

No: 01-16

**BY-LAWS**  
**of**  
**COLCHESTER HISTORICAL SOCIETY**

1. In these by-laws, unless there is something in the subject or context inconsistent therewith:

- (a) "Society" means the Colchester Historical Society;
- (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- (c) "Museum" means the Colchester Historical Society Museum;
- (d) "Archives" means the Colchester Historical Society Archives;
- (e) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- (f) "Member" means a paid-up, registered member of the Society;
- (g) "Board" means the Board of Directors of the Society; and
- (h) "Director" means a Society member legally elected to the Board of Directors.

**MEMBERSHIP**

- 2. The subscribers to the Memorandum of Association and such other persons, family groups and organizations as shall be admitted to the membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
- 3. For the purposes of registration, the number of members of the Society is unlimited.
- 4. Every member of the Society shall be entitled to attend any meeting of the Society, to vote at any meeting of the Society and to hold office, but there shall be no proxy voting
- 5. Membership in the Society shall not be transferable.

6. No formal admission to membership shall be required. Any person, family group or organization interested in the objectives of the Society is eligible for membership upon payment of the membership fee.
7. The membership fees shall be as the Society approves from time to time at an annual meeting.
8. There shall be the following classes of membership:
  - Individual: This category shall consist of persons who pay annual dues in advance, and shall have all the rights and privileges of membership including the right to vote and hold office.
  - Family: This category shall consist of family groups comprised of adults, and children under the age of eighteen (18) years old. All members of the family group are admitted free to Society events that are free to members. Family group adults shall have full rights and privileges including the right to vote and hold office.
  - Organization/Business: This category shall consist of organizations and business which, upon payment of the organizational dues, shall be entitled to one vote at Society meeting. Membership to include 10 passes for associates or clients, to be dated and stamped with organization/business name on back, to be returned to organization/business for reuse within the membership year.
  - Honorary Life: This category shall be conferred by Board vote upon any person in recognition of an extraordinary contribution to the work or welfare of the Society. Honorary Life members shall enjoy all the rights and privileges of members but shall be exempt from the payment of membership fees.
  - Complimentary Membership: This category may be conferred to a person by the Board for up to one year in recognition of special services rendered to the Society.
9. Membership in the Society shall cease upon the death of a member, or if by notice in writing to the Society the member resigns, or if the member ceases to qualify for membership in accordance with these by-laws.

#### FISCAL YEAR

10. The fiscal year of the Society shall be the period from 1 April in any year to 31 March in the following year.

### MEETINGS

11. The Annual General Meeting (AGM) of the Society shall be held within three months after the end of the Society's fiscal year, with written or emailed notice in the member newsletter or sent by mail or email at least thirty (30) days prior to the meeting.
12. An extraordinary general meeting of the Society may be called by the President or by the Board at any time, and shall be called by the Board if requested in writing by at least ten (10) members of the Society, stating the reason for the meeting. Notification in writing of the extraordinary general meeting must be sent to all members by mail or email at least fourteen (14) days prior to the said meeting.
13. Ordinary meetings of the Society shall be held as deemed necessary by the Board.
14. At each 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 preceding general meeting;
  - Consideration of the annual reports of the Officers and Standing Committees;
  - Consideration of the financial statements, including balance sheet and operating statement, and the report of the Auditor thereon;
  - Election of Directors for the ensuing year; and
  - Appointment of an Auditor
15. All other business transacted at an annual general meeting 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.
16. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business, and such quorum shall consist of fifteen (15) members.
17. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
18. The President of the Society shall preside as Chairperson at every meeting of the Society.
19. If there is no President or if at any meeting the President is not present at the time of holding same, the Vice-President shall preside as Chairperson.

20. If there is no President or Vice-President, or if at any meeting neither the President nor Vice- President is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
21. The Chairperson shall have no vote except in the case of an equality of votes, in which case the Chairperson shall have a casting vote.
22. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
23. If a poll is deemed necessary, the same shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

#### VOTES OF MEMBERS

24. Every member shall have one vote and no more.

#### DIRECTORS

25. Unless otherwise determined by general meeting, the number of directors shall not be less than eight (8) nor more than fifteen (15).
26. Any member of the Society shall be eligible to be elected a director of the Society.
27. Directors shall be elected by the members at each annual general meeting of the Society.
28. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be elected for a two-year term, with one-half of the directors elected each year. Retiring directors shall be eligible for re-election for a maximum of ten (10) consecutive years.
29. In the event that a director resigns his office or ceases to be a member of the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
30. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.

31. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the President. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

32. No business shall be transacted at any meeting of the Board of Directors unless at least one third in number of the directors is present at the commencement of such business.

33. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.

34. The Chairperson shall be entitled to vote as a director and, in the case of an equality of votes, shall have the casting vote in addition to the entitled vote as a director.

#### POWERS OF DIRECTORS

35. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society, and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting

36. Directors shall have the power to engage a Curator/Administrator and an Archivist and to determine the duties, responsibilities and remuneration of each. All voting members of the Board of Directors shall serve without remuneration but shall be entitled to be reimbursed for expenses reasonably incurred.

37. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

#### OFFICERS

38. The Officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary.

39. Duties of the **President**:

· As the senior officer of the Society, the President shall preside over all meetings of the Society and the Board of Directors;

- The President shall have general supervision of the activities of the Society, and shall perform such duties as may be assigned by the members from time to time;
- The President shall exercise supervisory responsibility for the Administrator;
- The President shall be the official representative of the Society;
- The President shall be an ex-officio member of all committees except the Nominating Committee; and
- No person shall hold the office of President for more than three (3) consecutive years.

40. Duties of the **Vice - President:**

- The Vice - President shall, at the request of the members and subject to their directions, perform the duties of the President during his/her absence, illness or incapacity. He/she shall also perform the President's duties during such period that the President may request.

41. Duties of the **Treasurer:**

- The Treasurer shall exercise overall management of the financial affairs of the Society;
- The Treasurer shall serve as Chairperson of the Finance Committee; and
- The Treasurer shall present financial reports to Board and Ordinary meetings, and shall prepare the Annual Financial Statement for audit at the end of the fiscal year.

42. Duties of the **Secretary:**

- The Secretary shall perform all the duties of the office according to common usage; ie, keep the minutes of all the meetings of the Society and Board of Directors, and present them for approval at the next meeting.
- The Secretary shall have custody of the Society and Board minute books;
- The Secretary shall have custody of and shall be the person authorized to use the corporate seal of the Society; and
- 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.

**BOARD OF DIRECTORS**

43. The Board of Directors of the Society shall consist of the Officers, the Chairpersons of all Standing Committees and such Directors at Large as may be duly elected by the members.

44. The Board of Directors shall be responsible for the management of the Society, the custody and care of all real property of the Society, and for the supervision and promotion of the activities of all Committees.

45. The Curator/Administrator and the Archivist shall attend all meetings of the Board as exofficio members.

#### STANDING COMMITTEES

46. The following Standing Committees shall be established:

· Collections Committee: The Collections Committee shall be responsible for the decision to acquire artefacts and archival records. The committee shall consist of at least three (3) people, including the Curator/Administrator or the Designate, and one (1) other person appointed by the committee chair. This committee may not include any individual offering an artefact or archival record to the Society.

· Communications Committee: The Communications Committee shall be responsible for policies relating to Society publicity and promotion. Specific marketing programs should be coordinated by this committee.

· Events Committee: The Events Committee is responsible for providing logistical support to staff and standing committees for events.

· Finance Committee: The Finance Committee shall be responsible for all Society financial matters. The Society Treasurer shall preside as Chairperson of this Committee.

· Fundraising and Major Gifts Committee: The Fundraising and Major Gifts Committee works to identify, develop and assist in the execution of fundraising strategies and major gift solicitation in support of the work and financial capacity building of the Society.

· Heritage Committee: The Heritage Committee shall concern itself with the Society Heritage Awards program, with recognition of historic sites in Colchester County, and shall provide Society representation on the Truro Heritage Advisory Committee.

· Human Resources Committee: The Human Resources Committee shall be responsible for all Society personnel policies. Policies for volunteers shall also be included in the mandate of the Human Resources Committee.

· Nominating Committee: This Committee shall consist of the immediate Past-President as its Chairperson and at least two additional Society members. At the Annual General Meeting the Nominating Committee shall present nominations for the offices of President, Vice President, Treasurer and Secretary, for Chairpersons of all Standing Committees except for the Nominating and Finance Committees, and for any additional directors at large. No person shall be placed in

nomination for any office without his or her consent after having been informed of the duties and responsibilities of the position.

47. Chairpersons of Standing Committees shall report to the Board of Directors at each Board meeting unless expressly permitted otherwise. Annual budgets shall be presented for approval at a time specified by the Board. Detailed terms of reference for each Committee shall be forwarded for Board approval. All Committees may add members as required to perform their functions.

#### AUDIT OF ACCOUNTS

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

49. 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 income statement. The auditor shall make a written report to the members and shall state whether in his/her opinion the balance sheet and income statement presents fairly the financial position and results of operations of the Society. Such report shall be read at the annual general meeting.

50. A copy of the balance sheet, showing the general particulars of its liabilities and assets, and a statement of its income and expenditures 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.

#### MISCELLANEOUS

51. The Society shall file with the Registrar with its annual financial statement, a list of the 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.

52. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

53. The Seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

54. 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.

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



56. The borrowing powers of the Society may be exercised by special resolution of the members.

REPEAL AND AMENDMENT OF BY-LAWS

57. 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.

*Updated at the 2024 Annual General Meeting held in Truro, NS on June 6th.*