

Dartmouth Heritage Museum Society
By-Laws
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Dartmouth Heritage Museum Society

By-Laws

Original By-Laws dated June 14, 2001. Amended AGM June 26, 2013.
Amendments proposed for AGM to be held on May 24, 2017.

Article 1: Definitions

In these By-Laws, the words and phrases listed below shall have the following meaning:

- (a) "Board" means the Board of Directors of the Society;
- (b) "Executive" means the executive committee of the Board;
- (c) "Fiscal Year" means April 1 of one calendar year to March 31 of the next calendar year;
- (d) "Fiscal Year End" means March 31, which is the last day of the fiscal year;
- (e) "Member", when capitalized, means a member of the Society;
- (f) "Membership Year" means April 1 of one calendar year to March 31 of the next calendar year;
- (g) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act, R.S., c. 81, s.1;
- (h) "Society" means the Dartmouth Heritage Museum Society;
- (i) "Societies Act" means the Nova Scotia Societies Act, R.S. c. 435, s.1;
- (j) "Special Meeting" means a meeting of the Society membership for the purpose of voting on a special resolution.
- (k) "Special Resolution" means a resolution passed by no fewer than three fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (l) "Standing Committee" means a permanent committee of the Board of Directors;

Article 2: Usage

2.10 Usage within these By-Laws

- 2.1.1 These By-Laws are divided into articles, clauses, and sub-clauses (e.g., Article 8: Board of Directors; Clause 8 of Article 8: The Executive Committee; sub-clause 6 of Clause 8, which is numbered 8.8.6: Directors and Officers shall serve without remuneration and shall not receive any profit from their positions".
- 2.1.2 In these By-Laws, unless the context otherwise requires, the singular shall include the plural.
- 2.1.3 The feminine pronoun "she" used throughout the By-Laws refers to both male and female persons.
- 2.1.4 To reduce the possibility of confusion, the Oxford comma (i.e., a comma before the "and" in a list) is used throughout these By-Laws.

Article 3: Rules of Order

Any rules of order not provided for in these By-Laws shall be those set forth in the current edition of Alice Sturgis' "The Standard Code of Parliamentary Procedure".

Article 4: Powers and Responsibilities of the Society

4.1.0 Powers and Responsibilities of the Society

- 4.1.1 Without being restricted to the following, the Society shall have the power to
 - a) receive the annual report of the Chair on behalf of the Board of Directors;
 - a) receive the annual report of the Executive Director;
 - b) receive and accept the financial report of the Auditor for the previous year;
 - c) consider and approve the budget for the current year;
 - d) elect members to the Board of Directors;
 - e) select the auditor for the accounts of the Society.
- 4.1.2 These powers shall be exercised at the Annual General Meeting or at a Special Meeting of the Society.

Article 5: Membership in the Society

5.1. Membership of the Society shall consist of the following categories:

- (a) "Member" is a person who paid the annual membership fee prescribed for this category;
- (b) "Family member" is a family, a member of which has paid the annual membership fee prescribed for this category and which entitles the spouses and children under the age of eighteen (18) to membership in the Society, and gives the said family one vote;
- (c) "Group Membership" shall comprise those societies, museums, universities, libraries, corporations, firms, partnerships, foundations and governmental departments which have paid the group membership fee specified for such membership and gives the group one vote; and
- (d) "Honorary Member" is a person who has rendered distinguished service in promoting the aims and purposes for which the Society is established and shall be appointed by resolution of the Board on the recommendation in writing of at least five members of the Society. Honorary members shall not be assessed annual fees.

5.2 Rights of Membership

Each member may

- (a) vote at any general or special meeting of the Society;
- (b) hold office;
- (c) be nominated for election to the Board;
- (d) serve on any committee; and
- (e) receive a copy of the By-Laws.

5.3 Cessation of Membership

Membership in the Society shall cease

- (a) if the member resigns by written notice to the Society, or
- (b) upon death, or
- (c) if the member ceases to qualify for membership in accordance with these By-Laws, or
- (d) if, by the vote of the majority of the members of the Society, or a majority vote of the Directors of the Society, at a meeting duly called, and for which notice of the proposed action has been given, the member's membership in the Society has been terminated.

Article 6: Executive Officers of the Society

6.1 Executive Officers

6.1.1 The Executive Officers of the Board shall also serve as the Executive Members of the Society.

Article 7: Meetings of the Society

7.1 Announcements of Society Meetings

The notice of the a Society meeting shall be sent using mail, email, or fax to members at least thirty (30) days prior to the date of the meeting.

7.2 Types of Society Meetings

There are two types of Society meetings, an Annual General Meeting and a Special Meeting.

7.3 Quorum at Society Meetings

7.3.1 A Quorum at a Special Meeting or an Annual General Meeting consists of 25 voting members.

7.3.2 No business shall be transacted at any meeting of the Society unless a quorum of voting members is present, although information may be presented for discussion.

- 7.3.3 In the event that a quorum is not present, within thirty minutes of the time at which the meeting was called, the meeting stands adjourned until an appropriate place and date is set for a subsequent meeting.
- 7.4 **Annual General Meeting**
The annual general meeting of the Society shall be held not later than the last day of June, at a date and time to be set by the Board. .
- 7.4.1 At every Annual General Meeting, in addition to any other business that may be transacted, the following shall be presented:
- (i) the report of the Chair;
 - (ii) the financial statements for the past fiscal year;
 - (iii) the report of the Executive Director;
 - (iv) the reports of the standing committees;
 - (v) the report of the auditor; and
 - (v) appointment of the auditor.
- 7.5 **Special Meeting of the Society**
A Special Meeting of the members may be held at any time, and shall be called
- (a) if requested by the Chair, or
 - (b) if requested by a majority of the Directors, or
 - (c) if requested in writing by ten (10) of the Members of the Society.

Article 8: Board of Directors

- 8.1 **Eligibility for Board Membership**
Any Member of the Society shall be eligible to be elected a Board Member of the Society.
- 8.2 **Composition of the Board**
The Board shall normally be comprised of
- (a) at least nine (9) and no more than twelve (12) Directors elected from the membership at an Annual General Meeting, and shall include the
 - (i) Chair,
 - (ii) Vice-Chair,
 - (iii) Past-Chair,
 - (iv) Secretary, and
 - (v) Treasurer; as well as
 - (b) the Executive Director, as an *ex officio* non-voting member.
- 8.3 **Powers and Functions of the Board**
- (a) The Board shall be and constitutes the Directors for the purposes of the *Societies Act*, and shall have the full power and authority vested in corporate Directors by law.
 - (b) The authority to execute contracts, deeds, bills of exchange, and other instruments and documents on behalf of the Society shall be vested in the Board subject to the limitations of the *Societies Act*.
 - (c) The Board of Directors shall manage and govern the activities of the Society, and, in addition to the powers and authorities contained in these By-Laws or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and that are not required to be exercised or done by the Society in a general meeting.
- 8.3.1. Without limiting the power stated above, the Board shall
- (a) establish the policies of the Society;
 - (b) have general control of the financial affairs of the Society, and take such steps as necessary to assure funds for the Society through fundraising, gifts, grants, endorsements, donations, and other public and private sources;
 - (c) arrange for the engagement of an Executive Director and determine her duties, responsibilities, and remuneration;
 - (d) employ and fix the compensation of such employees as may be required for the proper operation of the Society;
 - (e) elect standing and ad-hoc committees as it deems necessary to promote the efficient operation of the Society;

(f) determine the signing officers for banking and investment accounts of the Society.

(g) elect honorary Board members.

8.4 **Terms of Elected Board Members**

8.4.1 The term of office for a Director of the Board shall be two (2) years beginning at the conclusion of the Annual General Meeting.

8.4.2 The maximum number of consecutive terms that any individual may serve on the Board is four (4).

8.5 **Removal of Directors from the Board**

8.5.1 (a) **Attendance**

(i) A Board Director who fails to attend two (2) consecutive Board meetings, without just cause, may be deemed by the Executive to have retired from the Board.

(ii) A Director who fails to attend five (5) meetings for any reason during the twelve month period following the Annual General Meeting may be deemed by the Executive of the Board to have retired from the Board.

(b) **Removal of a Director by the Membership**

“The Society may, by special resolution of the Society, remove any Board Member before the expiration of the term of office and elect another in her stead to complete her term of office.

8.5.2 **Paid Position with Board**

When a Director of the Board is the successful applicant for any paid position in the Society, she shall cease to be a Director of the Board, but may remain a member of the Society.

8.6 **Conflict of Interest of Board Directors**

8.6.1 Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Directors of the Board

(a) upon nomination, and

(b) if serving as a Director, when the possibility of a conflict is realized.

8.6.2 A conflict of interest does not prevent a member from serving as a Director provided that she withdraws from the meeting while the Board deals with matters pertaining to that interest. The withdrawal should be recorded in the minutes.

8.7 **Filling Mid-Term Vacancies on the Board**

(a) A vacancy occurring on the Board shall be filled from the recommendations of the Nominating Committee.

(b) The appointment of this Director will occur following a vote held at a duly constituted Board meeting in which a simple majority votes in approval of the candidate recommended by the Nominating Committee.

(c) The vacant position will be filled by a Director whose term shall conclude at the end of the next Annual General Meeting of the Society.

8.8 **Executive Officers of the Board**

8.8.1. The Executive shall comprise the following persons:

(a) Chair;

(b) Vice-Chair;

(c) Past-Chair,

(d) Secretary;

(e) Treasurer; and

(f) Executive Director, as an *ex-officio* non-voting member.

8.8.2 **Responsibilities and Duties of Executive Officers**

The Executive shall carry on the management of the Society as necessary between meetings of the Board, subject to the authority of the Board to which it shall be responsible and to which it shall report at the next regular meeting of the Board.

8.8.3. **Meetings of the Executive**

(a) Meetings of the Executive shall be called by the Chair whenever she considers it necessary or advisable.

(b) A Quorum of the Executive consists of three (3) Executive members.

8.8.4 **Duties of the Executive**

(a) The Chair shall

(i) provide leadership to the Board and have general supervision over the activities of the Society;

(ii) normally preside at all meetings of the Executive, Board and general and special meetings of the Society;

(iii) be a signatory on all bank accounts and investments;

(iv) see that the resolutions of the Board are carried out;

(v) report to each meeting of the Board on activities of the Executive; and

(vi) may be an ex-officio member, with a vote, of any standing and other committees, except the Nominating Committee.

(b) The Vice-Chair shall

(i) assume the duties of the Chair in her absence and any other duties specifically assigned by the Chair;

(ii) chair the Nominating Committee.

(c) The Past-Chair shall

(i) mentor and provide advice to the Chair;

(ii) assist with the transition of the new Chair;

(iii) co-ordinate the orientation of new Board members

(The position of Past-Chair is automatically filled by the outgoing Chair. If for any reason, the outgoing Chair is unable to fill the position of Past-Chair, the position remains vacant. The Past-Chair is a voting member of the Board, and carries out duties as a Board member.

(d) The Secretary shall

(i) prepare and keep minutes of all meetings of the Society, the Board, and the Executive of the Board;

(ii) conduct all necessary correspondence;

(iii) maintain a register of all committee members;

(iv) notify all Directors of the date, place, time, and agenda of general or special meeting of the Society, meetings of the Board, and meetings of the Executive;

(v) file with the Registrar all documents as required by the *Societies Act*;

(vi) have responsibility for the preparation and custody of all non-financial books and records;

(vii) have custody and use of the Seal of the Society if one should be obtained.

(e) The Treasurer shall

(i) be responsible for the preparation and custody of all financial books and records of the Society, and carry out all other duties assigned by the Board;

(ii) prepare the books of the Society, in cooperation with the Executive Director, and present these at the Annual General Meeting.

8.85. **Vacancies on the Executive**

(a) A vacancy occurring in the Executive shall be filled by an election from the Directors of the Board from among its members for a term to conclude at the next Annual General Meeting. 7

(b) Such appointment shall require a simple majority vote of the Board at a duly constituted meeting.

8.8.6 **Remuneration of Directors and Officers**

Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of her duties.

8.9 **Meetings of the Board**

8.9.1 The Board shall meet

(a) at least six times a year;

(b) at such other times as determined by the Chair; and

(c) at an additional meeting of the Board, on written request to the Chair from at least three (3) Directors who shall state in their request the business to be transacted.

8.9.2 **Quorum of Board Meetings**

A majority of voting Directors of the Board shall constitute a Quorum.

8.9.2.1 No business shall be transacted at any meeting of the Society unless a quorum of voting members is present, although information may be presented for discussion.

8.9.2.2 Notwithstanding 8.9.2.1, in a meeting where there is not a Quorum, when business needs to be transacted, a motion may be presented, and ratified at the next meeting when a Quorum is present

8.10 **Committees of the Board**

8.10.1 (a) The Board may establish any and all committees.

(b) At least one member of each Standing Committee shall be a Director of the Board.

(c) The Board shall provide the terms of reference when establishing committees.

(d) Committees may add such members as they think appropriate or necessary. The committee chair shall notify the Board Secretary of the names and addresses of such members.

8.10.2 **Standing Committees**

(a) Standing committees shall be responsible to, and report to, the Board in the manner directed by the Board.

(b) The term of office for a standing committee chair will be two (2) consecutive years.

8.10.2.1 **The Collection Management Committee**

(a) The Collection Management Committee, as outlined by the Management Committee, shall consist of the Curator, a representative of the Municipality who happens to be the Business Unit representative, plus at least three (3) other people elected by the Board.

8.10.2.2 **The Executive Committee**

(a) The Chair, Past-Chair, Vice-Chair, Secretary, Treasurer, and the Executive Director of the Dartmouth Heritage Museum Society shall constitute the Executive Committee of the Board.

(b) The Executive Committee shall meet whenever the Chair deems necessary or on the request of any two members of this Committee.

(c) The Executive Committee shall deal with affairs of the Society between regular meetings of the Board, and shall perform such duties as may be assigned to it by the Board.

(d) The Executive Committee shall make a report of the proceedings of Executive Committee meeting at the next meeting of the Board

(d) The Executive Committee shall also serve as an appeal committee for staff disputes.

8.10.2.3 **The Nominating Committee**

(a) The Nominating Committee shall consist of at least three (3) members who shall be appointed by the Executive Committee, one of whom shall be the Vice-Chair of the Board.

(c) The Nominating Committee shall present a slate of candidates for Board membership at the Annual General Meeting.

(i) The slate of candidates shall be circulated to members of the Society at least thirty (30) days prior to the Annual General Meeting.

(ii) Nominations may be submitted from the floor at the Annual General Meeting, and shall be supported by written confirmation that the nominee will, if elected, serve.

8.10.2.4 **The Personnel Committee**

(a) The Personnel Committee shall consist of three (3) members of the Society, and shall be elected by the Board.

(b) The Past-Chair shall normally serve as the chair of the Personnel Committee.

(c) The Personnel Committee shall periodically undertake reviews of the Executive Director of the Society.

(d) Where appropriate, the Personnel Committee may work with the Executive Director to develop personnel policies that shall be ratified by the Board.

8.10.3 **Ad-hoc Committees**

8.10.3.1 Ad-hoc committees shall be nominated and elected by the Board for a specific purpose, and shall cease to exist either when the purpose for which they were created has been met or at the discretion of the Board.

8.10.3.2 Ad-hoc committees can be created at any meeting of the Board.

8.10.3.3 The Board or the ad-hoc committee chair may select individuals who are not Board members to sit on ad-hoc committees

Article 9: The Executive Director

The Executive Director shall be appointed by the Board, serves at its pleasure, and reports to, and takes direction from, the Board. The Executive Director is a non-voting member of the Board of Directors and the Executive Committee. The duties of the Executive Director shall include, but are not limited to the following:

- (i) supervision of the day-to-day operation of the Museum;
- (ii) directing staff and delegating staff responsibilities;
- (iii) overseeing ongoing fundraising with any fund-raising committees;
- (iv) developing long-range plans for the development of the Museum;
- (v) assisting the Treasurer to ensure the financial accountability of the Society;
- (vi) preparing an annual budget in conjunction with the Executive Officers of the Society;
- (vii) maintaining control over expenditures and revenue in line with the annual budget;
- (viii) presenting an annual report at each AGM;
- (ix) presenting a report for each Board meeting;
- (x) representing the Society to the public;
- (xi) maintaining the visibility of the Dartmouth Heritage Museum by working with relevant community agencies, organizations, and government; and
- (vii) performing such other duties as may be assigned by the Board.

Article 10: Fiscal Year and Membership Year

10.1 The Fiscal Year and the Membership Year of the Society shall be April 1 of one calendar year to March 31 of the next calendar year.

10.2 Fiscal Year End shall be the last day of March.

10.3 Although Membership Year and Fiscal Year are the same, memberships are regarded as valid until the month of the Annual General Meeting.

Article 11: Borrowing Powers

(a) The Society may, by special resolution, borrow, raise, and secure the payment of money in such manner as it sees fit.

(b) The borrowing powers of the Society may be exercised by a resolution of the Board of Directors that is supported by at least 60% of the Board Members present.

Article 12: Signing Powers

12.1 Cheques must be signed by any two (2) of the Chair, Executive Director, and Treasurer.

12.2 Changing Signing Officers at a Defined Date

When signing Officers are replaced by new Officers in elections at the Annual General Meeting, the signing Officers will retain their positions for two weeks following the Annual General Meeting to ensure newly-elected Officers receive authorization to sign financial documents of the Society.

Article 13: Inspection of Books and Records

The books and records of the Society will be held at the Museum. Upon written application to the Executive, a member of the Society may view the books and records at the Museum during regular Museum business hours at a mutually agreeable time.

Article 14: Audit of Accounts

The books of the Society shall be reviewed at least once in every year by a chartered accountant or by one or more suitable persons recommended by the Board and appointed at the Annual General Meeting.

Article 15: Amendment of the By-Laws

(a) The Society may, from time to time, enact, alter, amend, or repeal these By-Laws as it may deem necessary to ensure their consistency with the Societies Act or to ensure the best conduct and management of the Society's activities and affairs.

(b) These By-Laws may be amended by the Board with approval by a special resolution at a general or special meeting of the Society on written notice sent using mail, email or fax to each member at least fourteen (14) days prior to such meeting giving the particulars of the proposed changes.

Article 16: Dissolution of the Society

In the case of dissolution of the Society, and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed, or disposed of, to one or more recognized charitable organizations in Canada as determined by special resolution of the Society.

These bylaws shall take effect upon being ratified by a special resolution of the Society and when **approved by the Registrar.**

Dated at Dartmouth, Nova Scotia this _____.

Revised at the 2017 AGM May 24, 2017.

Debra Barlow
Chair

Mickie Zinck
Secretary