

BY-LAWS
OF
“THE ISLE MADAME HISTORICAL SOCIETY”

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

a)“Society” means The Isle Madame 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 general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons shall be admitted to membership in accordance to these by-laws, and no others, 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 and to vote at any meeting of the Society, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society:
 - a) any individual who annually contributes to the support of the Society, by paying a membership fee.
7. No formal admission for membership shall be required and the entry in the

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

8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

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

MEETINGS

10. a) The annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;

b) An extraordinary general meeting of the Society may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five percent (25%) of the members of the Society.
11. Three days notice of all meetings, specifying the place, day and hour of the meeting, and in the case of special business, the nature of such business, shall be given to the members by e-mail or telephone. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. 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;
 - * Annual report of the directors;
 - * Financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - * Election of directors for the ensuing year
 - * Appointment of Auditors.
13. 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 five members.
14. a) The Chair of the Society shall preside as Chair at every general

meeting of the Society;

b) If there is no Chair or if at any meeting the Chair is not present at the time of holding the same, the Vice-Chair shall preside as Chair;

c) If there is no Chair or Vice-Chair the members present shall choose someone of their number to be Chair.

15. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes the Chair shall have the casting vote.
16. 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 Society shall be sufficient evidence of the fact, no proof of the number or proportion of the members needs to be recorded in favour of or against such resolution.
17. If a poll is demanded in manner it shall be taken in such manner as the Chair may prescribe, the result of such poll shall be deemed to be the resolution of the Society.

VOTES OF MEMBERS

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

DIRECTORS

19. Unless otherwise determined by a general meeting, the number of directors shall not be less than five or more than fifteen.
20. Any member of the Society shall be eligible to be elected a director of the Society.
21. Directors shall be elected by the members at each annual general meeting of the Society. At the June 2017 Annual General Meeting the members shall elect no more than one-third (1/3) of the Directors for a three-year term, no more than one-third (1/3) of the Directors for a two-year term, and no more than one-third (1/3) of the Directors for a one-year term. There after, newly elected Directors shall be elected for three (3) year terms.

22. At the annual general meeting, the board chair, vice chair, secretary and treasurer shall retire from office but shall hold office until the dissolution of the meeting. Election of the executive officers by the board for the coming year will take place following the annual general meeting, retiring board executive members shall be eligible for re-election.
23. In the event that a director resigns his office or ceases to be a member in 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.
24. 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.
25. Meetings of the Board of Directors shall be held monthly; alternate meeting plans may be made by board consensus.

POWERS OF DIRECTORS

26. The management of the activities of the Society shall be vested in the directors. The directors shall have power to engage a coordinator and to determine the duties and responsibilities and the remuneration of said coordinator. The directors will appoint an executive committee.

OFFICERS

27. The officers of the Society shall be the Chair, the Vice-Chair, the treasurer and the secretary. The officers of treasurer and secretary may be combined.
28. The directors shall elect one of their members to be the Chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the Board of Directors from time to time.
29. The directors may also elect from their number a Vice-Chair. The Vice-Chair shall, at the request of the Board and subject to its directions, perform the duties

of the Chair during the absence, illness or incapacity of the Chair, or during such period as the Chair may request him to do so.

30. There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the Board. The Board shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the Board may assign.

Conflict of Interest

31. A conflict of interest exists where there is a potential or actual divergence between the personal interests of a board member and that member's obligation to uphold the interests and mission of the society. In a conflict of interest situation, an impartial observer might reasonably question whether actions or decisions taken by the Board member on behalf of the society are influenced by consideration of personal interests.

Conflict of interest situations take many forms. Examples include, but are not limited to, cases in which a board member:

* is an employee or a director of another organization seeking to do business with the society.

* has a relative who is seeking to enter into a business arrangement with the Isle Madame Historical Society.

Potential and actual conflicts of interest must be disclosed to the board; the board will then decide if it is in fact a conflict of interest and how that conflict of interest will be addressed. The board's way of addressing the issue will be recorded in the minutes. A member who finds himself or herself in a conflict may be asked to remove himself or herself from discussion of the issue or to refrain from voting.

AUDIT OF ACCOUNTS

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

33. The treasurer 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.
34. The auditors shall make a written report to the members upon the balance sheet and operating account. In their report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general 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 meeting in each year, as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

35. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law. Public notice of any proposed amendment or repeal of these by-laws shall be published not less than seven (7) days prior to such meeting.

MISCELLANEOUS

36. 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.
37. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
38. 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.

39. Preparation of minutes, 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 Secretary.
40. 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.
41. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
42. The borrowing powers of the Society may be exercised by special resolution of the members.
43. 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.

All By-laws heretofore made by The Isle Madame Historical Society are rescinded.

Adoption

Adopted at the Annual Meeting of The Isle Madame Historical Society held at Arichat on _____, by Special Resolution.

Chair

Secretary