

# **DARTMOUTH HERITAGE MUSEUM SOCIETY**

## **2023 BY-LAWS UPDATE PROPOSAL**

Summary of Changes to previous edition of By-Laws approved 26 May 2021; in turn based on 20 June 2012 By-Laws, which updated original 14 June 2021 By-Laws

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- Article 14      Review of Accounts (**Renumbered, previously Article 13; renamed from 'Audit of Accounts'**)  
Article 15      Amendments to the By-Laws (**Renumbered, previously Article 14**)  
Article 16      Dissolution of the Society (**Renumbered, previously Article 16**)

### **Article 1: Definitions **New definitions at g, h. added****

1.1      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 1st of one calendar year to March 31st of the next calendar year;
- d. "Fiscal Year End" means March 31, which is the last day of the fiscal year;
- e. "Member", when capitalised, 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. **NEW** "Director" is an elected member of the Board;
- h. **NEW** "Officer" is any Director serving on the Executive Committee;
- i. **NEW** "Permanent Employee" any museum staff member, whether full- or part-time, signed to a contract with the Society and remunerated directly from Society financial resources; employees funded through annual government or private sector employment grants of fixed duration (e.g., summer students) are not considered to be 'permanent';
- j. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act, R.S., c. 81, s.1;
- k. "Society" means the Dartmouth Heritage Museum Society;
- l. "Societies Act" means the Nova Scotia Societies Act, R.S. c. 435, s.1;
- m. "Special Meeting" means a meeting of the Society membership for the purpose of voting on a Special Resolution;
- n. "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, and
- o. "Standing Committee" means a permanent committee of the Board of Directors.

### **Article 2: Usage **Editorial Changes to this Article; elimination of 2.1.2, 2.1.3, 2.14 renumbered as 2.2; + deletion of pronouns 'she' and 'her', thereby making by-laws entirely gender neutral. Gender neutrality incorporated throughout the entire document****

2.1      Format. **Secretarial Update** These By-Laws are divided into articles, clauses, and sub-clauses; e.g., Article 8: Board of Directors; Clause 9 of Article 8: Executive Officers of the Board; sub-clause 7 of Clause 9, which is numbered 8.9.7: "Directors and Officers shall serve without remuneration and shall not receive any profit from their positions...in the performance of their duties."

2.2      Oxford Comma. **No Change** 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.

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### **Article 3: Rules of Order** **Substantive change directs Secretary to hold copy of Sturgis book**

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'*, **an up-to-date copy of which is to be held by the Society Secretary.**

### **Article 4: Powers of the Society** **Renamed from 'Powers and Responsibilities of the Society'; renumbering of clauses + editorial changes to sub-clauses 4.1c., d., and f.**

4.1 Powers. **No Change to actual Powers** Without being restricted to the following, the Society shall have power to

- a. receive the annual report of the Chair on behalf of the Board of Directors;
- b. receive the annual report of the Manager-Curator;
- c. **receive and accept the financial report for the previous Fiscal Year;**
- d. **receive and review the budget for the current Fiscal Year;**
- e. elect members to the Board of Directors;
- f. **select the auditor tasked to review the accounts of the Society.**

4.2 Exercise of Powers. **No Change** These powers shall be exercised at the Annual General Meeting (AGM) or at a Special Meeting of the Society.

### **Article 5: Membership in the Society** **Substantive and editorial changes throughout**

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

- a. **Revised** "Member" is a person who paid the annual membership fee prescribed for this category. **Membership is valid for the remainder of the fiscal year (i.e., 1 April - 31 March) in which payment is made and entitles the member to participate in the Annual General Meeting (AGM) for that fiscal year, even if the AGM occurs following the close of the fiscal year;**
- b. **No Change** "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. **No Change** "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;
- d. **No Change** "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 (see also Article 8.5.4). Honorary members shall not be assessed annual fees, and
- e. **New.** "Reciprocal Member" is any person belonging to a non-profit/not-for-profit society or group with which the Board has entered into a formal relationship via a Statement of Cooperation or similar agreement. **Reciprocal members do not pay a membership fee; accordingly, their Rights of Membership, in accordance with Section 5.2 below, are limited to attending and being heard at an AGM or Special Meeting of the Society. They are afforded full Benefits of Membership as may be determined by the Society (e.g., gift shop discounts, etc.).**

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- 5.2 Rights of Membership. Each member may:
- Revised** attend and vote at any AGM or Special Meeting of the Society;
  - hold office;
  - be nominated for election to the Board;
  - serve on any committee;
  - Revised** on request, receive a copy of the By-Laws, and
  - New** with fourteen (14) calendar days notice to the Secretary, and with Board prior approval, attend and observe a Board meeting.
- 5.3 Cessation of Membership. Membership in the Society shall cease:
- New** immediately on receipt of a member's notice of resignation, or
  - upon death, or
  - if the member ceases to qualify for membership in accordance with these By-Laws, or
  - Revised** 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, for the express purpose of terminating an Individual, Family, Group or Honorary membership.

### **Article 6: Executive Officers of the Society **No Change****

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

### **Article 7: Meetings of the Society **Substantive changes where indicated****

7.1 Announcements of Society Meetings. **Substantially revised and updated**. Notice of Special Meetings and the AGM shall be posted on the Dartmouth Heritage Museum website, ideally not less than forty-five (45) calendar days prior to the meeting. Every reasonable effort shall be made to advise Society members of Special Meetings and the AGM by mail, e-mail or telephone call at least thirty (30) days prior to the date of the meeting. With respect to mail and e-mail, meeting notice posted in the DHM 'Gazette' periodic newsletter duly forwarded to the membership constitutes reasonable effort to inform.

7.2 Types of Society Meetings. **No Change** There are two types of meetings, an Annual General Meeting (AGM) and a Special Meeting.

7.3 Quorum at Society Meetings. **Substantive change**. Quorum at an AGM or Special Meeting consists of one-third of voting members rounded down to the nearest whole number. Quorum includes non-*ex officio* members of the Board, noting the following:

- No Change** no business shall be transacted at any meeting unless a quorum of voting members is present; this does not preclude presentation of information for discussion, and
- No Change** should quorum not be established within thirty minutes of the time the meeting is called, the meeting stands adjourned until an appropriate venue, date and time is set for a subsequent meeting.

7.4 Annual General Meeting. **Revised**. The AGM shall be held not later than the last day of June of each year. AGMs are open to all Society members in good standing, i.e., membership dues paid, and to any invited guest(s) approved in advance by the Board. At

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every AGM, and in addition to any other business that may be transacted, annual reports shall be presented by the following:

- a. the Chair - annual report;
- b. the Treasurer - financial statement and audit report for the past Fiscal Year;
- c. the Manager-Curator - summary of major operational achievements
- d. the Collection Manager - summary of major accessions/deaccessions, and
- e. Chairs of Standing Committees - any significant activity.

7.4.1 At every AGM the appointment of the auditor shall be announced.

7.5 Special Meeting. **Revised**. A Special Meeting may be held at any time. **Special Meetings are open to all Society members in good standing, i.e., membership dues paid, and to any invited guest(s) approved in advance by the Board. A Special Meeting may be called on the following occasions**

- 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) Society members in good standing, exclusive of the Directors.

### **Article 8: Board of Directors *Substantive and editorial changes throughout***

8.1 Eligibility. **Revised**. Any Member of the Society is eligible to be elected to the Board as a Director. Annually, all Directors must be confirmed by simple majority vote at the AGM. The Nominating Committee (see Article 9.2.2) is responsible for developing and presenting a slate of candidates to fill vacant Board positions, whether mid-term or at least thirty (30) days in advance of the AGM. Director nominations may also be raised from the floor at the AGM, subject to the written or verbal acceptance of the nominee, for vote at that same meeting.

8.2 Composition. **Revised, reduces maximum number of elected Directors from 12 to 11 and minimum number of elected Directors from 9 to 6**. The Board shall normally be comprised of at least six (6) and not more than twelve (12) Directors as follows:

- a. **Revised**. at least **five (5)** and not more than **eleven (11)** voting members, all members in good standing nominated and elected from the ranks of Society membership at an AGM, and
- b. the Manager-Curator, as an *ex officio* non-voting member.

8.3 Powers and Functions. **Revised**. 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, to include:

- a. **Revised**. authority to execute contracts, deeds, bills of exchange, agreements, **memoranda of understanding, statements of cooperation** and other instruments and documents on behalf of the Society subject to the limitations of the Societies Act, and
- b. **No Change** authority to 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, to 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 in an AGM

8.3.1 **Revised**. Without limiting the power stated above, the Board shall:

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- a. establish the **vision, mission, strategy and** policies of the Society;
- b. have general control of the financial affairs of the Society, **taking steps as necessary to ensure the Society is adequately resourced to achieve its objectives;**
- c. arrange for the engagement of a Manager-Curator qualified **to fulfil the duties and responsibilities of the position in accordance with Board-approved terms of reference, including implementing any vision, mission, strategy and/or policy set by the Board;**
- d. **No Change** employ and fix the compensation of all employees as may be hired for the proper operation of the Society;
- e. **No Change** elect standing and *ad-hoc* committees as it deems necessary to promote the efficient operation of the Society;
- f. **No Change** determine the signing officers for banking and investment accounts of the Society;
- g. **designate Special Advisors to assist the Board as it sees fit, and**
- h. **No Change** elect honorary Board members.

8.4 Terms of Office. **Renamed from 'Terms of Elected Board Members', editorial and substantive changes,** The term of office for a Director of the Board shall be two (2) years beginning at the conclusion of the Annual General Meeting. **The maximum number of consecutive terms any Director may serve on the Board is normally limited to four (4).**

8.5 Departure, Removal and Resignation of Directors **Renamed from 'Removal of Directors from the Board'; revised/updated with substantial new content.**

8.5.1 Attendance:

- a. **No Change** a Board Director who fails to attend two (2) consecutive Board meetings, without just cause, may be deemed by the Board to have retired, and
- b. **a Director who fails to attend four (4) meetings for any reason during the twelve month period following the Annual General Meeting, regardless of whether or not just cause has been provided and substantiated, may be deemed by the Board to have retired.**

8.5.2 Removal of a Director by the Membership. **Formerly 8.5.1 b; revised.** The Society may, by resolution at a Special Meeting, remove any Director from the Board at any time.

8.5.3 **New Content.** Resignation. Any communication by a Director to resign from the Board, regardless of format or means of conveyance, is effective on receipt and irrevocable. Resignations indicating the Director's departure at a specific date in the future may be withdrawn up to fourteen (14) days in advance of that date with majority approval of the Board. Society members in good standing who have resigned from the Board may re-apply two years after the date of actual resignation.

8.5.4 **New Content.** Departure. With effect from the 55th AGM (2022), Directors who depart the Board on completion of four (4) consecutive two (2) year terms of Board service are granted lifetime Honorary Membership in the Society.

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8.6 Application for Paid Position. **Formerly 8.5.2; Revised.** A Director who intends to apply for a paid position with the Society shall inform the Secretary a minimum of one month in advance and shall from that point forward be recused from further participation in Board business until such time as the paid position is filled. When a Director of the Board is a successful applicant for any paid position in the Society, they shall cease to be a Director but may remain a Society member.

8.7 **Formerly was 'Filling Mid-Term Vacancies on the Board'; now incorporated as a NEW Section Ethics, Conflict of Interest and Code of Conduct. - See ANNEX A**

8.8 Mid-Term Vacancies on the Board. **Formerly was 'Executive Officers of the Board'; no substantive change to content pertaining to mid-term vacancies**

8.8.1 Vacancies occurring on the Board shall be filled from the recommendations of the Nominating Committee.

- a. Director appointments shall occur following a vote held at a duly constituted Board meeting in which a simple majority votes in favour of the candidate recommended by the Nominating Committee, and
- b. **Editorial amendment.** The term of a Director appointed under this circumstance shall conclude at the next Annual General Meeting of the Society, at which time the Director may be subsequently affirmed for continuing Board service by Member vote.

8.9 Executive Officers of the Board **Renumbered from 8.8; substantially revised, updated and expanded** (see also Article 9.2)

8.9.1 The Executive shall comprise the following persons: **(removes Past Chair as a member of the Executive)**

- a. Chair;
- b. Vice-Chair;
- c. Secretary;
- d. Treasurer, and
- e. Manager-Curator, as an *ex-officio* non-voting member.

8.9.2 Responsibilities and Duties of Executive Officers. **Revised.** The Executive shall manage and conduct Society business, including financial transactions, as required 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.

8.9.3 Executive Meetings and Quorum. **Change to requirement for quorum, now reduced to three and allowing remote participation.** Meetings of the Executive shall be convened whenever considered by the Chair to be necessary or advisable. A Quorum of the Executive consists of three (3) Officers, physically present or participating remotely.

8.9.4 Duties of the Executive **Substantially expanded and updated**

- a. The Chair shall **(expanded and updated)**
  - (i) provide leadership to the Board, with responsibility for supervising and directing the activities of the Society between Board meetings and the AGM;

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- (ii) normally convene and preside at all meetings of the Executive and Board, as well as at the Society AGM and any Special Meetings;
- (iii) provide an annual report to the Society AGM;
- (iv) report to each meeting of the Board on activities of the Executive;
- (v) be a signatory on all bank accounts and investments;
- (vi) see that the resolutions of the Board are carried out;
- (vii) be a voting member on all committees, except the Nominating Committee;
- (viii) function as second-level signing authority for the Manager-Curator annual performance evaluation, and
- (ix) carry out other duties assigned by the Society.

b. The Vice-Chair shall **(expanded and updated)**

- (i) assume Chair duties in the absence of the Chair, including acting as Interim Chair should the Chair position become vacant for an extended period;
- (ii) chair the Nominating Committee, and
- (iii) carry out other duties assigned by the Chair and/or Board.

c. The Secretary shall **(expanded and updated)**

- (i) maintain a register of all Board and Committee members;
- (ii) notify Directors of the date, place and time of Board meetings, Special Meetings and the AGM;
- (iii) notify Society members of the date, place and time of Special Meetings and the AGM;
- (iv) prepare and keep a record of all agenda and minutes pertaining to meetings of the Society, the Board, and the Board Executive;
- (v) pursuant to direction at 8.5.1 Attendance, maintain a record of Director attendance at all Board meetings;
- (vi) prepare correspondence when directed by the Chair;
- (vii) register/file all documents required by the Societies Act;
- (viii) assume Chair duties in the absence of the Chair and Vice Chair;
- (ix) carry out other duties assigned by the Chair and/or Board.

d. The Treasurer shall **(expanded and updated)**

- (i) monitor the financial health of the Society, to include income, revenue, expenses, net income and cash flow
- (ii) inform/advise Directors & Officers on all aspects of finances via regular reports; with the object of facilitating high-quality decision-making
- (iii) review/finalise the annual budget based on received submission(s)
- (iv) manage financial transactions (may be delegated to a bookkeeper)
- (v) be responsible for preparation and custody of all financial books;
- (vi) ensure internal financial controls are in place/complied with
- (vii) prepare/present the annual financial report to the AGM
- (viii) present the Engagement/Audit Report to the AGM;
- (ix) advise on status of endowments and cash reserves
- (x) advise on tax policy implications and strategies
- (xi) advise on investment status and strategies
- (xii) prepare other financial reports as required
- (xiii) initiate external audits when directed



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- (xiv) prepare for scheduled audit activity
- (xv) carry out such other duties as may be assigned by the Chair and/or Board.

8.9.5 Vacancies on the Executive. **Renumbered from old 8.8.5; No Change** 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 AGM. Such appointment shall require a simple majority vote of the Board at a duly constituted meeting.

8.9.6 Departure/Resignation from the Executive. **New.** Directors who depart the Board after five (5) or more years of Executive service are granted lifetime Honorary Membership in the Society. Policy concerning resignation from the Executive is identical to that for Board Directors, as described at Article 8.5. The sole exception is that a member of the Executive who signals in advance their intention to step away from Executive duty but also wishes to remain with the Board, may do so, provided there is a Board position available once the vacant Executive position is filled.

8.9.7 Remuneration of Directors and Officers. **Renumbered from old 8.8.6; Minor editorial & substantive change** Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, with pre-approval of the Board, Directors may be reimbursed reasonable expenses incurred in the performance of their duties.

### 8.10 Meetings of the Board **Renumbered from old 8.9; revised/updated throughout with substantive & editorial changes**

8.10.1 Occasions for Meeting. **Revised/updated** The Board shall meet at least six times a year (the AGM counting as one of these six occasions) and on other occasions as determined by the Chair. The Board is compelled to meet on receipt by the Chair of a written request signed by three (3) Directors, clearly stating in the request the nature of the business to be transacted.

8.10.2 Quorum. **Renumbered from old 8.9.2; revised.** A prescribed minimum number of voting Directors of the Board must be present, physically and/or remotely, to constitute quorum; the exact minimum number is calculated as follows:

- a. Board with even number of voting Directors - 50% of voting Directors, and
- b. Board with odd number of voting Directors - 50% of the number of voting Directors rounded up to the nearest whole number (e.g., 50% of seven Directors equals 3.5, rounded up to four Directors for quorum)

8.10.3 Failure to Achieve Quorum. **Renumbered from old 8.9.2.2; Revised/updated** On any occasion where Quorum may not be achieved, information may be presented for discussion and Motions developed. Motions shall not be approved without Quorum, unless absent Directors have in advance communicated their position pertaining to the Motion under consideration.

8.10.4 Participation. **NEW** Board meetings are normally closed to the general public. With fourteen (14) calendar days notice to the Secretary, and approved by the Executive, a Society member in good standing may attend, observe and make

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submission(s) to a Board meeting. The Board may extend invitations to HRM representatives and subject matter experts to participate for the entire meeting or a single agenda item.

8.10.5 Guidance Concerning Main Motions. **NEW.** *Sturgis' Standard Code of Parliamentary Procedure (4th Edition)*, provides detailed guidance on the presentation, classification, precedence, and rules governing the formulating, processing and disposition of all types of motions. Pertaining to the Society, the following direction is provided with respect to what types of Board deliberations must be resolved through generation, discussion and voting on a Main Motion:

- a. all substantive administrative and operational policy decisions, including approval of new policies and update/amendment of existing policies;
- b. drafting guidelines (e.g., decision to pursue a balanced budget or incur a deficit) and approval of the annual Business Plan and Budget;
- c. all fiscal activity involving expenditure known to be in excess of of \$1000.00;
- d. all fiscal activity where the cost is not fully understood but has potential to exceed \$1000.00;
- e. the hiring and termination of permanent employees, whether full- or part-time;
- f. all investigations and disciplinary proceedings involving permanent employees, whether full- or part-time;
- g. consideration and approval of the Board meeting agenda;
- h. consideration and approval of previous Board meeting minutes;
- i. consideration and approval of Treasurer reports to the Board;
- j. official correspondence to Halifax Regional Municipality;
- k. Establishment/termination of statements of cooperation or similar agreements and/or arrangements with other culture and heritage organisations, institutions and groups, and
- l. entering into any agreement identified at 8.3.a. of these By-Laws

8.10.6 Confidentiality. **NEW.** Board deliberations and documentation, including the contents of agenda, motions and minutes, are considered 'limited distribution' and shall not be shared with the general public. Subject to receipt by the Secretary, from a Member of a signed formal request to do so, and with the concurrence of the Board, a requested document will be provided to the Member making application. On signed formal request by a minimum of ten (10) Society members, inclusive of Board Directors and without requirement for Board approval, documentation will be provided to the Society member making application. Material so released shall not be shared with the general public.

### **Article 9: Committees Formerly Section 8.10, now broken out as a stand-alone Article with substantial revisions and updates**

9.1 Establishment. **Renumbered from old 8.10.1;** The Board is authorised to establish, via formal Motion, Standing and *ad hoc* committees, subject to the following stipulations:

- a. Committees shall be responsible to and report to the Board in the manner directed by the Board;
- b. Committees shall have established terms of reference;
- c. Committees shall have a Chair and members appointed by name;
- d. unless specifically noted, a prerequisite for Committee membership is Society membership;

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- e. term of office for a Committee Chair is two (2) years; an *ad hoc* Committee Chair may serve for four (4) consecutive terms, and
- f. all committees may enlist the support of subject matter experts (SMEs) as they see fit, keeping the Secretary informed; SMEs need not be Society members.

9.2 **Standing Committees.** *Renumbered from old 8.10.2;* Standing committees are permanently constituted by the Board with a specific long-term mandate. They are responsible to the Board and provide reports as directed. At least one member of each Standing Committee shall be a Board Director.

9.2.1 Standing Committee 1 - The Executive (see Article 8.9). The Executive is chaired by the Board Chair and consists entirely of members drawn from the ranks of serving Board Directors. The composition, duties, responsibilities and work of the Executive are not contained in terms of reference but are delineated in Article 8.9 of these By-Laws. The Executive undertakes a limited number of other specific functions not identified in Article 8.9, including:

- a. supervising, directing, guiding and advising the Manager-Curator;
- b. preparing and delivering the Manager-Curator's annual performance evaluation, and
- c. serving as an appeal committee for staff disputes not resolved at a lower level.

9.2.2 Standing Committee 2 - The Nominating Committee. The Nominating Committee is chaired by the Executive Committee Vice Chair and consists of at least one (1) additional member drawn from the ranks of Board Directors. The Nominating Committee solicits, reviews, investigates, vets and presents suitable applications for Board membership (see also Article 8.1).

9.2.3 Standing Committee 3 - The Collection Management Committee (CMC). The CMC is established under comprehensive Terms of Reference. Its membership includes a Board Director, the Manager-Curator, the Collection Manager and an HRM representative. The Chair and Secretary shall be volunteers drawn from Society membership. Subject matter experts may be recruited from the community at large. The Chair normally reports to the Board via minutes, but in exceptional circumstances may be called upon to deliver an in-person verbal report.

9.3 **Ad-hoc Committees.** *Renumbered from old 8.10.3; Minor editorial update* Ad-hoc committees shall be established by the Board for a specific purpose and shall report to the Board in accordance with their stated mandate. Examples include staff recruiting, infrastructure and garden development, and special projects approved by the Board. Ad-hoc committees can be created at any duly-constituted Board meeting. They cease to exist when the purpose for which they were created has been met or at the discretion of the Board. Ad-hoc committee members may be drawn from the ranks of the Board, from the Society or, when subject matter expertise is required, from the community at large.

**Article 10: Fiscal Year** *Renumbered from old Article 9; revised and updated - deletes reference to Membership Year*

# **DARTMOUTH HERITAGE MUSEUM SOCIETY**

## **2023 BY-LAWS UPDATE PROPOSAL**

Summary of Changes to previous edition of By-Laws approved 26 May 2021; in turn based on 20 June 2012 By-Laws, which updated original 14 June 2021 By-Laws

The Fiscal Year of the Society shall be April 1 of one calendar year to March 31 of the next calendar year. Fiscal Year End shall be the last day of March.

### **Article 11: Borrowing Powers *Renumbered from old Article 10; revised - 60% approval replaced with unanimous requirement***

The Society may, by special resolution, borrow, raise, and secure the payment of money in such a manner as it sees fit. The borrowing powers of the Society may be exercised by a **unanimous resolution** of the Board of Directors.

### **Article 12: Signing and Purchasing Powers *Renumbered from old Article 11; title amended from 'Signing Powers', revised/updated to include Purchasing and Procurement***

12.1 **Cheques. No Change** Cheques must be signed by any two (2) of the Chair (or, in the Chair's absence or unavailability, individual acting in that capacity per Article 8.9.4 b), Manager-Curator, and Treasurer.

12.2 **Changing Signing Officers at a Defined Date. *Revised from 2 to 6 weeks.*** When signing Officers are replaced by new Officers in elections at the Annual General Meeting, the signing Officers will retain their positions for **six weeks** following the AGM to ensure newly-elected Officers receive authorization to sign financial documents of the Society.

12.3 ***NEW Purchasing and Procurement. - See ANNEX B***

### **Article 13: Inspection of Books and Records *Renumbered from old Article 12; revised***

The books and records of the Society will be held at the Museum. **Upon written or email application to the Executive through the Secretary, a member of the Society may view the books and records at the Museum during Museum business hours at a time mutually agreed between the Board and applicant. Applications shall be responded to in the same medium they are received, normally within four (4) weeks of receipt.**

### **Article 14: Review of Accounts *Renumbered from old Article 13; title amended from 'Audit of Accounts', minor editorial changes***

**The financial books of the Society shall be reviewed at least once per year by a chartered accountant or a suitable person recommended by the Board and appointed at the AGM.**

### **Article 15: Amendment of By-Laws *Renumbered from old Article 14; minor editorial changes***

**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. By-Laws may be amended by the Board with Society approval at an AGM or Special Meeting.**

### **Article 16: Dissolution of the Society *Renumbered from old Article 15; no change***

**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**

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recognized charitable organisations in Canada as determined by special resolution of the Society.

### **Article 17: Effect *New article; no change***

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 30th day of May, 2023 A.D.

Chair

Secretary

**NEW ANNEX A - Ethics, Conflict of Interest and Code of Conduct**

**NEW ANNEX B - Purchasing and Procurement**

**NEW ANNEX A - Ethics, Conflict of Interest and Code of Conduct**

### **By-Laws Section 8.7 - Elaboration**

**A.8.7.1 References.** With respect to questions of ethics, conflict of interest and conduct as they pertain to both Society Members and Board Directors, the Society shall comply with the International Council of Museums (ICOM) *Code of Ethics*, the Nova Scotia *Municipal Conflict of Interest Act, Ch 29 of the Revised Statutes, 1989*, and by any extant HRM direction. Society membership and election to the Board automatically signifies willingness to fully comply with direction and guidance in the ICOM Code of Ethics and the *Municipal Conflict of Interest Act*.

**A.8.7.1.2 Declaration.** As a general rule, Members and Directors who perceive an ethical dilemma or have, or could reasonably be seen to have, a conflict of interest, especially of a pecuniary nature (see subsections A.8.7.1.4 and A.8.7.1.5 below), have a duty to declare the dilemma or conflict to the Executive. In the case of Board Director nominees, the declaration shall be made before or at the time of nomination; if already serving as a Director, as soon as a potential conflict is realised.

**A.8.7.1.3 Board Service.** Neither situation identified above absolutely precludes an individual from serving in a Director capacity. In particular, and with respect to conflict of interest, provided a declaration of conflict is made and the individual is recused, either at own request or by direction of the Board Chair, from discussing and voting on the matter under consideration, their status as a Director is unaffected. The conflict and recusal shall be recorded in the minutes.

**A.8.7.1.4 Direct and Indirect Pecuniary Interest.** Types of conflict to be considered relate to direct and indirect pecuniary interests. A Director has a direct pecuniary interest when the result of a matter before the Board could impact, either positively or negatively, that same individual's finances, economic prospects or asset value. This includes any Board decision potentially leading to an increase or decrease in value of property, creating new economic opportunities, or greater employment benefits for said Director. An indirect pecuniary interest

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exists when a Director has a relationship with another person or entity who could be affected in the same way; examples include:

- a. a private corporation in which the Director is a shareholder, director or senior officer;
- b. a public corporation in which the Director has a controlling interest, or is a director or senior officer of;
- c. a body of which a Director is also a member;
- d. a Director's business partner, and
- e. a Director's employer.

A.8.7.1.5 Indirect Pecuniary Interest - Elaboration. Pertaining to indirect pecuniary interests involving a Director's relationship with another person or persons, under the *Municipal Conflict of Interest Act* the following have an equal interest to the Director and the Director is required to declare a conflict:

- a. spouse;
- b. son, daughter, father, mother, brother, sister;
- c. the spouse of anyone at b. above, and
- d. any other person who normally resides in the same home the Director occupies.

8.7.2 Code of Conduct. Society Member, Board, Executive and Director conduct is governed by *HRM Administrative Order 52 - Code of Conduct for Elected Officials*. *Administrative Order 52* shall be consulted in any instance of an allegation, investigation or question related to individual or collective conduct. Election as a Director to the DHMS Board automatically signifies willingness to fully comply with direction and guidance in *Administrative Order 52*. During any consultation of the *Order*, the following substitutions for wording and terms shall be assumed:

- a. 'Members of Council', 'members' or 'elected officials' to be substituted with 'Director(s)' or 'Society Member(s)' as circumstance requires;
- b. 'Council' to be substituted with 'DHM Board' or 'Executive';
- c. 'Chief Administrative Officer' to be substituted with 'Board Chair';
- d. 'Municipality' to be substituted with 'Society', and
- e. 'Mayor' to be substituted with 'Board Chair'.

### **NEW ANNEX B - Purchasing and Procurement**

#### **By-Laws Section 12.3 - Elaboration**

B.12.3.1 Manager-Curator Purchasing Authority. The Manager-Curator, or delegate approved by the Manager-Curator on a case-by-case basis, is authorised to make purchases in support of museum operations, without requirement to consult in advance with the Board, to a maximum limit of \$1000.00 CAD, using the mechanism of the DHM in-force credit card. Purchases in excess of \$500.00 CAD shall be reported by the Manager-Curator to the Treasurer at the earliest convenient opportunity and to the Board at its next scheduled meeting.

B.12.3.2 Purchases In Excess of \$1000.00 CAD. Purchases contemplated to be above the \$1000.00 CAD threshold shall be approved in advance by Motion of the Board. In time-sensitive situations purchases above the \$1000.00 CAD threshold, but less than \$5000.00 CAD, may be authorised by the Executive on the recommendation of the Manager-Curator and Treasurer, with the understanding that the purchase will be reported at the next Board meeting with the intention of passing an approving Motion 'after-the-fact'.

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B12.3.3 Procurement - Value \$500.00 CAD - \$999.99 CAD. Procurements falling within this price range, exclusive of taxes and shipping but inclusive of any other fees, shall be subject to rigorous pre-purchase analysis soliciting at least two price quotes to ensure optimum value-for-money.

B.12.3.3.1 Procurement - Value \$1000.00 CAD and Greater. Procurements falling within this price range, exclusive of taxes and shipping but inclusive of any other fees, shall be subject to pre-purchase analysis soliciting at least three quotes to ensure optimum value-for-money. Per direction at B.12.3.2 above, quotes shall be provided to the Board for consideration in advance of any Motion to approve. Quotes may be received from any vendor providing the good or service, with the understanding that, where such a vendor exists and the price is determined to be superior to all other alternatives, the purchase will be made from a Nova Scotia merchant or supplier. In the event there are insufficient Nova Scotia suppliers to provide three quotes, or less than three Nova Scotia bidders respond to a request for quote, price data from jurisdictions outside the Province of Nova Scotia, including the internet, may form part of the pre-purchase analysis.