

NAME

1. The name of the organization shall be “The Pontiac Archives” in English and “Les Archives du Pontiac” in French.

INTERPRETATION

2. In this Constitution,

“Archives” means the Pontiac Archives;

“the Pontiac” means the territory encompassed by the present-day Regional County Municipality of Pontiac and the former Pontiac County, including the former townships of East Aldfield and Onslow.

STATEMENT OF PURPOSE

3. The purpose of the Archives shall be

(a) to acquire, collect and preserve the documentary history of the Pontiac and to make it accessible to the public; and

(b) to educate the public about the history of the Pontiac.

MEMBERSHIP

4. (1) A person may become a member if the person

(a) volunteers for the Archives for a period of not less than three months;

(b) participates in an orientation session that acquaints them with the Archives’ holdings and procedures;

(c) makes a commitment to attend regular meetings and to be present during at least some of the Archives’ opening hours; and

(d) is approved by the Board of Directors.

(2) Members shall make a reasonable attempt to attend regular meetings and to be present during at least some of the Archives’ opening hours.

(3) A member may be expelled if

(a) the member fails to make a reasonable attempt to fulfill the requirements of subsection 4(2), engages in conduct that brings the reputation of the Archives into disrepute or disrupts, in a significant manner, the ability of the Archives to conduct its business; and

(b) a motion to remove that member is passed by a two-thirds vote under section 7.

(4) Local heritage organizations and the municipalities of Shawville and Clarendon may each send an observer to serve as an *ex officio* member of the Archives. *Ex officio* members may participate in discussions but may not propose motions or vote.

BOARD OF DIRECTORS

5. (1) The Archives shall be administered by a Board of Directors consisting of a President, a Vice President, a Secretary, a Treasurer, and three members at large.

(2) The immediate Past President shall also serve on the Board in an *ex officio* capacity. The Past President shall not have a vote.

(3) Members of the Board shall be elected for a one-year term, beginning on the day of the first regular meeting of the calendar year and ending on the day of the first meeting of the following calendar year.

(4) Board elections shall take place at the first regular meeting of the calendar year. Elections will be conducted by a Returning Officer, who shall be chosen by the members present at the regular meeting at which the elections take place. The Returning Officer shall not seek election nor vote except to break a tie.

(5) A Board member may be removed from their position if

(a) the Board member

- (i) is incapacitated, is unlikely to be able to perform the duties of the position for an extended period of time, and is unable to resign,
 - (ii) has been absent without notice for no fewer than three consecutive regular or executive meetings,
 - (iii) has not performed the duties of their position for an extended period of time,
 - (iv) is in a demonstrated conflict of interest, or
 - (v) has been expelled under section 4(3); and
- (b) a motion to remove the Board member is passed by a two-thirds vote under section 7.

REGULAR MEETINGS

6. (1) The Archives shall hold at least eight regular meetings during a calendar year.
- (2) Regular meetings shall be open to the public, except where the Board deems it necessary to take the meeting *in camera*, in which case the meeting shall be restricted only to members and *ex officio* members.
- (3) Quorum at a regular meeting shall consist of one third of the total membership, but in no case shall be less than five.

SPECIAL MOTIONS

7. A motion at a regular meeting to expel a member under subsection 4(3), to remove a Board member under subsection 5(5), or to amend this Constitution under section 8, is subject to the following special rules:
- (a) a two-thirds majority is required for the motion to pass;
 - (b) quorum shall be one half of the total membership;

- (c) written notice must be given at a regular meeting at least 28 days before the meeting at which the vote shall take place; and
- (d) in the case of a motion to expel a member under subsection 4(3) or to remove a Board member under subsection 5(5),
 - (i) debate and voting shall be conducted *in camera*, and
 - (ii) the person who is the subject of the motion shall have the right to speak on their own behalf.

AMENDMENTS

8. This Constitution may be amended by a two-thirds vote under section 7. Written notice under paragraph 7(c) shall include the complete text of the amendment.

DISSOLUTION

9. In the event of the dissolution of the Archives, all of its remaining assets, after payment of all outstanding debts and liabilities, shall be offered, at the discretion of the outgoing Board, to local heritage organizations and libraries.

RATIFICATION

10. This Constitution shall be deemed to take effect if members vote to approve it by a two-thirds majority at a regular meeting at which at least one half of the total membership is in attendance.