

BY-LAWS (adopted 2008)

Version 2

(as amended August 2009 - s. 5.1.3)

Version 3

(as amended August 2010 - s. 7.2)

1. CAMDO Mission Statement

CAMDO is an organization of directors of non-profit Canadian art museums and galleries who join together to achieve the following objectives:

- a.) to strengthen the position of art museums and galleries in Canada
- b.) to provide support to individuals and institutions
- c.) to provide a forum for discussion of issues related to the profession

2. Board of Directors

2.1 Composition

The Board of Directors shall be comprised of seven (7) directors, including the Executive Director as non-voting ex-officio. Director positions are as follows: President, Vice President, Past President, Secretary, Treasurer and one Director-at-Large. The Chairs of the five official committees must be appointed from among these directors. Directors shall be appointed officer positions by the Board in-camera at the AGM.

2.2 Voting

Each director shall have one vote. In case of a tied vote, the President shall cast the deciding vote; this deciding vote shall be a second and casting vote.

2.3 Nomination

The Nomination Committee shall be chaired by the Past President and shall be comprised of two members-at-large for a total of three Nomination Committee members. The committee shall request nominations to the Board of Directors from members by email at least 60 days in advance of the Annual General Meeting with a deadline for nominations of no later than four weeks before the Annual General Meeting. The committee shall create a slate of nominees for consideration by the membership.

2.4 Election

The slate of nominations to the Board of Directors shall be emailed to the membership two weeks before the Annual General Meeting and shall be presented to the members at the Annual General Meeting for adoption.

2.5 Term

Terms shall be two years with the option to stand for re-election for a second term. (President and Vice President shall not stand for re-election if accepting a second term.)

2.6 Vacancies

Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors, and any person so chosen shall retain her or his office only for so long as the vacating director should have retained the same if no vacancy had occurred. However, the person may be added to the slate of nominations for an additional term, if he or she so desires.

2.7 Quorum

Quorum for the Board of Directors shall be at least four voting directors.

2.8 Meetings

At least four meetings of the Board of Directors must be held each year. Written notice of a Board of Directors meeting, setting out the time and place of such meeting, shall be delivered, emailed or mailed to each not less than ten (10) days before the meeting is to take place. The statutory declaration of the Executive Director or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

2.9 Indemnities to Directors, etc.

Every director on the Board of Directors or any other person who has undertaken or is about to undertake any liability on behalf of the Board of Directors or a person who acts or acted at the organization's request as a director or officer of another company of which the organization is or was a shareholder or creditor and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time or at all times, be indemnified and saved harmless, out of the funds of the organization, from and against:

- (a) all costs, charges and expenses whatsoever which the director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her or him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of her or his office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by her or his own willful neglect or default.

2.10 Insurance

The organization may purchase and maintain insurance for the benefit of any person referred to in Section 2.1 against any liability incurred by him or her:

- (a) in her or his capacity as a director or officer of the organization, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the organization;
- (b) in her or his capacity as a director or officer of another company as set out in Section 2.9 where he or she acts or acted in that capacity at the organization's request, except where the liability relates to her or his failure to act honestly and in good faith with a view to the best interests of the other company.

3. Duties of Officers

3.1 President

The President shall, when present, preside at all meetings of the members of the organization and of the Board of Directors. The President shall be an ex-officio member of all committees.

3.2 Vice President

During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President.

3.3 Executive Director

The Executive Director shall be the principal administrative officer of the organization in accordance with the decisions and resolutions of the Board of Directors. The Executive Director shall act as recording secretary to the Board of Directors and shall assist all Committee Chairs in the performance of their duties.

3.4 Treasurer

The Treasurer is responsible for financial oversight and reporting to the Board of Directors and the general membership.

3.5 Secretary

The secretary is responsible for overseeing the official records of the organization.

4. Banking Arrangements & Execution of Documents

4.1 The banking business of the organization, or any part thereof, shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the organization's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

4.2 Contracts, documents or instruments in writing requiring execution by the organization shall be signed by an officer or director, and all contracts, documents or instruments in writing so signed shall be binding upon the organization without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the organization to sign and deliver either contracts, documents or instruments in writing generally or to sign either manually or by facsimile signature and deliver specific contracts, documents or instruments in writing. The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, charges, conveyances, powers of attorney, transfers and assignments of property of all kinds (including specifically but without limitation transfers and assignments of shares, warrants, bonds, debentures or other securities), proxies for shares and other securities and all paper writings.

4.3 The powers of the Executive Director are limited by the "Policy on Executive Limitations."

4.4 Borrowing authorization subject to the limitations set out in these By-laws or in the Letters Patent or any Supplementary Letters Patent of the organization, the Board of Directors may:

- (a) borrow money on the credit of the organization;
- (b) issue, sell or pledge securities of the organization; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the organization, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the organization.

Provided that, except where the organization borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operations expenses.

5. General Membership

5.1 Eligibility

1. Although CAMDO is an organization of individuals rather than institutions, both the individuals and the institutions they represent must conform to the requirements outlined in 5.1.2 and 5.1.3 below. Membership in CAMDO does not automatically follow from satisfaction of these requirements.

2. Institutional Requirements

- a.) The institution must be an art museum: that is, a nonprofit Canadian institution, the objectives of which are to exhibit and interpret works of art and, if a collecting institution, to collect and preserve works of art.
- b.) The museum must have a governing authority which is not, itself, paid by the museum.
- c.) The museum must have a permanent Director, Director/Curator or Chief Executive Officer, appointed by the governing authority, who is responsible for a museum operation.
- d.) If a collecting institution, the museum must have a properly cared-for permanent collection of works of art and a written collection policy.
- e.) The museum must have an annual operating budget normally in excess of 1/4 million dollars (\$250,000).

3 Individual Membership Requirements

- a.) Each potential nominee must be the Director, Executive Director, Director/Curator or Chief Executive Officer of his or her museum and must normally report directly to the museum's governing authority.
- b.) Potential nominees must make a professional commitment to the CAMDO Ethics and Professional Practice Guidelines in writing. Nominees must accept that CAMDO members' meetings are held in-camera;

these meetings are open to all members and only members may attend.

5.2 Nominations

1. Not less than three months prior to each CAMDO members' meeting, a call for new member nominations shall be sent to CAMDO members. The Executive Director shall contact the nominees to assess eligibility; this shall be reported to the Membership Committee. The Board shall accept the nominees based on eligibility and the Membership Committee's recommendation. The approved new members shall be announced at the following CAMDO meeting, to which the new members shall be invited.

2. The nominator must have good reason to believe that the nominee and the institution that he or she directs meet the criteria outlined in 5.1 above.

5.3 Member Responsibilities

1. Each member shall abide by the Ethics and Professional Practice Guidelines.
2. Each member shall participate in one of the Standing Committees.
3. Each member shall attend at least one meeting annually.
4. Each member shall respect confidential matters of the organization.

5.4 Relocation of Member

When an existing CAMDO member takes up the directorship of a gallery which has previously met the institutional requirements outlined in Section 5.1.2, that Director shall be automatically re-elected to CAMDO and can attend the CAMDO meeting following his/her appointment provided that his/her gallery still meets the CAMDO institutional requirements and that he or she still accepts the CAMDO Ethics and Professional Practice Guidelines.

5.5 Revocation of Membership

Membership shall lapse or be revoked by the Board for the following reasons:

- a.) Membership shall lapse if a member's institution ceases to be an art museum.
- b.) Membership shall lapse when a member ceases to be employed by an art museum in the capacity of Chief Executive Officer, Executive Director, Director or Director/Curator.
- c.) Membership may be revoked if a member's professional conduct violates the CAMDO code of ethics, upon a vote of 2/3 of the members present at a legitimately constituted CAMDO meeting.
- d.) Membership may be revoked if a member is found to be in breach of CAMDO confidentiality.
- e.) Membership may be revoked if a member fails to attend three consecutive meetings, unless adequate reason is given in advance to the President.
- f.) Membership may be revoked upon non-payment of annual dues within six months of payment due date.

5.6 Honorary Members

CAMDO members may from time to time elect honorary members in recognition of extraordinary service and commitment to the organization and the visual arts over a number of years. Honorary members shall attend meetings only on invitation and they shall be non-voting members. They shall not be charged a membership fee.

5.7 Fees

Annual membership fees shall be proposed by the Board of Directors, ratified by the membership and paid upon receipt of invoice. Notice of intent to change membership fees shall be announced not less than one month in advance of the AGM.

6. Ethics and Professional Practices

6.1 Authority

In lieu of a Professional Practices and Ethics Committee, the authority for this area shall be vested in the President. The President is empowered to strike a working group to deal with any issues relating to Ethics and Professional Practice that may arise from time to time.

6.2 Conduct of Members

Should issues of questionable ethics or professional practice arise regarding any member of CAMDO, they should be brought by the membership to the attention of the President for resolution. CAMDO shall maintain Ethics and Professional Practice Guidelines which every member subscribes as a condition of membership.

7. Meeting of Members

7.1 Members' Meetings

Written notice of a members' meeting, setting out the time and place of such meeting, shall be delivered, emailed or mailed to each member not less than sixty (60) days before the meeting is to take place. The statutory declaration of the Executive Director or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

7.2 Quorum

Fifteen members in attendance at a members' meeting shall constitute a quorum for the transaction of business.

7.3 Voting

Issues arising at any meeting shall be decided by a majority vote. In case of a tied vote, the President shall cast the deciding vote; this deciding vote shall be a second and casting vote.

7.4 Number of Meetings

The Board of Directors shall call two meetings of the members annually. The Annual General Meeting shall be held in the Spring and an additional meeting shall be held in the Autumn.

8. Official Standing Committees

The official standing committees shall include Advocacy, Legal Affairs, Professional Development, Collections Issues and Membership. The Chair of each Committee shall be selected by the Board from among the Board Directors. The Board of Directors may strike working groups as needed. Committees may go on hiatus from time to time, as determined by the Board of Directors.

9. Repeal

Prior By-laws of the organization are repealed as of the coming into force of this by-law by ratification of 2/3 of the members at a Special Annual General Meeting and acceptance by the Minister of Industry, provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed by the directors under the provisions of this by-law or the Canada Business Corporations Act until their successors are appointed.