

# **National Historic Sites Alliance for Ontario**

Established 1999  
Incorporated Sept. 9, 2010

## **CONSTITUTION AND BY-LAWS**

Adopted Sept. 9, 2010

### **CONSTITUTION**

#### **Article 1**

**NAME** The name of the organization is the National Historic Sites Alliance for Ontario hereinafter referred to as the Alliance.

#### **Article 2**

**OBJECTIVES** The objectives of the Alliance are:

- To achieve a collective understanding of the meaning of designation and a commitment to achieve and maintain the commemorative integrity of National Historic Sites
- To provide a forum for communication and cooperative action among owners and managers of National Historic Sites and others (government, non-government organizations, foundations, etc.) who have an interest in these sites
- To share information, expertise and best practices in conservation, presentation, promotion, marketing and financial sustainability
- To share information on training and to provide training opportunities
- To share information on relevant government (federal, provincial, and municipal) as well as non-government programs and to provide input into the development and operation of these programs
- To increase awareness of the significance of National Historic Sites in Ontario and the system of National Historic Sites across Canada
- To create greater public awareness and understanding of heritage conservation, and to support National Historic Sites when their commemorative integrity is threatened.

#### **MISSION STATEMENT**

The National Historic Sites Alliance for Ontario promotes the commemorative integrity and value of national historic sites through cooperative action by site owners, managers and stakeholders.

The organization shall be carried on without purpose of gain for its members, and any profits or gains to the organization shall be used in promoting its objectives.

The Alliance values its founding as a collective of equals, drawing its members from both National Historic Sites operated by others and from National Historic Sites operated by Parks Canada.

### **Article 3**

**MEMBERSHIP** Membership in the Alliance shall be open to all owners and managers of designated national historic sites in Ontario and to stakeholders whose primary purpose is to conserve and present the rich diversity of national historic sites in Ontario and whose application for membership has been approved by the Board of Directors. Categories of membership may be established by the Alliance, as it may deem necessary, through the passing of By-Laws.

### **Article 4**

#### **BOARD OF DIRECTORS**

The management of the Alliance shall be directed by a Board of Directors consisting of up to twelve (12) and no fewer than six (6) Directors, from whom shall be selected five (5) Officer positions: Chair, Vice-Chair, Past Chair, Secretary, and Treasurer. Each Officer shall hold office for a term of two years. These Officers shall constitute the Executive Committee. The Terms of Reference for the length of term, election / appointment and the duties to be performed by Directors and Officers shall be as provided in the By-laws of the Association. Parks Canada staff shall at all times be in the minority on the Board of Directors.

### **Article 5**

**BY-LAWS** By-laws shall be established and set forth as may be required in accordance with the constitution of this Alliance. By-laws may be introduced, revised, altered or amended only upon due notice being given to the membership at least thirty (30) days prior to the Annual General Meeting or such special meeting as may be called to deal with the matter. A vote of two-thirds (2/3) of the members present shall be required to establish, revise or amend any By-law.

### **Article 6**

**AMENDMENT** The Constitution of the Alliance may be revised, amended or altered only upon due notice given to the membership not less than thirty (30) days prior to the Annual General Meeting or such special meeting as may be called to consider the matter. A vote of two-thirds (2/3) of the membership present shall be required to pass a

revision or amendment. All proposed amendments shall be submitted in writing.

### **Article 7**

#### **DISSOLUTION**

In the event the Alliance is dissolved, all assets, after payment of liabilities, shall be distributed to other organizations with similar mission, objectives and heritage interests within Ontario.

A special meeting of the membership shall be called to receive the recommendation of the Executive with respect to dissolution and dissolution will only proceed with the vote of two-thirds (2/3) of the members in good standing at the meeting.

## **BY-LAWS**

### **NATIONAL HISTORIC SITES ALLIANCE FOR ONTARIO**

#### **BY-LAW 1 MEMBERSHIP**

1. Categories of membership shall include:
  - a. *Individual Site Membership.* Annual membership is open to any national historic site that will pay the annual fee as determined from time to time by the Alliance.
  - b. *Organizational Membership.* Annual organizational membership may be granted to not-for-profit organizations at an annual fee determined from time to time by the Alliance.
  - c. *Corporate Membership.* Annual organizational membership may be granted to for-profit organizations at an annual fee determined from time to time by the Alliance.
2. Membership fees (if applicable) shall be due and payable to the Treasurer within thirty (30) days following January 1<sup>st</sup> of each calendar year.
3. All categories of membership are entitled to full voting privileges with the exception of the organizational memberships for which only one individual designated by the organization is entitled to vote.
4. A member of the Alliance may resign at any time by submitting a resignation in writing but no refund of fees shall be made.

#### **BY-LAW 2 DUTIES OF OFFICERS**

1. Chair. The Chair is the chief executive officer of the Alliance and shall preside at all meetings of the Board of Directors. The Chair shall report annually on the activities of the Alliance at the annual meeting and shall appoint members of committees and delegates not otherwise provided for in the By-laws. The Chair is an ex-officio member of all committees.
2. Vice-Chair. The Vice-Chair shall assume the duties of the Chair in the event of absence, incapacity or resignation of the Chair.
3. Past Chair. The Past Chair shall advise the current Chair and act in a capacity as sounding board and useful holder of knowledge about the Alliance.
4. Secretary. The Secretary shall be responsible for all the correspondence of the Alliance and shall keep the minutes of the meetings of the Alliance.
5. Treasurer. The Treasurer shall be responsible for the safekeeping of the Alliance funds and for maintaining adequate financial records. The Treasurer shall deposit all monies received with a reliable banking institution. Numbered cheques signed by the Treasurer and either the Chair or Vice-Chair shall pay out monies. The Treasurer shall obtain

executive approval for all disbursements in excess of one hundred dollars (\$100.00) and shall render an annual report as soon as possible after the conclusion of the calendar year. The Treasurer shall collect any annual membership dues or funds received. Receipts shall be written for membership payments.

6. Executive approval. On matters requiring executive approval, at least three members of the executive including the President, shall be consulted. In the case of a tie vote, the President shall have the deciding vote.

### **BY-LAW 3 TERMS OF OFFICE FOR THE BOARD OF DIRECTORS**

1. The Executive shall be elected every two (2) years.
2. The Chair and Secretary shall be elected in even-numbered years and the Vice-Chair and Treasurer shall be elected in odd-numbered years.
3. Normally, Executive Officers shall be limited to three consecutive two-year terms, but this limitation need not apply provided two new directors are elected each year. In all cases, directors shall become eligible for re-election after absence from office for one year.
4. Parks Canada staff may sit as members of the Board of Directors but must be in the minority (i.e. if the Board has six members, only up to two can be employed by Parks Canada, if the Board has 12 members, only up to five can be employed by Parks Canada).

### **BY-LAW 4 MEETINGS**

1. Meetings of the Board of Directors of the Alliance shall be held from time to time in the calendar year with at least one meeting in the Fall on a date and in a place determined by the Executive.
2. The Annual General Meeting of the alliance shall be held in the Fall to coincide with a general meeting unless otherwise designated by the Executive.
3. Meeting notices shall be circulated to all members at least thirty (30) days in advance of any special, general or annual meeting.
4. At any special, general or annual meeting, a quorum shall consist of at least 10 members in good standing.
5. Special meetings shall be called upon written request to the Secretary by ten (10) members in good standing of the Alliance. The meeting so requested must be held within thirty (30) days of the receipt of the request. Special meetings may be called by the Executive at any time.

### **BY-LAW 5 COMMITTEES**

1. Standing or special committees may be appointed by the Chair as directed by the Alliance.