

NEW ROSS DISTRICT MUSEUM SOCIETY BY-LAWS

June 19, 2024

Definitions

In these by-laws

- (a) "Society" means the "New Ross District Museum 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 as are present and who are entitled to vote at a general meeting of which notice specifying the intention of the motion has been duly given.
- (d) "Ross Farm Museum Board" refers to the Board of Directors of the New Ross District Museum Society (*change approved June 19, 2024*)
- (e) The terms "Office" and "Officer(s)" refers to the executive positions of the Board of Directors (*change approved October 18, 2023*)
- (f) "Museum" refers to Ross Farm Museum
- (g) "Member(s)" refers to individuals that have officially joined the Society. (*change approved October 18, 2023*)

Membership Rights and Responsibilities

1. There will be three (3) types of membership
 - (a) "Full" membership which is open to any resident of Nova Scotia, of legal age, upon payment of the fee as set by the Society. Membership entitles the member to vote at the Society Annual meeting; (*change approved October 18, 2023*)
 - (b) "Associate" membership is open to employees of Ross Farm Museum and non-residents of Nova Scotia upon payment of the fee as set by the Society. Associate membership allows members to attend all annual general meetings; but Associate Members do not have the right to vote;
 - (c) "Honorary" membership may be bestowed on an individual who has made some exemplary contribution to the betterment of the Society/Museum. Honorary members are "non-voting" members.
2. Any full member is entitled to hold any office position;
3. Membership is non-transferable;
4. Membership in the Society shall cease upon death or if a member ceases to qualify for membership in accordance with these By-laws:

Membership Rights and Responsibilities cont'd

- (a) if the member resigns by written notice to the Society, or;
 - (b) if, by a vote of the majority of the members of the Board or a majority vote of the members 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.
- 5. No funds of the Society shall be paid or made available to any member for the personal benefit of the member.

Members' Meetings

- 6. Every full member shall be entitled to have one vote and there will be no proxy voting;
- 7. A general 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 Board;
 - (c) if requested in writing by twenty-five (25) full members. *(change approved October 18, 2023)*
- 8. Notice is required for general meetings. The notice must:
 - (a) specify the date, time, and place of the meeting;
 - (b) be given to the members seven (7) days prior to the meeting via email, the Ross Farm website and appropriate print media;
 - (c) specify the nature of the business;
 - (d) the non-receipt of notice by any member shall not invalidate the proceedings.
- 9. An annual general meeting shall be held within three (3) months of every fiscal year end and notice is required which must:
 - (a) specify the date, place and time of the meeting;
 - (b) be given to the members twenty one (21) days prior to the meeting , via email, the Ross Farm website and appropriate print media;
 - (c) specify the intention to propose a special resolution;
 - (d) non-receipt of notice by any member shall not invalidate proceedings.
- 10. Items of business to be managed at the annual general meeting include:
 - (a) agenda for the meeting;

Members' Meetings cont'd

- (b) minutes of the previous annual general meeting;
 - (c) consideration of the annual report of the Directors.
 - (d) consideration of the annual financial report of the Society;
 - (e) the appointment of a professional accountant/auditor for the ensuing year;
 - (f) election of Directors.
11. A quorum for Members' meetings, including the Annual General Meeting, shall consist of twelve (12) full members. No business shall be conducted at any meeting unless a quorum is present. *(change approved October 18, 2023)*
 12. The Chair of the Board, or in the Chair's absence, the Vice-Chair, or in the absence of both; any member of the Board present, shall preside over the meeting.
 13. The Chair may, with the consent of the members present, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting.
 14. Where there is an equality of votes; the Chair shall cast the deciding vote.
 15. At any meeting, a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three (3) members. If a poll is demanded it shall be held by a show of hands or by secret ballot as decided by the Chair.

Directors

16. Any full member of the Society shall be eligible to be elected a Director of the Society.
17. The number of Directors shall be not less than nine (9).
18. Directors are to be elected to a three (3) year term. A Director may be appointed to the Board at any time during the year in order to fill a vacancy. However, their three-year term does not commence until their appointment has been ratified at the subsequent Annual General Meeting. Directors may be elected to a second or third term at the Annual General Meeting. *(change approved October 18, 2023).*
19. Retiring Directors shall be replaced at an Annual General Meeting. Directors who have served their full nine years shall be ineligible for nomination for a minimum period of three (3) years or one (1) full term from the date of their retirement. *(change proposed and approved April 20, 2022)*
20. Board appointments and nominations will be staggered.

Directors cont'd

21. In the event a Director is unable to complete his/her term for any reason, the Board of Directors may appoint a full member of the Society to complete the remainder of the term, or leave the position vacant until the next general meeting. *(change approved October 18, 2023)*
22. Directors may resign from the Board at any time by presenting a notice of resignation to the Board. *(change approved October 18, 2023)*
 - (a) This resignation will become effective on the date it is approved by the Board;
 - (b) A Director subjected to a disciplinary investigation or action will be subject to any sanctions or consequences resulting from that investigation, even if they have previously resigned; *(change approved October 18, 2023)*
 - (c) Directors shall attend all Board meetings. Any Director who misses three consecutive meetings without cause will no longer be considered a Board member;
23. In the event of an unresolvable conflict between Directors, they will meet with the executive for mediation. The executive ruling shall be final upon Board approval:
 - (a) the full members may, by special resolution, remove any Director and appoint another member to complete the term of office.
24. The management of the Society is the responsibility of the Directors. In particular, the Directors may engage a Museum Executive Director, and determine his/her responsibilities, duties and remuneration.
25. The Directors may appoint an executive committee and other committees as they deem appropriate.

Directors' Expectations

(new section with all items moved from Directors section, above, proposed October 2023)

26. Directors shall represent the Society and Museum appropriately and shall act in a manner supportive of the Ross Farm Museum Vision, Mission and Mandate.
27. The Directors are accountable to the Society and shall: *(wording change approved October 18, 2023)*
 - (a) act within the law and the governing documents of the Society;
 - (b) act in good faith and in the interests of the Society members;
 - (c) act with due diligence in preparing for meetings and decision making.

Directors' Expectations cont'd

28. Directors shall keep confidential all Society and/or Museum information of a privileged nature, including but not limited to personnel, compensation, and financial items.
29. Directors shall not disclose Society and/or Museum confidential information unless disclosure is authorized or required by law.
30. Directors shall avoid conflicts of interest or the appearance of conflicts of interest by:
 - (a) abstaining from any Society/Board business where there may be a conflict of interest or the perception of a conflict of interest, and;
 - (b) declaring any conflict or perceived conflict upon being nominated to the Board; or, if already serving as a Director; as soon as the possibility of a conflict is realized and then withdrawing from all Board decisions related to that interest. The withdrawal should be recorded in the minutes.
31. A conflict of interest does not prevent a member from serving as a Director, provided he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal shall be recorded in the minutes.

Directors' Meetings

32. Directors shall meet no less than ten (10) times each year. *(change approved October 18, 2023)*
33. A meeting of Directors shall be held at the close of every annual general meeting without notice, for the purpose of electing officers. For all other Board meetings:
 - (a) adequate prior notice must be given;
 - (b) the date, time and place of the meeting must be given;
 - (c) non-receipt of the notice by any Director shall not invalidate the proceedings.
34. Quorum shall consist of five (5) Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before a vote. Directors attending meetings via electronic means are considered "present". However, Directors are expected to make every effort to attend all meetings in person. *(change proposed and approved April 20, 2022)*
35. In the absence of the Chair and the Vice-Chair, any Director appointed from among those Board members present shall preside as Chair.
36. At meetings of the Directors, where there is an equality of votes, the Chair shall have the deciding vote.

Officers

37. The officers shall be elected by the Directors and shall be the Chair, the Vice-Chair, Treasurer, and Secretary. *(change approved October 18, 2023)*
38. The Chair shall be responsible for the oversight of the Board and shall perform other duties of the Board as requested. *(change approved October 18, 2023)*
39. The Vice-Chair shall perform the duties of the Chair during an absence or when requested by the Chair.
40. The duties of the Secretary include: *(change approved October 18, 2023)*
 - (a) taking responsibility of the preparation and custody of all books and records, including:
 - (i) Minutes of members' meetings;
 - (ii) Minutes of Directors' meetings;
 - (iii) the registry of members.
 - (b) Submission to the Registrar of: *(change approved December 13, 2023)*
 - (i) a list of elected/appointed Directors with their dates of appointment or election within fourteen (14) days of election/appointment; *(correction approved December 13, 2023)*
 - (ii) a copy of every special resolution within fourteen (14) days of it being passed; *correction approved December 13, 2023)*
 - (c) have custody of the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors;
 - (d) have other duties as assigned by the Board.
41. The Directors may appoint a Recording Secretary who would be responsible for taking minutes at board meetings. The Recording Secretary need not be a Board member.
42. The Treasurer shall have responsibility for the custody of all financial books and records of the Society and other duties as assigned by the Board. *(change approved October 18, 2023)*
43. The Treasurer, the Chair and the Executive Director will have signing authority for the Society. Other Directors can be added to this list. *(change approved October 18, 2023)*
44. Contracts, deeds, bills of exchange and other instruments and documents shall be executed on behalf of the Society as prescribed by resolution of the Board Directors. *(change approved October 18, 2023)*

Finance

45. The fiscal year end of the Society shall be the last day of March.
46. The Directors shall annually present to the Society members a written report on the financial position of the Society. The report shall be in the form of:
 - (a) a balance sheet showing its assets, liabilities, and equity, and;
 - (b) a statement of its income and expenditures in the preceding fiscal year.
47. A copy of the Annual Financial Statement shall be signed by the certified accountant and by two (2) Directors.
48. A signed copy of the Annual Financial Statement shall be filed with the Registrar within fourteen (14) days of the annual general meeting.
49. Ross Farm Museum Annual Financial Statements are examined through an Audit Engagement at least once every three years. If not Audited, RFM Annual Financial Statements will be examined through Accountant Review Engagement. *(change approved June 19, 2024)*
50. The certified accountant or auditor for the Society may be appointed by the members at the annual general meeting (AGM). If the members do not do so, the Board of Directors may appoint an accountant. *(change follows from #49, as approved June 19, 2024)*
 - (a) a time and place for full members who wish to inspect the financial records will be provided upon request.
51. The Board of Directors may borrow on behalf of the Society for the ordinary operation of the Society's activities.
52. The Society shall not make loans, guarantee loans, or advance funds to any Director.
53. Directors and officers shall serve without remuneration and shall not receive financial gain from their positions; however, they may be remunerated for personal expenses incurred in doing Society business.

By-Law Amendments

The members may repeal, amend, or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it. A minimum of twenty-one (21) days notice of the intention to introduce the resolution must be communicated to the membership.