

ASSOCIATION MUSEUMS NEW BRUNSWICK ASSOCIATION MUSÉES NOUVEAU-BRUNSWICK

A By-law relating to the conduct of the affairs of the ASSOCIATION MUSEUMS NEW BRUNSWICK. / ASSOCIATION MUSÉES NOUVEAU-BRUNSWICK. (hereinafter referred to as the “Association”) as duly incorporated under and by virtue of The Companies Act, being Chapter 13 of the Revised Statutes of New Brunswick, 1973, (hereinafter referred to as “the Act”)as follows :

HEAD OFFICE

1. The Head Office of the Association shall be in the City of Fredericton, in the County of York and Province of New Brunswick, and at the place therein where the affairs of the Association are from time to time carried on as fixed by resolution of the Directors.

SEAL

2. The corporate seal of the Association shall be in the form impressed hereon.

INTERPRETATION

3. In these By-laws of the Association, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter gender.

POWERS OF DIRECTORS

4. The affairs of the Association shall be managed by its Board of Directors (herein referred to as “the Board”). The number of directors of the Association shall be a maximum of fifteen (15) including up to five (5) officers which constitute the Executive.

MEETINGS OF MEMBERS

5. **Annual Meeting:** The annual meeting of the directors shall be held at such place within New Brunswick, at such time and on such day in each year, not later than the 30th day of November, or as the Board may determine, for the purpose of hearing and receiving the reports and statements required by the Act to be read at and laid before the Association at an Annual Meeting, the election of directors, appointing of the auditors, fixing or authorizing the Board to fix their remuneration and for the transaction of such other business as may properly be brought before the meeting. The time and location of the Annual Meeting shall be announced by the Board to the membership at least one month in advance of the meeting.

6. **Meetings of the Board:** Meetings of the Board shall be held from time to time at such place and at such time and on such day as the President or any two directors may determine and the Secretary shall call meetings when directed or authorized by the President or by any two (2) or more directors. Notice of every meeting so called shall be given to each director by mail, electronic mail, or telephone not less than forty-eight (48) hours (excluding any part of a Sunday and of a public holiday) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors be present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

NOTICE OF MEETINGS

7. **Annual Meeting Notice:** Notice of the time and location of the Annual Meeting shall be announced by the Board to the membership at least one month in advance of the meeting.
8. **Notice of Special Meeting:** Shall be given not less than fourteen (14) days before the day on which the meeting is to be held, to each member as recorded in the records of the Association on the day on which the notice is given. Such notice of special meeting of members shall state the general nature of the business which is to be transacted at the Special Meeting.
9. **Meeting called by the Board:** The Board of Directors shall have the power at any time to call a special meeting of the members of the Association to be held at such time and place within the Province of New Brunswick as may be determined by the Board, provided that the Board shall call a Special Meeting within twenty-one (21) days upon receipt of a Petition signed by at least ten (10) members in good standing. Any petition shall state the nature of the business to be considered at the meeting to be called.
10. **First meeting of New Board:** Each newly-elected Board may, without notice, hold its first meeting for the purpose of the organization immediately following the general meeting at which such Board was elected, provided a quorum of directors is present.
11. **Place of Meeting:** Meetings of the Board may be held at the Head Office of the Association or at any other place within or outside of the Province of New Brunswick.
12. **Errors and Omissions:** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any notice not affecting substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
13. **Votes to Govern:** At all meetings of the Board every question shall be decided by a majority of votes cast on the question. In the case of an equality of votes at any meeting of the Board, either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to cast a deciding vote. There shall be no provision for proxy votes.
14. **Declaration of Interest:** It shall be the duty of every director of the Association to declare themselves to be in conflict of interest if that should be the case.

QUORUM

15. Twenty (20) members present in person including a quorum of the Board shall constitute a quorum for the purpose of conducting business at any Annual or Special Meeting of members of the Association.
16. At any meeting at which a quorum of members of the Board is required, fifty percent (50%) of such members shall constitute a quorum.

REPORTS

17. A copy of the last Annual Financial Statement and a copy of the Auditor's Report shall be provided to all members at the Annual Meeting of Members and made available to any member on demand.

MEMBERSHIP AND THE RIGHT TO VOTE

18. There shall be the following classifications of membership:
 - a) **Individual Members:** being persons concerned with any of the objects of the Association whose applications have been approved by the Board and who have paid the annual dues, shall each be entitled to one (1) vote at meetings. This category of

membership may include any professional individual who qualifies under the objects of the Association including employees of the Province of New Brunswick)

Institutional Members: being any institution concerned with the preservation and protection of lands, buildings, structures, artifacts or documents of historical, literary, artistic or architectural significance, which have paid the required annual dues, each of which institution shall be entitled to be represented at meetings by one (1) voting delegate who shall be registered prior to the meeting.

c) **Organization Members:** are those organizations defined as a museum under the definition of museum as defined by the Canadian Museums Association which shall include certain corporations, Government organizations such (PNB) Heritage Branch; (GC) Canadian Conservation Institute; CHIN.

d) **Associated Memberships:** are those individuals, either an employee of or a volunteer of an institutional member, with an interest in the preservation and conservation of the cultural, natural and artistic heritage of New Brunswick.

g) **Honourary Life Members:** Being persons who have rendered eminent services or contributions in matters cognate to the objects and purposes of the Association, being nominated by the Board and approved by a majority of the members present at an annual meeting. Honourary Life Members shall be entitled to all the privileges of individual members in the Association including the right to vote but shall be exempt from the payment of annual dues.

h) **Sustaining Members:** Any person, institution, association, corporation, partnership or other group, based in Canada or in another country, having made one or more donations to the Association on a significant scale as may be determined from time to time by the Board.

i) **Friends of Heritage:** are those individuals who have an interest in heritage matters in the Province (non-voting)

j) **Students:** are those individuals who are full time students with an interest in the preservation and conservation of heritage in New Brunswick (non-voting)

OFFICERS & DIRECTORS

19. **The President, Vice President, 2nd Vice-President, Secretary and Treasurer:** shall be elected by the members of the Association at an Annual General Meeting. These individuals so elected shall constitute the Executive of the Board. The immediate Past President may be an ex-officio member of the Board and an officer of the Association.

20. **Directors at Large:** The Directors at Large shall be members of the Association, elected by nomination at an Annual Meeting or Special Meeting who, as determined by Board Policy from time to time are found to meet the needs of the Association.

21. **Non Voting Director:** A designated Representative of the Province of New Brunswick Department which deals with museums shall be a non voting member of the Board.

DUTIES OF THE OFFICERS

22. (a) **The President** shall be the Chief Executive Officer of the Association and shall, when present preside at all meetings of the members and of the Board, and shall be charged with the general supervision of the business and affairs of the Association, subject to the authority of the Board.

(b) **The Vice-President** during the absence or inability of the President shall assume all the powers and duties of the President. The Vice-President shall also perform such duties and exercise such powers as the President and/or the Board may, from time to time prescribe.

© **The 2nd Vice-President** during the absence or inability of the Vice-President shall assume all the powers and duties of the President. The 2nd Vice-President shall also perform such duties and exercise such powers as the President and/or the Board may, from time to time prescribe.

(c) **The Secretary** shall give or cause to be given all notices required to be given to the members directors, auditors and members of committees; he shall attend all meetings of the Directors and of the members and shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings at such meetings; shall be the custodian of the device used for affixing the corporate seal of the Association and of all books, papers, documents and other instruments belonging to the Association; and shall perform such other duties as may from time to time be prescribed by the Board.

(d) **The Treasurer** shall ensure full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association; shall render to the Board at the meetings or whenever required by the Board an account of all transactions as Treasurer and of the financial position of the Association; shall keep all monies received with a Chartered Canadian Bank, Trust Company or other financial institution as designated by the Board in the name of the Association. All monies received shall be recognized by an official receipt signed by the Treasurer. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board.

(e) **Past President:** The immediate Past President shall serve in an advisory capacity as a member of the Board and shall have full voting and other powers as any other member of the Board. The Past President may be appointed as head of the Nominating Committee.

ELECTION AND TERM

23. **The Board of Directors :** At the first Annual General Meeting after these by-laws come into effect, one half of the Board members at large shall be elected for a one (1) year term and one half of the members shall be elected for a two (2) year term. At all subsequent Annual General Meetings the Board members shall be elected for a two (2) year term. However, any director may be nominated to serve additional terms to a maximum of three (3) consecutive 2 year terms subject to the following exception. The maximum term will be waived for executive members (i.e. the 2 Vice-Presidents and President) to allow these individuals to complete their terms, if required. It is recognized that this special condition ensures continuity for the organization by permitting a Vice-President to serve two years followed by 2 years as President, followed by two years as Past-President. The election may be by a show of hands or by resolution of the members unless a ballot is demanded by any member present and eligible to vote.

24. **Votes to Govern:** At all meetings of members, every question shall, unless otherwise required by the By-laws of the Association, be decided by the majority of votes cast on the question.

25. **Removal of Directors:** The office of a Director shall be automatically vacated and a Director shall cease to be a Member if:

- (a) He or she shall resign his office as Director by delivering a written resignation to the Secretary of the Association.
- (b) He or she has the legal status of undischarged bankrupt.
- (c) He/she is a person who has been found by a court to be a mentally incompetent person or of unsound mind.
- (d) He/she is a person holding federal or provincial elected office;
- (e) He/she is a person convicted of an offence under the Criminal Code of Canada.
- (f) Removal of a director for cause by resolution of members passed by at least two-thirds of the votes cast at a general meeting of members.
- (g) Upon death.

26. **Board members absent** from more than three (3) consecutive meetings without notice and cause shall cease to be a member of the Board unless a resolution is passed by the Board authorizing such absence.

VACANCIES

27. **Vacancies on the Board** prior to the expiry of a member's term of office may be filled from among the qualified members of the Association, either by the members at a general meeting called for the purpose or by the remaining directors if constituting a quorum; otherwise such vacancy shall be filled at the next meeting of members at which directors for the ensuing year are elected.

PROTECTION OF DIRECTORS & OFFICERS

28. No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other act of conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency or any security of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities, or effects of the Association shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

BANKING ARRANGEMENTS, CONTRACTS, ETC.

29. **Banking Arrangements:** The banking business of the Association or any part thereof shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on Association’s behalf by such one or more officers as the Board may designate, direct or authorize from time to time.

- (a) Execution of Instruments: All obligations on behalf of the Association must be signed by any two (2) of, the President, Vice President, Secretary, or Treasurer.
- (b) Financial Year: The financial year unless otherwise ordered by the Board, shall commence on the 1st day of April and end on the 31st day of March.

AUDITORS

30. Auditors shall be appointed at the Annual General Meeting of members of the Association. The auditors of the Association when appointed shall continue as auditors until the next Annual General Meeting of Members after being appointed or until their successor is appointed.

AMENDMENTS TO BYLAWS

31. These By-laws may be amended at any Special or Annual General Meeting by a two-thirds vote of those present and voting.

DATED this 29 day of October A.D. 2015

President_____

Vice President_____

Secretary_____

Treasurer_____