

CRANBERRY PORTAGE HERITAGE MUSEUM CONSTITUTION

ARTICLE I – NAME

1.01 The organization shall be called the Cranberry Portage Heritage Museum Corporation, and shall hereafter be referred to as the “Museum”.

LOGO

1.02 The official Logos to be used on the letter heads or other correspondence sent or produced on behalf of the Cranberry Portage Heritage Museum (CPHM) shall be either or both (as appropriate) of the images as depicted in Article 1:02 Logo of the CPHM Constitution.



ARTICLE II –MANDATE

2.01 The Museum shall promote the protection and preservation of objects, specimens, records, sites and other artifacts of significance to the natural history and human history of Cranberry Portage and the immediate outlying area.

ARTICLE III – STATEMENT OF PURPOSE

3.01 To manage and preserve the collection of heritage objects that best illustrate the historical development of the community of Cranberry Portage.

3.02 To manage and preserve the collection of heritage objects that best illustrate the historical development of immediate outlying historical sites relevant to Cranberry Portage.

3.03 *To acknowledge the historical presence of indigenous people, to collect, preserve, document and study the history of all contributing peoples of Cranberry Portage and surrounding area including the collection, preservation & the accounts of the Aboriginal people who first used "Cranberry Carrying Place" in their travels*

3.04 To collect, preserve, document and study the history of the buildings of Cranberry Portage.

3.05 To identify, collect, preserve, document and study the historical records or objects from the Village of Cranberry Portage including the historical sites in the immediate vicinity that are relevant to the history of Cranberry Portage.

3.06 To maximize the educational use of and enjoyment of the collection by the public with emphasis placed on an active role of the museum in pertinent school programming.

3.07 To promote heritage preservation and help educate collectors within the community regarding the importance of keeping heritage and historical objects or the information about them within the community.

ARTICLE IV – MEMBERSHIP

4.01 The membership in the Museum shall be open to all persons interested in furthering the aims of the Museum.

4.02 Any eligible person desiring to become a member if the Museum shall make application in such form as the Board of Trustees of the Museum may require.

4.03 The Board of Trustees shall have the right to accept any application for membership or reject same for good and sufficient reason.

4.04 An application for membership rejected by the Board of Trustees may be appealed in writing to the Standing Committee for membership. Failing satisfactory resolution the Standing Committee will then convene a special general membership meeting where the rejected application for membership will

be put to a vote. The President will determine manner of vote. Membership will be accepted or rejected by a majority vote and will be final and binding.

4.05 Upon admission to membership and upon payment of the prescribed fee each member shall be provided with a suitable certificate attesting his/ her membership. Fees for various categories of members shall be decided from time to time at the annual general meeting.

4.06 Membership in the Museum shall not be assignable.

4.07 The Museum shall have three membership categories:

A. Regular Membership – Bylaws, Article I.

B. Associative Membership – Bylaws, Article III.

C. Honorary Life Membership – Bylaws, Article II.

4.08 The Regular Membership of the Museum shall be composed of four classes:

A. Individual – Bylaws, Article I, 1.03A.

B. Family – Bylaws, Article I, 1.03 B.

C. Student – Bylaws, Article I, 1.03C.

D. Institute - Educational and Legislative – Bylaws, Article I, 1.03 D.

ARTICLE V – FEES

5.01 Eligible members can confirm their membership by paying the required membership fees.

5.02 The amount of the membership fee is to be determined annually at the Annual General meeting of the Museum.

5.03 The fees shall be due in accordance with Bylaws, Article VIII, 8.08.

5.04 Any member of the Museum who is in arrears will not have voting privileges until his/her membership has been paid in full.

5.05 Any member wishing to resign will be asked to provide a letter of resignation addressed to the Executive. In the case of resignation, a member shall remain liable for payment of any dues, donation or assessment which became payable to the Museum prior to date of said letter.

5.06 With the exception of Honorary Life memberships all memberships have a term of one year.

5.07 Any membership that has expired beyond one year will require an application as a new member.

ARTICLE VI – FISCAL AFFAIRS AND AUDITS

6.01 The fiscal year of the Museum shall end on the 31st of March.

6.02 After the close of each fiscal year of the Museum, a review of the financial transactions for the preceding year will be conducted by a competent individual to be chosen by the Museum Executive and who shall not be a member of said Executive. The treasurer shall make a report of the review to the Executive and to the Museum general membership present at the annual general meeting.

6.03 All funds shall be deposited in a financial institution designated by the Museum in the name and credit of the Museum. The account maintained shall be in the name of the Cranberry Portage Heritage Museum Corporation.

6.04 At any meeting of the Museum on any motion or question involving financial arrangements or transactions of the Museum, including the fixing of the amount of annual fees, voting shall be limited to Regular and Honorary members only.

ARTICLE VII – BOARD OF TRUSTEES (EXECUTIVE)

7.01 The affairs of the Museum shall be managed by a Board of Trustees, hereafter referred to as the Executive, consisting of seven (7) members; the President (Chairperson), Vice-President, Secretary, Treasurer, Public Relations Officer, Curator, Museum Maintenance Officer.

7.02 Election of the officers, President, Vice-President, Secretary, Treasurer, Public Relations Officer, and Museum Maintenance Officer will take place at the Annual General meeting. The Past President shall automatically retain his/her seat on the Executive for two (2) years.

7.03 The Curator and the Museum Director shall be appointed positions.

7.04 So long as a quorum of Executive members remains in office, any vacancy by death, disability, resignation or other cause occurring in the Executive may be filled for the interim by Executive appointment until such time as elections can be held at the next regularly scheduled Annual General meeting.

7.05 An officer of the Executive must present his or her resignation from the Executive in writing at a meeting of the Executive.

7.06 Executive Member Absences

- A. An elected or appointed officer is required to advise the President of the Museum Executive (or his delegate) of his/her inability to attend prior to any regularly scheduled or special meeting.
- B. Member is responsible to ensure any outstanding report(s) or associated business appropriate with his/her office is provided in a timely manner.
- C. Report may be written or verbally presented to the Museum Executive by a qualified replacement.
- D. If in the majority opinion of the Executive the habitual absence of an Executive position is impacting the efficient and orderly conduction of Museum Affairs, the Executive reserves the right to request an explanation.
- E. The Executive also reserves the right by majority decision to refuse the absent member's justification and to subsequently declare the position vacant.
- F. The executive shall proceed to elect or appoint an interim member for the vacancy.
- G. The interim, appointment will be valid until the next scheduled annual membership meeting at which time the position will require validation by acclimation or a vote by the general Museum membership.

- 7.07 Any officer of the Museum or his/her immediate family must obtain Executive approval if he/she holds any office or position of remuneration under the Museum; or if he/she or his/her immediate family is concerned with or participates in profits of any contract with the Museum.
- 7.08 Election of officers at the Annual General Meeting shall be by secret ballot.
- 7.09 The Executive shall:
- A. Conduct the day-to-day business of the Museum.
 - B. Have leave to delegate its powers upon prior approval of the general membership.
 - C. Prepare the agenda for business meetings of the Museum.
- 7.10 The President (Chairperson):
- A. The President shall be the chief executive of the Museum.
 - B. He/she shall preside at business meetings of the Museum and of the Executive.
 - C. He/she shall prepare the agenda for the Executive Committee.
 - E. List of duties can be found in the Bylaws, Article IV, 4.03
- 7.11 Vice-President:
- A. The Vice-President in the absence or disability of the President shall exercise the powers of the President.
 - B. List of duties can be found in the Bylaws, Article IV, 4.04.
- 7.12 Secretary:
- A. The secretary shall attend all Executive Committee and Museum meetings and keep written records of all votes and minutes of the Museum.
 - B. List of duties can be found in the Bylaws, Article IV, 4.05.
- 7.13 Treasurer:
- A. The treasurer shall assume all responsibility for all funds belonging or entrusted to the Museum.
 - B. List of duties can be found in the Bylaws, Article IV, 4.06.
- 7.14 Public Relations Officer:
- A. The Public Relations Officer shall conduct all business as required by the Executive or the general membership in regard to public relations.
 - B. List of duties can be found in the Bylaws, Article IV, 4.07.
- 7.15 Curator:
- A. The Curator Officer shall deal directly with the Museum Director in the management of the collection.
 - B. List of duties can be found in the Bylaws, Article IV, 4.08.
- 7.16 The Museum Maintenance Officer.
- A. The Building Acquisition and Preservation Office shall be responsible for maintenance of existing buildings of the Museum complex.
 - B. List of duties can be found in the Bylaws, Article IV, 4.09.

ARTICLE VIII – MUSEUM DIRECTOR

- 8.01 The Museum Director may hold the office of President on the Executive.
- 8.02 This is an appointed/hired position determined by the Executive.

8.03 List of duties can be found in the Bylaws, Article IV, 4.09.

ARTICLE IX – MEETINGS

9.01 The Executive's responsibilities in regards to meetings:

- A. The Executive shall meet once a month or as required.
- B. A meeting of the Executive may be convened by the President or by any other two members of the Executive – one of which being the Secretary.
- C. At the discretion of the Executive regular scheduled meetings may be postponed for the months of July and August.
- D. The quorum to conduct business at an executive meeting will be a minimum of four (4) of the executive members.
- E. The adoption and approval of any minutes, resolutions, or bylaws, as evidenced by the signatures of the Executive members without their meeting together, shall be manifest as if those minutes, resolutions or bylaws had been adopted, passed or enacted at a formal meeting of the Executive.
- F. The Executive shall hold meetings of all members at least two (2) times a year or whenever it is deemed necessary.

9.02 Special meetings of the general membership may be convened by order of the President or by resolution of the Executive at any time. Upon receipt of a petition signed by at least ten (10) voting members, the Executive shall convene a special meeting without undue delay.

9.03 (i) The Annual General meeting shall be held at the earliest practical time between April 15th and June 1st for the purpose of the election of officers and presenting annual reports.

9.03(ii) In voting on business matters at both Executive and Museum membership meetings a majority shall carry the decision.

9.04 In voting on financial matters at Executive meetings two thirds (2/3) of the membership present must be in favor in order for the vote to carry the decision.

9.05 General Executive meetings shall be open to the Museum Membership at any time. Representation to the Board must be submitted a minimum of two days prior to a scheduled meeting in order to be included on the agenda.

9.06 The Executive may go in camera for discussion of certain matters.

9.07 At a general membership meeting in the absence of the President and Vice-President, the members present, entitled to vote, shall choose another officer as chairperson and if no other officer is present then another member may be chosen.

9.08 Every question submitted to any meeting shall be decided in the first instance by a show of hands, with the exception of elections of officers, which shall be by secret ballot.

9.09 In the case of equality of votes, the chairperson

- A. First determine the equality of the vote by either a show of hands or at a poll.

- B. In the case where an equality of vote has been verified, he/she shall cast the deciding vote.
- 9.10 At any meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by any particular majority shall be conclusive evidence of the fact.
- 9.11 If at any meeting, a poll is demanded, it shall be taken at once. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

ARTICLE X – AMENDMENTS

- 10.01 The constitution may be amended at any time providing the procedures listed herein are followed:
- A. Notice of the proposed amendment shall be advertised locally through posted notices and to entire membership via the Cranberry Portage Heritage Museum website. Notice will be a minimum of three weeks to allow membership input during/prior to its consideration at a duly constituted meeting.
 - B. The amendment must be approved by a minimum of two-thirds of the members present at a duly constituted meeting.

ARTICLE XI – SIGNING OFFICERS

- 11 For all financial transactions of the Museum, any two signatures of the following three authorized signing officers, the Treasurer the President or the Curator shall be required.
- 11.01 There will be no pre-authorization or signing of undocumented transactions.

ARTICLE XII – ELECTIONS

- 12.01 The Museum shall hold an election at the Annual General meeting for those Officers of the Executive Committee whose terms of office shall expire that year.
- 12.02 Eligibility to serve, as an officer of the Museum shall be vested in representatives in good standing from the following classification of membership: Regular and Honorary Life.
- 12.03 The Executive officers shall serve for the following lengths of term;
- A. President – Two-year term commencing at the second regular meeting of the Executive.
 - B. Vice-President – Two-year term commencing at the second regular meeting of the Executive.
 - C. Secretary – Two-year term commencing at the second regular meeting of the Executive.
 - D. Treasurer – Two-year term commencing at the second regular meeting of the Executive.
 - E. Public Relations Officer – Two-year term commencing at the second regular meeting of the Executive.

- F. Curator – This is an appointed position that shall be reviewed every two years.
- G. Building Acquisition and Preservation Officer – Two-year term commencing at the second regular meeting of the Executive.

12.04 There is no limitation as to how often a person can be reelected or reappointed to a position on the Executive.

12.05 A Nominating committee of three shall be appointed by the Executive at least one (1) month prior to the election. The Nomination committee shall submit the slate of nominees to the Executive at least two (2) weeks prior to the election.

Nominations shall be accepted from the floor at the election.

12.06 The Nominating Committee shall be charged with the responsibility of:

A. Studying the membership for leadership potential.

B. Choosing a slate of names of members who show leadership qualities and potential.

C. Approaching the above named individuals to ascertain their willingness to serve in the offices for which they are being considered

D. Presenting to the annual general meeting a slate of nominees willing to stand for office for the coming year.

12.07 The voting procedure at the Annual Meeting will be by closed vote and a majority will carry the vote.

12.08 If only one name per office has been submitted by the Nominating Committee, and there are no further nominations from the floor, the membership may move to accept the nominations report as presented and the officers so named will stand elected.

ARTICLE XIII - VOTING RIGHTS

13.01 The right to vote on Museum affairs shall be vested to all members in good standing, unless otherwise specified by the bylaws.

13.02 Each member of the Regular membership shall be entitled to one (1) vote. Family memberships entitled to one (1) voting representative.

13.03 Each Honorary member shall be entitled to one (1) vote.

13.04 Representation from the educational and legislative membership shall be entitled to two (2) votes.

ARTICLE XIV – DISSOLUTION

14.01 The Executive may, at its discretion, dissolve the Museum if its members believe that it no longer serves a purpose.

14.02 Upon the dissolution of the Corporation and after payment of all debts and liabilities, it's remaining property shall be distributed or disposed of to charities registered under the Income Tax Act in Canada.

ARTICLE XV - LIABILITY OF EXECUTIVE FOR ACTS OF OTHERS

15.01 No officer of the Executive for the time of being of the Museum shall be liable for the acts, neglects or defaults of any other officer or employee of the Museum; nor for joining in any receipts or act for conformity or for any loss, damage or expense happening to the Museum through the insufficiency or deficiency of title to any property acquired by order of the Executive of the Museum for or on behalf of the Museum. Neither for the insufficiency or deficiency of any security in or upon which any of the monies belonging to the Museum shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or fortuitous act of any person, firm or corporation with whom or which any monies, securities or effects of the Museum are entrusted. Or which may happen in the execution of the duties of his or her respective office or trust or act, default, or neglect of such officer.

ARTICLE XVI – INDEMNITIES TO OFFICERS AND OTHERS

16.01 The Executive of the Museum is hereby authorized from time to time to cause the Museum to give indemnities to any officer or other person who has undertaken or is about to undertake any liability on behalf of the Museum, or any company controlled by the Museum. Authorization to secure such officer or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Museum by way of security, and any action from time to time taken by the Executive under this paragraph shall not require approval or confirmation by the members.

ARTICLE XVII - STANDING COMMITTEE:

17.01 The Executive shall appoint such committees as it deems necessary to carry on the business of the Museum and may delegate such authority to the committee as it deems fit.

17.02 The Chairperson of the committee shall be a member of the Museum and shall be appointed by the Executive. The Executive shall decide terms of office at the time the committee is initiated.

17.03 Standing Committees shall consist of

- A. Fund-Raising Committee
- B. Finance Committee
- C. Collection Management Committee
- D. Publications Committee
- E. Public Programming and Education Committee.
- F. Historic Sites Committee.
- G. Research Committee.
- H. Nominating Committee.
- I. Membership Committee.
- J. Acquisition/Deaccession Committee.
- K. Long Range Planning Committee.

17.04 List of responsibilities for each of the standing committees can be found in the Bylaws, Article V.

ARTICLE XVIII – PUBLICATIONS

18.01 Such publications as the Museum may undertake shall be made an available to all members of the Museum and otherwise as authorized by the Executive. Other organizations or individuals desiring to obtain the publications of the Museum may obtain them upon payment. The Executive shall decide cost of the publication.

INCEPTION DOCUMENT DONE, PASSED, AND ENACTED this 19th day of May 2004.

LISTING OF LIFE TO DATE REVISIONS

Amendments: October 1, 2004 AGM RATIFIED revisions

Amendments: April 30, 2007 AGM RATIFIED revisions

Amendments: April 30, 2009 AGM RATIFIED revisions

Amendments: April 23, 2012 AGM RATIFIED revisions

Amendments: December 13, 2013 AGM RATIFIED revisions

Amendments May 5,2014 AGM RATIFIED revisions

Amendments April 29,2019 2019 AGM RATIFIED revisions