



Association of Nova Scotia Museums

BYLAWS

SECTION 1 - Definitions

In these By-Laws, unless there be something in the context which is inconsistent with the meaning:

- a) "Society" means the Association of Nova Scotia Museums
- b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act
- c) "Special Resolution" means a resolution passed by not less 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. Notice, specifying the intention to propose the resolution as a special resolution, must have been duly given.
- d) "Heritage" means the historic tradition and culture, material or non-material, of a people, province or country.

SECTION 2 - Membership

2.1 Those entered into the Registration of Members shall be:

- the subscribers to the Memorandum of Association
- such other persons or organizations as shall be admitted to membership in accordance with these By-Laws

2.2 For the purposes of registration, the number of members of the Society is unlimited.

2.3 Every member of the Society, either an individual or a delegate of any member organization or museum, shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society, and to hold any office, but there shall be no proxy voting. Any museum who is a member is entitled to have two persons registered to vote at any meeting. Other organizations, who are members, are entitled to have one person registered to vote at any meeting.

2.4 The specific definition of museum, for the purposes of qualifying for museum membership within this Bylaw, will be approved by the Members, from time to time.

2.5 Membership in the Society shall not be transferable.

2.6 Any person, which is defined to include an individual or a body corporate, may be admitted to membership in the Society upon payment of an annual membership fee, the amount of which is to be determined by the Board of Directors from time to time.

2.7 The entry in the Register of Members by the Secretary of the name and address of any individual or organization shall constitute an admission to membership in the Society.

2.8 Membership in the Society shall cease upon the death of a member, by written notice of resignation to the Society, or if the member ceases to qualify for membership in accordance with these by-laws.

2.9 Members of the Society that are organizations and departments of government shall be recognized as members in addition to members that are individual persons.

2.10 Persons who are within organizations and government departments that are members of the Society may be nominated to sit on the Board of Directors and to hold executive offices of the Society.

SECTION 3 - Fiscal Year

The fiscal year of the Society shall be the period from the first day of April in any year to the last day of March in the year next following.

SECTION 4 - Meetings

4.1 Meetings

- The ordinary or annual general meeting of the Society shall be held within six months after the end of each fiscal year of the Society.
- An extraordinary general meeting of the Society may be called by the Chair or by the directors at any time if:
 - requisitioned in writing by at least five members of the Society
 - the reason for the meeting is stated
 - notification is sent to all members at least fourteen days prior to the meeting.Notice shall be given by letter, e-mail, fax or telephone.

4.2 Three days' notice of a regular meeting, specifying place and time, and in the case of special business, the nature of the business, shall be given to members. Notice shall be given by letter, e-mail fax or telephone. Non-receipt of any notice by a member shall not invalidate the proceedings at any general meeting.

4.3 At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- minutes of the preceding general meeting

- consideration of the annual report of the directors
- consideration of the financial statements, including balance sheet and operating statement, and the report of the auditors.
- nominating committee report
- election of directors and officers for the following year
- appointment of an auditor

All other business transacted shall be deemed to be special business, and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

4.4 No business shall be transacted at any meeting of the Society unless a quorum of members is present. A quorum shall consist of fifteen members.

4.5 If a quorum of members is not present, a meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned until such time and place as a majority of the members present shall direct. If at such adjourned meeting a quorum is not present, it shall be adjourned *sine die*.

4.6 The President of the Society shall preside as Chair at every general meeting of the Society, or, in the absence of the President, the Vice-President shall preside. If neither is present, the members present shall choose someone of their number to chair the meeting.

4.7 The chair shall have no vote except in the case of an equality of votes. In this case, the Chair shall have a casting vote.

4.8 The Chair may, with the consent of the meeting, adjourn any meeting, from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at that meeting, unless notice of such new business is given to the members.

4.9 At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried, and an entry to that effect in the book of the proceedings of the meeting, shall be sufficient evidence of the fact. No proof of the number or proportion of the members in favour of or against such resolution is necessary. If a poll is demanded, the same shall be taken in such manner as the Chair may decide, and the result shall be deemed to be the resolution of the Society.

4.10 The meeting shall be conducted according to Robert's Rules of Order.

SECTION 5 - Votes Of Members

Each individual member shall have one vote.

Each organization which is a member shall have one delegate, with one vote.

Each museum which is a member shall have two delegates if desired, each with one vote.

SECTION 6 – Governance & Responsibilities of Directors

A) Governance

The governing body of the Society shall be a Board of Directors, made up of officers and directors appointed from various areas of the province of Nova Scotia

A6.1 The number of directors shall be a minimum of eight and a maximum of ten. There shall be at least four directors at large and four regional directors, one for each of the regions: Southwest, Central, Northeast and Cape Breton. The Subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

A6.2 Any individual member of the Society, or any person within a member body corporate, shall be eligible to be elected a director of the Society, and to hold an executive office.

A6.3 Directors shall be elected by the members at each annual general meeting of the Society.

A6.4 Members of the Board of Directors shall be elected to hold office for two years, and continue in office until the election of their successors or their resignation. Approximately one half of the directors should be eligible to leave office each year.

Members of the Board of Directors who are eligible to serve another term and wish to do so, must re-offer after each two-year term and be elected at the AGM.

Each member of the Board shall be eligible to be a Board member for a maximum of six consecutive years (three two-year terms), after which a Board member is required to step down for no less than one year before being re-nominated to the Board of Directors.

Members of the Board who hold an executive office at the end of six consecutive years (three two-year terms), may re-offer for a fourth two-year term, bringing their total maximum consecutive years of Board service to eight. Members must be elected for executive office annually as stated below.

If a member of the Society is asked to fill a vacant Board position due to a Member of the Board resigning or otherwise vacating a position (see below), they may complete the remaining term of the vacated position without it counting toward their maximum consecutive years of Board service. They must reoffer and be considered for election after the completion of the term of the vacated position.

A6.5 In the event that a director resigns or ceases to be a member of the Society, the office of director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

A6.6 The Society may, by special resolution, remove any director before the expiration of the period of office, and appoint a replacement. The person so appointed shall hold office during such time only as that director would have held office if not removed.

A6.7 Meetings:

Meetings of the Board of Directors shall be held at least four times per year, and shall be called by the President or Chair. A meeting of directors may be held at the close of every ordinary or annual meeting without notice. Notice of all other meetings shall be given to each director within a reasonable time before the meeting by letter, E-mail, fax or telephone. Non-receipt of such notice by any director shall not invalidate the proceedings at any meeting.

No business shall be transacted at any meeting of the Board of Directors unless at least 50% + 1 of the directors are present.

The president, or if absent, the vice-president, or in the absence of both, any director appointed from among those present, shall preside as Chair at meetings of the Board.

The Chair shall not be entitled to vote as a director, but in the case of an equality of votes, shall have a casting vote.

A meeting, regular or special, of the Board of directors may be held by conference telephone or internet video and be considered a duly constituted meeting, provided it is called and convened in the same manner as a face-to-face meeting is called and conducted. All participating members must be able to hear each other at the same time, or in the case of internet video conferencing, see each other at the same time. *(This clause was adopted Apr 24 2009 AGM.)*

B) Responsibilities of Directors

B6.1 The responsibilities of the Board of Directors shall include:

- the power to engage a manager and to determine the title, duties and responsibilities of that position, and the remuneration.
- ensuring adequate resources to support the activities of the Society
- setting policies
- determining strategies
- evaluations - of itself and the Executive Director
- attraction of new membership
- representing the Society in their districts and as required

B6.2. The Board may establish and appoint committees as deemed required, from time to time, including standing and ad hoc committees.

B6.3 A chairperson for the nominating committee for the following year shall be appointed at the AGM by majority vote of the members present.

The remainder of the Nominating Committee shall be appointed by the Board of Directors, and the makeup of the committee will follow the committee Terms of Reference.

The names of the Nominating Committee members shall be announced to the members within 60 days of the AGM.

The President, Vice President, Secretary and Treasurer will serve for a period of one year and continue in that office until the election of the new Executive.

SECTION 7 - Officers of The Board

7.1 The officers of the Society shall be a President, a Vice President, a Treasurer, and a Secretary. The offices of Treasurer and Secretary may be combined.

7.2 The President shall be Chair of the Executive, and shall perform such duties as may be assigned by the Board of Directors.

7.3 The Vice-President shall perform the duties of the Chair during absence or incapacity of that officer, and shall be subject to the same directions of the Board.

7.4 The Secretary shall take the minutes of the meetings of members and directors, and of the executive, and shall perform such other duties as may be assigned by the Board. If the Directors think fit, the same person may hold both offices of Secretary and Treasurer.

Custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Registered Agent.

7.5 The directors may appoint a temporary substitute for the Secretary, who shall for the purpose of these by-laws, be deemed to be the Secretary.

7.6 The Treasurer shall ensure that accurate records are kept of all financial matters of the Society, all bills and accounts paid, and an annual report is presented to the membership.

7.7 There shall be a three signing officers of the Society and they may be any three of the President, Vice-President, Treasurer, Secretary and Senior Staff person.

SECTION 8 - Audit of Accounts

8.1 The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

8.2 The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account.

8.3 The auditor shall make a written report to the members upon a balance sheet and operating account, and in every such report shall be stated whether, in the opinion of the

auditor, the balance sheet is a full and fair balance sheet containing the particulars required by the Society, and is properly drawn up so as to exhibit a true and correct view of the Society's affairs. This report shall be presented at the annual meeting.

8.4 A copy of the balance sheet, showing the particulars of its liabilities and assets, and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual general meeting in each year, as required by law.

SECTION 9 - Repeal and Amendment of By-Laws

The Society has the power to repeal or amend any of these By-laws by a Special Resolution, passed in the manner prescribed by law.

SECTION 10 - Borrowing Powers

The borrowing powers of the Society may be exercised by special resolution of the members, as defined in the Definitions section.

SECTION 11 - Miscellaneous

11.1 The Society shall file with the Registrar, with its annual statement, a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.

11.2 The Society shall file with the Registrar a copy in duplicate of every Special Resolution, within fourteen days after the resolution is passed, as required by law.

11.3 The books and records of the Society may be inspected by any member at any reasonable time within two days, prior to the annual general meeting at the registered office of the Society.

11.4 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

11.5 The seal of the Society shall be in the custody of the Registered Agent, and may be affixed to any document upon resolution of the Board of Directors.

Approved and updated at Special Resolution Meeting, March 6, 2024