the Board** means a member of the Board of Directors;
- **Northumberland** means the 7 municipalities of Northumberland County including the town of Cobourg, the municipality of Port Hope, the municipality of Trent Hills, the municipality of Brighton, the township of Hamilton, the township of Alnwick/Haldimand and the township of Cramahe;
- **Officer** means the Officers of the AGN namely the President, Vice-President, Past President, Secretary and Treasurer;
- **President** means the elected President of the AGN and Chair of the Board of Directors;

**Headings** added to the by-law are for convenience of reference, clarity and organization and in no way affect the interpretation of the by-law.

### **By-law I - Governing Body and Duties**

#### **1. Board of Directors**

- a. **Composition:** The Board consists of 11 elected Members, one Councillor appointed by the Town of Cobourg for the length of their term of Council, and a position to be held for a Member appointed by another Northumberland Municipality and accepted by the Board in its sole discretion. Each elected Member of the Board must be a Member in good standing of the Corporation.
- b. **Term of Office:** All terms of office are for 3 years, and at every AGM one third (1/3) of the terms are up for election. Each Member of the Board may hold office for a total of six years.
- c. **Re-election:** A Member of the Board may be elected for consecutive terms that total 6 years and after they have served for 6 consecutive years, they may be re-elected after a "waiting period" of three years.

- d. **Ratification:** The full slate of the Board of Directors shall be ratified at each AGM.
- e. **Vacancies:** Provided the Board has a quorum of 2/5, vacancies on the Board may be filled from among the Members of the AGN by a motion of the Board of Directors, to hold office until the next AGM, at which time they are elected to fill the balance of that term. If the Board does not have the required 2/5 quorum to fill a vacancy, the remaining Directors shall call a meeting of the Members of the AGN to hold an election to fill the vacancies. If the number of Board of Directors is increased between terms, the new positions are deemed vacant.
- f. **Absences:** Board Members who, without reasonable cause and advance notice to the President, are absent from three consecutive regular meetings or who attend fewer than 75% of the regularly scheduled meetings in a year, may be asked to resign from the Board by resolution of the Board.
- g. **Removal of Board Member:** The Members of the AGN may remove any Member of the Board by resolution passed by at least 2/3 of the votes cast at a meeting of Members called for that purpose, provided legal notice with the agenda has been sent to all Members at least 15 days before the meeting. At that meeting, the Members may elect, by a majority of votes, any Member to serve the balance of the term of the removed Member of the Board.
- h. **Remuneration:** The Members of the Board shall receive no remuneration for serving on the Board.

## 2. Executive Committee

- a. The Executive Committee shall consist of the President, Vice-president, Corporate Secretary, and Treasurer and, subject to the terms of section 7.a, the Past President.
- b. The Executive Director is an Ex-officio Member.
- c. All recommendations respecting major issues made by the Executive Committee must be ratified by the Board. Minutes of any Executive meeting will be made available to the Board on the Board Portal, or the President shall orally give an Executive Committee report at the next regular meeting of the Board.

## 3. Duties of the President

The President shall:

- a. on behalf of the Board and at its direction, oversee the management of the affairs of the Corporation;
- b. act as the Chair of the Board and preside at all meetings of the Board, the Executive Committee and the Members of the AGN;
- c. in consultation with the Executive Director set the agenda for all meetings of the Members, the Board, and the Executive Committee.
- d. The President and/or the Corporate Secretary, or another Member of the Board designated by the Board shall sign the by-laws and official minutes of the Board and all necessary and required documents.
- e. During the absence of the President, the duties and powers of the President shall be exercised by the Vice-President and if unavailable, another Member of the Board appointed by the Board.

#### **4. Duties of the Executive Director**

The Executive Director shall:

- a. be responsible to the Board and report directly through the President;
- b. be responsible for the general management and supervision of the day to day affairs and operations of the AGN, including supervision and direction of all staff, whether employed or volunteer;
- c. be an Ex-officio Member of the Board, the Executive Committee, the Acquisitions Committee, and the Finance and Audit Committee;
- d. perform the duties outlined in their formal job description.

#### **5. Duties of the Corporate Secretary**

The Corporate Secretary shall:

- a. attend all meetings of the Board and Executive Committee;
- b. record minutes of all proceedings if a recording secretary is not available;
- c. sign any legal documents as required; and
- d. perform other duties as may be from time to time determined by the Board.

#### **6. Duties of the Treasurer**

The Treasurer shall:

- a. monitor all receipts and disbursements of funds for the AGN;
- b. provide a financial status report at each regular Board meeting and an annual audited statement to the Board and to the Members of the AGN;
- c. sign all Charitable Donation Receipts;
- d. be a signing officer for all financial documents;
- e. unless the Board has appointed a committee for this purpose, annually review the insurance policies, the amount of the insurance and the potential pay-out provisions; and
- f. perform other duties as may from time to time be determined by the Board.

#### **7. Duties of the Past President**

- a. If the Past President is no longer a duly elected Member of the Board, they act as an advisor and non-voting Member of the Executive until the AGM following the AGM when they left office.
- b. If the Past President is a duly elected Member of the Board, they retain full voting rights in the Executive Committee and on the Board.

#### **8. Duties of Other Members of the Board**

The duties of all other Members of the Board shall be assigned by the Board of Directors in consultation with the Member of the Board.

## **9. Standing Committees**

- a. Executive Committee
- b. Finance & Audit Committee
- c. Nominations Committee
- d. Acquisitions Committee

## **10. Task Force Committees**

- a. The Board may create one or more Committees of the Board, and may delegate to the committee specific duties and any powers of the Board, subject to any rules and regulations imposed from time to time by the Board.
- b. Each Committee of the Board shall develop and function in accordance with its respective objectives and regulations incorporating such Terms of Reference as may be established and approved by the Board, and in accordance with the By-Laws.
- c. There shall be a minimum of one Member of the Board on each Committee, and each Member of the Board shall agree to sit on at least one Committee.
- d. Each Committee reports to the Board of Directors and any major decisions must be ratified by the Board.

## **By-law II - Meetings of the Board of Directors**

- 1. A quorum** at a Meeting of the Board shall be a majority of the sitting Members of the Board.
- 2. Attendance:** Members of the Board may attend meetings in person or by electronic means, as approved by the Board. Meetings held electronically shall be held with concurrent participation.
- 3. Time and Place:** The Board may hold its meetings at such time and place as it may from time to time determine.
- 4. Notice** of the next meeting of the Board shall be announced as the last agenda item of any meeting and noted in the formal minutes of the meeting.
- 5. Ratification of Executive Committee:** Decisions made by the Executive Committee must be ratified by the Board at the next regular meeting of the Board unless the authority to make a final decision has been delegated by the Board.
- 6. Notice of Motion:** Any motion dealing with a major policy issue or amendment to a major policy issue, as determined by the President, shall be distributed to the Members of the Board, or published on the Board Portal, at least 5 days before the next scheduled meeting, barring which the motion may be tabled as a Notice of Motion only, unless a quorum of the Board waives the requirement for notice.

7. **Special or emergency Board meetings** may be called only by the President at the request of any Member of the Board and notice of the meeting shall be sent to each Member of the Board not less than five days before the requested meeting. The statutory declaration by the President that notice has been given shall be sufficient evidence of notice.
8. **Waiving Notice:** In extremely extenuating circumstances, the President may call a meeting with shorter notice, in consultation with Members of the Board. The reason for the special meeting shall be provided by the President.
9. **Meeting after the AGM:** A meeting of the Members of the Board shall be called by the President immediately following the AGM in order to:
  - i. discuss any issues raised at the AGM requiring prompt action.
  - ii. elect the Officers for the coming year.
10. **An error or omission** in giving notice of meeting shall not invalidate the meeting or any action taken at that meeting, provided the Members of the Board waive notice of meeting.
11. **Motions:** Questions and Motions that arise shall be decided by a majority of votes cast. If a Member of the Board requests, a vote shall be taken by ballot. The President, or Chair, is entitled to vote only if there is a tie. A declaration by the Chair that a resolution is carried and an entry to that effect in the minutes is prima facie proof of the motion without proof of the number or proportion of the votes recorded.
12. **Adjourned Meetings:** Any meeting of the Board may be adjourned from time to time and business at the adjourned meeting shall be transacted as it might have been at the original meeting that was adjourned. No notice and no quorum shall be required.

### **By-law III - Responsibilities of the Board**

1. The Board is empowered to act in the name of the AGN to administer the affairs of the Corporation and to enter into any lawful contracts and to exercise all the powers and do all other acts and things that the Corporation is authorized to do in its Letters Patent.
2. The Board is empowered to purchase, lease, acquire, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest owned by the Corporation, for such consideration and upon such terms and conditions as the Board deems advisable and appropriate.
3. The Board may delegate any of its rights, responsibilities and powers to Board Committees which shall function within any reasonable requests or regulations approved by the Board.

4. The Board, by delegation of its authority to the Executive Director, shall ensure that all books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are maintained regularly and properly.
5. The Board shall hold in public trust the AGN's existing and future Permanent Collection in accordance with the highest standards of professional practice and in compliance with the Act and all pertinent Statutes, Regulations and By-Laws.

#### **By-law IV - Donations and Gifts**

1. Art with its archival supporting materials and other relevant artistic and cultural items which are offered as donations or gifts to the AGN may be accepted according to the policies and procedures outlined in the Collections Management Policy.
2. Charitable donation receipts shall be issued in accordance with the regulations of Canada Revenue Agency.

#### **By-law V – Financial**

1. **Fiscal Year:** Unless otherwise determined by the Board, the fiscal year of the Corporation shall be **January 1 to December 31** in each year.
2. **Contracts:**
  - a. Unless the Board directs otherwise, in the ordinary course of the Corporation's operations, the Executive Director may enter into contracts on behalf of the Corporation, provided there is provision in the budget for the relevant expenditures.
  - b. Any Member of the Board may enter into contracts or agreements, on behalf of the Corporation after authorization by resolution of the Board.
3. **Securities:** The President, Executive Director, Treasurer, Corporate Secretary or any Member of the Board designated by the Board by resolution, may accept on behalf of the Corporation any transfer of shares, bonds or other securities, and may execute and deliver any and all instruments in writing that are necessary or proper for this purpose, including the appointment of an attorney or attorneys. The Board of Directors may at any time by resolution direct the manner in which the instruments will be executed.
4. **Safekeeping:** The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board.
5. **Borrowing:** The Board may from time to time borrow money on the credit of the Corporation; or issue, sell or pledge securities of the Corporation; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, goodwill and intellectual property, but excluding all items held in

the Permanent Collection, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

## **6. Signing Officers**

- a. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the Executive Director and the President, or any person or persons designated by the Board from time to time by resolution of the Board.
- b. All cheques, bills of exchange, or other orders for the payment of money must have two signatures, signed by the Treasurer, the Executive Director, the President or any person or persons designated by the Board from time to time by resolution of the Board.
- c. All charitable receipts will be signed by the Treasurer.
- d. Pre-signed cheques, notes, receipts, deposits, and any other similar financial documents are prohibited.

## **By-law VI - Indemnity of Board Members, Director, Officers and Others**

### **1. Liability:** No Member of the Board, Director, officer, employee, volunteer, or Member of any committee of the AGN shall be liable:

- a. for the acts, receipts, neglects or defaults of any other officer, or Member of the Board,
- b. for any loss, damage or expense happening to the AGN through the deficiency of title to any property acquired by the Board for or on behalf of the AGN, or
- c. the deficiency of any security in or upon which any of the monies of the AGN shall be invested, or
- d. for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom any monies, securities or effects of the AGN shall be deposited, or
- e. for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any monies, securities or other assets belonging to the AGN, or
- f. for any loss occasioned by any error of judgment or oversight on his or her part, or
- g. for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her office or in relation thereto,

unless the same shall happen by failure to exercise the powers and to discharge the duties of his or her office honestly, and in good faith with a view to the best interests of the AGN, or by the failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **2. Good Faith:** Subject to the foregoing, the Board and the Officers may rely upon the accuracy of any statement or report prepared by the AGN's auditors and any other qualified person engaged or hired by the AGN, and shall not be responsible or held liable while acting in good faith upon such statement or report.

3. **Indemnity:** The AGN shall indemnify and save harmless to the full extent permitted by law, all past, present and future Members of the Board, Officers, and Members of the AGN and their estates, estate trustees, heirs, and personal legal representatives against:
  - a. any liability arising in any actions of any nature brought against him or her, concerning any act, made or permitted by him or her, in or about the execution of the duties of office, and
  - b. all costs incurred for actions, to which he or she is or may be made a party, by reason of being or having been a Member of the Board, Officer or Member of any Committee.The foregoing is null and void if the AGN establishes that he or she has not acted honestly and in good faith.
4. **Insurance:**
  - a. The AGN shall purchase and maintain adequate insurance for the benefit of Members of the Board, Executive Director, and Officers, against any liability incurred by them in their capacities as Member of the Board, Executive Director, and Officers of the AGN.
  - b. The AGN shall purchase and maintain appropriate and adequate insurance for the protection of all chattels and assets of the Corporation, and especially including all collections, permanent, borrowed or on loan to the AGN, and shall ensure that up-to-date professional appraisals reflect current values of the collections.
  - c. The Board shall request from the Treasurer, or from the Finance Committee, an annual review of the insurance policies, considering the recommendations of the insurance broker and appraisers regarding the amount of the insurance and the potential pay- out provisions.

## **By-law VII - Members**

1. **The Members** of the AGN shall be the original applicants for incorporation of the AGN, any person who has paid the annual Membership fee for the AGN, and any person, group, association or corporation that the Board of Directors, from time to time, admits to membership to further the objects of the AGN.
2. **Rights:** Each Member shall be entitled to receive notice of and to attend all meetings of Members and shall be entitled to one vote on any vote taken at any meeting of Members.
3. **Term of Membership:** Membership is not transferable and a Member who does not renew their membership by paying the annual dues ceases to be a Member.
4. **Resignation:** Members may resign at any time by resignation in writing and they shall remain liable for payment of any assessment or other sum levied which was payable prior to resignation.
5. **Re-application:** A former Member of the Corporation becomes a Member in good standing upon payment of dues.



6. **Dues:** The Board of Directors shall from time to time determine the fee for membership to the AGN and all contributions of that amount or more shall be considered a paid up membership for that year. Members shall be notified of dues payable, and if dues are not paid within 30 days of notice, membership ceases and will be re-instated when the dues are received.

### **By-law VIII - AGM and Other Meetings of the Members**

1. **Time and Place:** Meetings of the Members shall be held at the head office of the Corporation or elsewhere in Northumberland County, and shall be held on a date, time and place as the Board shall determine, provided that the Annual General Meeting shall be held within six months of the AGN's fiscal year-end and not more than 15 months after the last preceding Annual Meeting. Under unusual circumstances the six-month period may be extended by the Board provided the Government of Ontario has extended the required time frame.
2. **Electronic Meetings:** A meeting of the Members may be held by electronic means, provided that participation is concurrent and provided that instructions on how to participate is sent with Notice of Meeting to all Members.
3. **Calling of Meeting:** The Board of Directors or the President may call a meeting of the Members of the Corporation at any time.
4. **Notice of Meeting** shall be sent to all Members no later than 15 days before the date of the scheduled meeting, and shall include the date, time and place of the meeting, and the agenda with supporting documents. Notice to be sent by email, or if email is not available, by posted mail.
5. **A quorum** for the transaction of business at any general meeting of Members shall be a minimum of 15, in person or by proxy, unless the Act requires a higher number of votes.
6. **Votes:** At any and all meetings of the Members, every motion shall be decided by a majority of the votes of the Members present in person or by proxy, unless the Act requires a greater plurality.
7. **Errors and Omissions:** An error or omission in giving notice of any meeting of Members shall not invalidate the meeting or void any proceedings at the meeting provided the requirement of notice is waived. Any Member may at any time waive the requirement of notice of meeting.
8. **Address of Notice:** Notice of meetings to any Member shall be the last email address, or postal address recorded on the books of the Corporation.

## 9. Annual General Meeting

- a. **Chair:** The President shall act as Chair of the Meeting.
- b. **Agenda:** At each AGM, in addition to any other business that may be transacted, the Reports of the President, Executive Director, Committee Chairs, and the Treasurer's Financial Statement including the Auditor's Report shall be presented and copies made available.
- c. **Questions:** Members shall have the right to ask questions of clarification from each presenter of the reports.
- d. **Auditor:** At every AGM, the Members shall appoint the auditor.
- e. **New Business:** Any Member has the right to present information or to make inquiries as part of New Business.
- f. **Motions:** Only business that is on the agenda and that has background information available may be placed to a vote at a meeting of Members.

## By-law IX – Elections

1. At every AGM, the Nominations Committee will present nominees for the vacant positions on the Board of Directors.
2. There shall be a call for nominations from the floor.
3. The election of the Members of the Board or of the slate of candidates may be by a show of hands *en bloc* unless the number of candidates put forward is greater than the number of positions to be filled.
4. A Member may request a ballot by formal motion, seconded and voted upon. If the motion is rejected, the election of the Members of the Board shall be by show of hands.
5. A vote, if required, shall be taken with individual blank ballots distributed and the election will be by write-in names. A simple majority of submitted votes will suffice to elect each Board Member.
6. The President will call a recess during the counting of ballots.
7. The Nominations Committee will act as scrutineers or any two Members present may act as scrutineers in their place.
8. The procedure for a written ballot shall be explained to the Members at the meeting before any ballot vote is taken.
9. The incumbent Board and Officers shall hold office until the new Board is ratified by the Members.

## By-law X - Code of Conduct

1. **Decorum:** Members of the Board shall at all times act with decorum and be respectful of each other, the AGN staff, the Members, and the general public.
2. **Professional Conduct:** Each Member of the Board shall adhere to and practice the highest standards of ethical and professional conduct.
3. **Board Solidarity:** Although a Member of the Board may comment on or disagree with any topic, issue, or direction taken by the Board within a meeting of the Board, once a decision is made by the Board, any and all comments made outside the confines of the meetings should be supportive and not undermine the credibility and reputation of the AGN.
4. **Courtesy:** Within the Board, any comments or disagreements with a decision taken must retain constructive content and avoid any disparagement of a Member of the Board, or group of Members.
5. **Spokesperson:** The President or the Executive Director shall be the sole spokesperson in any cases of reports to the media, public comment, and public presentations. The President may delegate this responsibility, as circumstances dictate or as the occasion may arise.
6. **Compliance:** Members of the Board shall comply with the AGN's By-laws, as well as with the provisions of the Municipal Conflict of Interest Act, the Municipal Freedom of Information and Protection of Privacy Act, and all other pertinent Federal, Provincial and Municipal Acts and Regulations. In cases of doubt or if there is any question, reference should be made to the appropriate Act by the individual potentially affected.
7. **Criminal Record Check:** Each member of the Board shall apply for a Criminal Record Check and the AGN shall hold the results in the office and in the strictest confidence.
8. **Conflict of Interest:** Conflict of interest occurs if a Member of the Board participates in a discussion, which may result in direct or indirect benefit to them or to anyone who has a close personal relationship to them. The possibility of any conflict of interest must be declared at the beginning of a meeting of the Board, and during the discussion, any individual in possible conflict must excuse themselves from the meeting. In the case of conflicts arising under contracts or proposed contracts, section 71 of the Act applies."

## **By-law XI - Public Accessibility and Confidentiality**

1. All Meetings of Members are open to the public.
2. Meetings of the Board are closed to the public if the agenda involves:
  - a. unaudited financial statements;
  - b. the possible acquisition or disposition of property, including the Permanent Collection;
  - c. the security of the property of the AGN;
  - d. issues as to identifiable staff;
  - e. agreements or contracts with providers of goods or services;
  - f. legal advice and litigation;
  - g. the disclosure of intimate, personal or financial information with respect to any AGN personnel, prospective Board Member, or a client of the AGN;
  - h. sensitive information the disclosure of which can prejudice the interests of the organization or certain third parties.
3. Minutes of all Meetings of the Board are public provided the Board has accepted the minutes and any discussion of sensitive issues is removed, with only final decisions published.
4. Any Board meeting may move in camera, with only the elected Members of the Board present if the discussion concerns the Executive Director or with only the Executive Director and the elected Members present if the discussion concerns the AGN's relationship with any Municipality of Northumberland County.
5. Minutes of in camera meetings will be taken and held sealed in the minute book. A motion arising from discussions at an in camera meeting may be made at the continuation of the full meeting, but with no further discussion.

## **By-law XII - Amendments to the By-laws**

1. Amendments to the By-laws shall be approved by Members of the Corporation at the Annual General Meeting, or at a Special Meeting of Members called for that purpose by the Board.
2. Any and all such amendments to the By-laws shall be approved by a vote of two-thirds of the Members present, provided that a Notice of Motion of Amendments was given at least 15 days prior to the meeting and provided that there is a quorum.
3. Amendments shall be presented *en bloc*, but a Member may request that a specific proposed amendment or amendments be voted on separately.
4. The request shall be in the form of a motion, duly seconded, with a vote by show of hands, which shall govern.

5. Amendments to the By-laws may be made from time to time by the Board and ratified by the Members at the subsequent Annual General Meeting, or at a Special Meeting of Members called by the Board for that purpose. During the interim period, the Board may follow the new proposed by-law but they must discard it if the Members do not ratify.

Accepted by the Board for presentation to the Members:                      Date \_\_\_\_\_

Passed by the Members:              Date \_\_\_\_\_

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary