

**St. Mary's River Association
BY-LAWS**

1. Interpretation

- A. St. Mary's watershed (see map) means the region drained by the North, East, West and Main Branches of the St. Mary's River system.

- B. Words and terms appearing in the By-Laws shall, unless the context otherwise requires, have the same meaning as is given to the said words and terms in the Memorandum of Association and By-Laws.

- C. Board shall mean the Board of Directors of the Association.

2. Membership

- A. Application for registration as a Member shall be made to the Secretary, the Treasurer, or some person appointed by the Board to receive them on a form prescribed by the Board and shall be accompanied by the fees established in accordance with the By-Laws.

- B. Membership in the Association shall be comprised of any individual, corporation, or association who is prepared to subscribe to the aims and objectives of the Association as stated in St. Mary's River Association Memorandum of Association.

Classification and Fees

- a) The Board shall recommend the appropriate fees for each classification for approval by the members at a general meeting.

Fees, Dues and Assessments

- A. After considering the fees recommended by the Board, the fees, dues and assessments of the Association shall be established by the members at the annual meeting or another general meeting.

- B. Membership shall consist of the following categories: regular, junior, contributing, sponsoring bronze, sponsoring silver, sponsoring gold, and corporate. Every member of the Association shall be entitled to attend any regular Board meeting and open meetings of the Association. Only directors can vote on motions at any regular Board meeting. Any member can hold any

office position. There shall be no proxy voting. Membership is not transferable.

C The annual dues shall be for the fiscal year beginning April 1 and are due no later than the commencement of business at the next annual general meeting and payable to the Treasurer, or some person appointed by the Treasurer or Board to receive them.

Resignation or Termination

Any member may resign or withdraw from the Association by submitting a written or oral resignation to the Secretary, the President or the Vice President. The Board of Directors may request the resignation of any member for cause. Any member whose dues for the upcoming fiscal year are not paid by the commencement of business at the annual general meeting will automatically cease to be a member of the Association.

3. Directors

Number, Election and Term of Office

A. The governing body of the Association shall be the Board of Directors, hereafter referred to as the Board. The Board shall consist of the President, Vice-President, Secretary, Treasurer and directors.

B. The number of Board Members shall not be more than twenty (20). The incoming Board members shall be elected for a two-year term of office at the Annual General Meeting or other meeting open to all members of the Association. Only those paid up members in attendance may take part in the election of the Board.

C. The retiring President, Vice-President, Treasurer, Secretary and Directors, who have served 2 years, shall be eligible for re-election to the same or any other office.

Officers of the Board

The officers of the Board, sometimes referred to the Executive, shall be:

- A President
- One Vice-President
- A Secretary
- A Treasurer

Any two of the offices attaching to the aforesaid officers may be held by the same person except those of President and Vice-President. The Board of Directors may appoint officers of the Association to fill any vacant Board position until the next election is held. The Board of Directors may, by Resolution, appoint from time to time an Executive

Director, Manager or any other Officer of the Board of Directors. The appointment of an Executive Director is subject to the seventy-five per cent (75%) voting requirement in section 11. The Board may also appoint honorary and representative directors.

Honorary Directors

The Board is authorized in their discretion to appoint persons who shall have the title of Honorary Directors. The duties of these persons are to use their good will to further the purposes of the Association. They shall have no power to bind the Association and shall not have any responsibility for its management. The number of Honorary Directors shall not count against the authorized number of Directors. Honorary Directors shall serve a term of five years.

Representative Directors

At the discretion of the Board, one or more persons may be elected by the Board as Representative Directors to reflect their status as designees of their Association. Such Representative Directors shall have the rights, powers and privileges of Directors except that their term of office shall be for one year only. A Representative Director may be re-elected by the Board to any number of one-year terms and the number of representative directors shall not count against the authorized number of Directors.

Removal of a Member of the Board

The Association may, at a Special Meeting of which notice has been given to all Board Members for that purpose, by Resolution voted for by seventy-five per cent (75%) of those in attendance remove any elected member of the Board before the expiration of their period of office and may, at the same Meeting, by Resolution appoint another member in their place and stead. The term of the person so appointed shall end at the same time as the term of the removed member would otherwise have ended.

4. Meetings of the Association

- A. The annual meeting of the Association shall be held at such time and place as may be fixed by the Board of Directors.
- B. General meetings of the Association for the transaction of general business and the reading of papers or discussion of questions of interest to the members may be held whenever the Board of Directors decide.

C. Special meetings of the Association shall be held at the call of a) the President; b) the Secretary if requested in writing by the President; or c) the Secretary upon the receipt by the Secretary of a requisition signed by not less than nine (9) members of the Board of Directors.

5. Notices for Meetings of the Association

Notice of the annual general and special meetings of the Association setting out the place and date thereof and business to be transacted shall be given to each member not less than a minimum of two weeks prior to such meeting. Notice may be given by letter, Association publication or electronic communication sent to each member of the Association.

- A. Fifteen (15) members, at least five (5) of whom are not Board Members, shall constitute a quorum for an Annual General Meeting.
- B. The President of the Association shall preside as Chairperson at every meeting of the Association. If the President is absent or refuses to act as Chairperson, the Vice-President shall preside. If both the President and the Vice-President are absent or refuse to act as Chairperson, the members present shall choose one of their members to be Chairperson.
- C. All meetings of the Association shall be conducted in accordance with parliamentary procedure unless otherwise required by the By-Laws.
- D. Only a member in good standing shall be entitled to vote at a meeting of the Association. In good standing shall mean current year dues paid before the meeting commences.
- E. Order of business at the annual meeting of the Association shall, unless otherwise decided by a vote of the meeting, be as follows:
 - a) Read, correct and confirm the Minutes of the last annual meeting of the Association.
 - b) Business arising from the Minutes.
 - c) President's report.
 - d) Treasurer's report.
 - e) Reports of Committees.
 - f) Unfinished business.
 - g) Declare the result of any ballot and install the new Officers.
 - h) Other business.

6. Nominations and Elections

- A. The Board of Directors shall, not later than the 15th day of March in each year, appoint a Nominating Committee consisting of three members, to include a Past President, preferably the immediate past President, and two members from the Association.
- B. The Nominating Committee shall prepare and deliver to the Secretary immediately after the 1st day of April in each year, a list of nominated members for the officers of the Association and Directors for the next ensuing term. The list shall include not more than two names for President and not more than two names for Vice-President.
- C. The Secretary shall not later than the 1st day of March in each year advise the membership by letter, electronic communication, or by Association publication sent to each member of the Association, that nominations from the membership at large will be received by the Secretary of the Association or their designee up to the 1st day of April of the same year. Any member of the association may submit nominations for candidates for any or all of the Executive and Director positions. A nomination shall be in writing or by electronic communication and include confirmation that the person(s) nominated agrees to offer to serve on the Board. A person(s) nominated who does not confirm their willingness to offer to the Secretary in writing or by electronic communication or orally by April 1st will be removed from the nomination list. The Secretary shall keep a record of such acceptance and inform the Board accordingly. Any member in good standing may also nominate from the floor at the annual meeting of the association a member in good standing for any or all of the open Executive and Director positions. Any person so nominated from the floor must consent to serve either orally at the meeting or in writing presented at the meeting. Nominations from a member at large are limited to one person for each of the open Executive and Director positions.
- D. All of the nominees for President shall be a resident of Nova Scotia.
- E. The Secretary shall submit the list of all nominees to the Board of Directors at the first Board meeting after receipt thereof, for its approval. If for any reason the Nominating Committee fails to properly fulfil all or any of the requirements of its office, the Board may finalize the list of those nominated. The Board shall then instruct the Secretary to prepare a ballot of the approved list of nominees. The ballot shall be so prepared that members shall be instructed to vote for not more than one member for President, one member for Vice-President, one member for Secretary and one member for Treasurer and that they may vote for any or all open Director positions:-
- F. Election of Officers and Directors shall take place at the Annual Meeting. The President Officer at the annual meeting shall then declare such members duly

elected to their respective offices. The scrutiner's report and all ballots shall be filed with the Secretary who shall retain the ballots for three months before destroying them.

- G. If two or more qualified nominees obtain an equal number of votes when only one can be elected, the Chair shall cast the deciding vote.

Officers of St. Mary's River Association

7. President

- A. The President shall perform all the duties imposed upon him/her by the Memorandum of Association and By-Laws and generally supervise the affairs of the Association and the Board.
- B. The Vice-President shall perform the duties of the President in the absence or on the resignation or death of the latter and when doing so, the Vice-President shall have the same powers as the President.

8. Secretary

- A. The Secretary shall perform the duties imposed by the Memorandum of Association & By-Laws. The Secretary or their designee shall attend all meetings of the Association and Board of Directors and keep proper minutes of the proceedings thereof; send out all notices on behalf of the Association, Board and any Committee; conduct all correspondence and maintain all records pertaining to this office. The Secretary shall perform the entire duties incidental to the office, or which may be assigned by the Board. Preparation of minutes, custody of the books and records and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary. Should the Association have office space for records, these records should be kept there with all the other Association's records.
- B. The Secretary shall hold office until a successor is elected or appointed.

9. Treasurer

- A. The Treasurer shall perform the duties imposed on him/her by the Memorandum of Association and By-Laws. The Treasurer shall pay all appropriately approved invoices, wages and debts and collect and receive all monies given to or owed to the Association. The Treasurer in consultation with the Board shall use appropriate bank and investment products to keep all of the Association's funds that are not required to pay current expenses. The Treasurer shall keep proper books of account entering therein all monies received and paid out by or on behalf of the Association; prepare and submit to the annual meeting of the Association the financial statements in the form of a balance sheet showing the assets and

liabilities of the Association and statements showing the annual revenue and expenditures of the Association; prepare regular financial reports for the Board and furnish any other financial reports as may be requested by the Board. The Treasurer shall perform all other duties incidental to the office or which may be assigned by the Association or Board of Directors.

- B. The Treasurer may be required to be bonded by an approved surety company to the satisfaction of the Board and at the expense of the Association before commencing the treasurers' duties.
- C. The books and records of the Association may be inspected by any member at any reasonable time at the registered office of the Association.

10. Auditor or Reviewer

The Board shall regularly appoint an independent person with financial training satisfactory to the Board to review or audit the books of the Association. This person shall examine the financial condition of the Association, the methodology used by the Treasurer to maintain the financial records and prepare such reports and financial statements that are deemed appropriate. These reports and financial statements shall be presented to the Board of Directors on a timely basis along with any recommendation for action. Any report on a review or audit of the financial statements shall also be submitted by the Treasurer to the annual meeting of the Association.

11. Executive Director (If appointed by 75% of the Board of Directors present)

The Board of Directors may appoint an Executive Director if approved by a seventy-five per cent (75%) vote of the Board of Directors as are present in person. An Executive Director so appointed shall have authority, subject to the authority of the Directors and under supervision of the President, to manage and direct the business and affairs of the Association (except such matters and duties as the By-Laws state must be transacted or performed by the Board of Directors or by the Members in general meeting and except any limitations that the Board of Directors may place on the Executive Director's authority). The Board of Directors may delegate to the Executive Director any of its powers. The Executive Director shall conform to all lawful orders given to him or her by the Board of Directors of the Association. The Executive Director shall at all reasonable times give to the Directors, or any of them, all information they require regarding the affairs of the Association.

12. Powers of Directors

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

- A. The Board of Directors of the Association may from time to time purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of stock, rights, warrants, options, bonds, debentures, debenture stocks and other securities, lands, buildings and other property, moveable and immovable, real or personal or any right or interest therein owned by the Association for such consideration and upon such terms and conditions, as they may deem advisable.

Without prejudice to the general powers above-mentioned and the powers otherwise conferred by statute, by Memorandum of Association and by other By-Laws it is hereby expressly provided that the Board of Directors shall have the following powers that is to say:

- B. To purchase or otherwise acquire for the Association any property, rights, privileges, stock, bonds, debentures or other securities which the Association is authorised to acquire, at such price or consideration and generally on such terms and conditions as they think fit.
- C. To borrow, raise and secure the payment of money upon credit of the Association in such manner as it thinks fit. To hypothecate, mortgage or pledge or otherwise affect the moveable property of the Association, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of bonds or debentures, as well as the payment or performance of any other debt, contract or obligation of the Association.
- D. At their discretion to pay for any property, rights, privileges, stock, bonds, debentures or other securities acquired by the Association, either wholly or partly in money, stock, bonds, debentures or other securities owned by the Association.
- E. To sell, lease or otherwise dispose of any property, real or personal, assets, interest or effects of the Association for such price or consideration and generally on such terms, as the Board of Directors may think fit.
- F. To appoint any person or corporation to accept and hold in trust for the Association any property belonging to the Association or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- G. With the sanction of a special resolution, issue debentures or mortgage real property of the Association to secure the payment of money borrowed by the Association or sell, lease or otherwise dispose of lands, buildings and real

property of the Association. For the purposes of this section, “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.

13. Meetings of the Board

- A. At least four regular meetings of the Board shall be held in each fiscal year at such time and place in Nova Scotia, as the President shall determine.
- B. Special meetings of the Board shall be called by the Secretary or their designee on the written requisition of any four members of the Board at such time and place within Nova Scotia as is designated in the requisition.
- C. The Secretary or their designee shall provide notice of both regular and special meetings of the Board to all members of the Board not less than seven (7) days prior to the holding of such meeting. Notice may be given by letter, Association publication or electronic communication. Such notice may be waived by written consent of seven members of the Board.

14. Procedure of Board Meetings

- A. The President shall preside as Chairperson at every meeting of the Board. If the President is absent or refuses to act as Chairperson, the Vice-President shall preside. If both the President and Vice-President are absent or refuse to act as Chairperson, the members present shall choose one of their members to be Chairperson.
- B. Fifty per cent (50%) plus one of the members of the Board eligible to vote and serving at the time the meeting is called shall constitute a quorum for the transaction of business at a meeting of the Board.
- C. Order of business at meetings of the Board shall be as follows:
 - a) Approve the Agenda
 - b) Read, correct and confirm the minutes of the last Board meeting.
 - c) Business arising out of the minutes
 - d) Read and consider correspondence and reports of Committee.
 - e) Deal with applications for membership
 - f) Read and consider financial statements or reports
 - g) Other business
- D. All members of the Board may be contacted by the President regarding a proposed motion or resolution A motion or resolution adopted by written or

electronic assent of the majority of the Board, although not passed at a Board meeting, shall be of the same force and effect as if it has been duly passed at a Board meeting.

- E. Meetings of the Board shall be conducted in accordance with parliamentary procedures unless otherwise required by the By-Laws.

15. Resignation from Board of Directors and Filling Vacancies

- A. A member shall be deemed to have resigned from the Board:
- a) On the death of the Member.
 - b) When the Member submits a written or oral resignation to the Secretary, President or Vice-President.
 - c) When the Member has been absent for more than three consecutive meetings of the Board without notification to the Board.
 - d) In the case of the President, when the Member, in the opinion of the Board, has given up their residence in the Province of Nova Scotia.
 - e) When the Member has resigned or failed to continue to be a member of the Association.
 - f) When a Member has been suspended or cancelled.

The Secretary shall document and advise the Board of all resignations.

- B. The Board shall attempt to fill a vacancy on the Board or in any office for the period between the date of such resignation and the next annual meeting of the Association.

16. Committees

1. The Board shall appoint an Executive Committee consisting of the President, Vice-President, Treasurer, Secretary, Immediate past President, and up to two directors of the Board.
 - (a) The Executive Committee shall conduct the affairs of the Board of Directors between Board Meetings.
 - (b) Any three members of the Executive Committee shall constitute a quorum.
2. The Board may from time to time appoint from the Membership of the Association such other Committees as it thinks necessary and such Committees shall conform to any requirements imposed upon them and report regularly to the Board.
3. The President and the Vice-President shall be ex-officio members of all such other Committees and either may attend meetings at their discretion .

4. Each Committee shall elect its own Chairperson and may appoint a Vice-Chairperson who shall in the absence of the former, exercise all the functions and powers of the Chairperson.
5. A Committee may meet at such time and place as it sees fit.
6. Questions arising at any meeting of a Committee shall be determined by the majority of those present, and in case of equality of votes, the Chairperson shall have the casting vote.
7. The majority of any Committee shall constitute a quorum.

17. Funds of the Association

All money received on behalf of the Association shall be deposited to the credit of the Association at a chartered bank approved by the Board. All payments shall be made by cheque signed by the Treasurer and countersigned by the President, or other person duly authorised by the Board.

The Funds of the Association may be invested in securities, which are eligible for investment under the Canada Insurance Companies Act. The Board may at its discretion dispose of any or all of the securities.

18. Payment of Accounts

The Board may pay out of the Association funds:

All expenses which the Board or Association shall consider necessary or advisable for the management of or in the interest of the Association.

19. Amendment of By-Laws

1. These by-laws may be amended by a special resolution where “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.
2. Notice of motion for any amendments to the By-Laws shall be given with the Notice of an Annual or a Special Meeting and shall be given to each member not less than two weeks prior to such meeting. Electronic notification sent to the membership shall be deemed as being mailed.

20. Remuneration of Directors and Officers

Except as subsequently provided, directors and officers shall serve without remuneration and shall not receive any profit from their positions. If the Board of Directors appoints an Executive Director, he or she shall be paid such remuneration, if any, as the Board of Directors determines. However, a director or officer may be paid reasonable expenses incurred in the performance of his or her duties.