

BY LAWS OF THE SHELburne HISTORICAL SOCIETY

1. PURPOSE

The Shelburne Historical Society exists to promote interest in, and the preservation of, the tangible and intangible heritage of Shelburne County and the Town of Shelburne; to operate the Shelburne Museum Complex; facilitate research on the history and built heritage of the County and Town; and to provide programs that stimulate public interest in our heritage.

2. DEFINITIONS

In these by-laws,

- a. Society means The Shelburne Historical Society.
- 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, at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

3. MEMBERSHIP RIGHTS AND RESPONSIBILITIES

- a. Membership in the Society shall consist of those who have paid an annual fee in an amount to be determined by the Society.
- b. Every member is entitled to attend any members' meeting of the Society.
- c. Every member may vote at any General or Special meeting of the Society and shall have one vote. Proxy voting is not permitted. However, a member's vote on specific motions, for which advance notice was given under clause 4 b (iv), can be cast via electronic mail. For the purposes of registration, the number of members of the Society is unlimited.
- d. Membership in the Society is not transferable.
- e. Membership in the Society shall cease:
 - i. Upon the death of the member.
 - ii. If the member resigns by written notice to the Society, or
 - iii. If the member ceases to qualify for membership in accordance with these by-laws; or
 - iv. If, by a 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.
 - v. New members joining at the AGM will not be eligible to vote until the next AGM the following year.
- f. The members may inspect the annual financial statements and minutes of all General, Special and Director's meetings upon one week's notice. All other

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.

- g. No funds of the Society shall be paid to or be available for the personal use of any member.

4. MEETINGS

- a. A meeting of the members may be held at any time and shall be called:
 - i. If requested by the President, or
 - ii. If requested by a majority of the Directors, or
 - iii. If requested in writing by more than twenty-five percent (25%) of the members.
- b. Notice to members is required for all. The notice must:
 - i. Specify the date, place and time of the meeting.
 - ii. Include an Agenda for the meeting.
 - iii. Be given to the members at least seven (7) days prior to the meeting by any or all of the following methods: mail, newsletters, newspapers, television, radio, posters, telephone, email or other electronic means.
 - iv. Specify the nature of business, such as the intention to propose a special resolution
 - v. The non-receipt of notice by any member shall not invalidate the proceedings.
- c. An Annual General Meeting shall be held within three months after every fiscal year end. the notice of meeting must:
 - i. Specify the date, place and time of the meeting.
 - ii. Be given to the members thirty (30 days) prior to the meeting.
 - iii. Be given to the members by any of the following methods: mail, newsletters, newspapers, television, radio, e-mail, telephone, and or other electronic means.
 - iv. Specify the nature of business, such as the intention to propose a special resolution, and the non-receipt of notice by any member shall not invalidate the proceedings.
- d. At the Annual General Meeting of the Society the following items of ordinary business shall be dealt with:
 - i. Minutes of the previous Annual General Meeting
 - ii. Consideration of the Annual Report of the Directors.
 - iii. Consideration of the Annual Financial Report of the Society, including a balance sheet and operating statement, and, if available, the report of the qualified reviewer thereon.

- iv. The appointment of a qualified reviewer for the ensuing year.
 - v. The election of Officers and Directors, if and when required.
 - vi. Any other business
- e. Quorum for all meetings of the Society shall consist of a minimum of ten percent (10%) of members. No business shall be transacted at any meeting of the Society unless a quorum of members is present to open the meeting and before any vote.
- i. If a meeting is convened as per by-law 4 (a) (i) or 4 (a) (ii), and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
 - ii. If a meeting is convened at the request of the members as per by-law 4(a) (iii) and quorum is not present within one-half hour from the time appointed for the meeting, the meeting will be dissolved.
- f. The President of the Society, or in his/her absence the Vice-President or Past-President, or, in the absence of both of them, any member appointed from among those present shall preside as Chair at members' meetings.
- g. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the meeting from which such adjournment took place, unless notice of such new business is given to the members.
- h. At any members meeting, a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

5. BOARD OF DIRECTORS

- a. The affairs of the Society shall be managed by a Board composed of a President; a Vice-President or Past President, subject to the provisions of Section 6; a Secretary; a Treasurer; and a maximum of five (5) additional Directors. All members of the Board will be elected by, and from, the membership. All Municipal units of the County of Shelburne (the Town of Shelburne, the Town of Lockeport, the Town of Clark's Harbour, the District of Barrington, and the District of the Municipality of Shelburne) may nominate a candidate for election as a Director.
- b. A slate of nominations for Directors will be prepared by the Nominating Committee in accordance with the Terms of Reference of the Committee and circulated to the membership prior to the Annual General Meeting.
- c. If the maximum number of Directors has not been elected, the Directors may

- appoint a person to the Board, subject to ratification by the membership.
- d. Any member of the Society of legal age (19 years old) shall be eligible for election as a Director.
 - e. The term of office for all members of the Board, except for the President, Vice-President and Past President (see Section 6) shall be three (3) years.
 - f. No Director may serve more than three (3) consecutive terms.
 - g. A Director who has served three (3) consecutive terms will not be eligible for re-election during the next three (3) years.
 - h. No member of the Board may serve for more than nine (9) consecutive years.
 - i. If a Director resigns his/her office or ceases to be a member in the Society during his/her term, the Board may appoint a member of the Society as a Director for the remainder of the term, subject to ratification by the membership.
 - j. The members may, by means of an in-person vote or by electronic or postal ballot, remove any Director and elect another person to complete the term of office.
 - k. The Directors may engage professional staff and determine their duties, responsibilities and remuneration.
 - l. The Directors may appoint standing and *ad hoc* committees as necessary.
 - m. 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 members upon nomination or, after election as a Director, when the possibility of conflict is realized.
 - n. A conflict of interest does not prevent a member from serving as a Director, providing that he/she withdraws from the decision-making on matters pertaining to that interest. The withdrawal shall be recorded in the minutes.

6. THE VICE-PRESIDENT AND PAST-PRESIDENT

- a. The Vice-President shall be elected by the members of the Society for a term of one year. Upon completion of the one-year term, the Vice-President shall automatically assume the office of President for a term of two years. Following this two-year term, the President shall automatically assume the office of Past-President for a term of one year.
- b. To be eligible for election as Vice-President a candidate should have been a member of the Board of Directors for a minimum of one year. In the event that no one with prior Board experience accepts the nomination for Vice-President, any Society member may be nominated.
- c. In the event a Vice-President is not elected at the Annual General Meeting, the Board may appoint a member of the Society to this position.
- d. At no time will there be a Vice-President and Past-President serving concurrently. Consequently, during the year in which there is a Vice-President, there will not be a Past-President, and during the year there is a Past-President, there will not be a Vice-President.

7. SECRETARY

- a. The Secretary is responsible for:
 - i. Ensuring that minutes for all General, Special and Annual Meetings of the Society, of the Board and of the Executive Committee are recorded and approved.
 - ii. Filing the annual requirements with the office of the Registrar.
 - iii. Maintaining an up-to-date register of members of the Society.
 - iv. Filing a copy of every special resolution with the Registrar within fourteen (14) days of its adoption.
 - v. The Secretary may appoint a Recording Secretary who need not be a Director, to take the minutes of all Board and members' meetings.

8. TREASURER

- a. The Treasurer chairs the Finance Committee.
- b. The Treasurer is responsible for:
 - i. Ensuring that financial records are properly maintained, and that appropriate accounting procedures and practices are observed.
 - ii. Ensuring that the Board is provided with timely and accurate financial data.
 - iii. Assisting with the preparation of annual budgets that reflect financial, operational and curatorial realities and constraints.
 - iv. Ensuring compliance with appropriate CRA requirements.
 - v. Arranging for the auditing of the financial records when and as required.

9. MEETINGS OF THE BOARD OF DIRECTORS

- a. Meetings of the Board of Directors shall be held as often as the business of the Society may require but the Board shall meet not less than four times each year.
- b. For all Board meetings, notice is required and must:
 - i. Specify the date, place and time of the meeting.
 - ii. Be given to the Directors seven (7) days prior to the meeting unless time sensitive business requires a more immediate meeting and there is unanimous approval of the Board to waive this requirement.
 - iii. Be given to the Directors seven (7) days prior to the meeting by any of the by any of the following methods: mail, newsletters, newspapers, television, radio, telephone, email o r other electronic means.
- c. The non-receipt of notice by any Director shall not invalidate the proceedings. -
- d. Quorum for meetings of the Directors shall consist of a majority of the Directors. No business shall be transacted at any meeting of the Board of Directors unless quorum is present.
- e. The President or, in his/her absence, the Vice-President or Past-President or, in the

- absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.
- f. At Directors' meetings where there is an equality of votes the Chair shall have a casting vote.
 - g. For business that cannot reasonably wait for the next scheduled Board meeting, and does not warrant an extraordinary meeting, Board decisions on individual items can be made via electronic mail, provided a quorum of Board members approve. A non-response from a Board member will be considered an abstention.
 - h. Staff members may attend meetings of the Board of Directors by invitation.

10. FINANCE

- a. The fiscal year end of the Society shall be the last day of March.
- b. The Directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
 - i. a balance sheet showing its assets, liability and equity, and
 - ii. a statement of its income and expenditure in the preceding fiscal year.
- c. A copy of the financial report shall be signed by the qualified third-party reviewer or two Directors.
- d. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
- e. A qualified third-party reviewer will be appointed by the members at the Annual General Meeting. If the members fail to appoint a reviewer, the Directors may do so.
- f. The Society may only borrow money as approved by a special resolution of the members.
- g. 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 his/her duties. The Society shall not make loans, guarantee loans or advance funds to any Director.
- h. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the President, Vice- President or Past-President, and Secretary-Treasurer, or otherwise as prescribed by resolution and approval of the Board of Directors.

11. AMENDMENT OF BYLAWS

- a. The members may repeal, amend or add to these by-laws by Special Resolution.
- b. No by-law, or amendment to by-laws, shall take effect until it has been approved by the Registrar.

Approved by the membership on 15 June 2022