

Bylaws for the Society of West Queens Coastal Community Development Association, Port Mouton, NS.

Definitions:

1. In these bylaws:
 - a. “Society refers to the Society of West Queens Coastal Community Development Association.
 - 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 (3/4s) of such members of the Society of the West Queens Coastal Community Development Association that are entitled to vote and that are present in person at a general or annual meeting, or special meeting of the Society, and where a meeting notice specifying the intention to propose the subject resolution as a special resolution has been duly given.
 - d. “Board of Directors” refers to those members of the Society of the West Queens Coastal Community Development Association that have been duly elected and/or acclaimed to serve as Directors to manage the successful operation of the Society.
 - e. “Annual General Meeting” means the primary yearly meeting of the Society of the West Queens Coastal Community Development Association, to be held within three (3) months of the end of the Society’s fiscal year, where election of members to the Board of Director positions of the Society occurs.
 - f. “General Meeting” refers to a more routine and ongoing meeting format of the Society of the West Queens Coastal Community Development Association where varied information and updates are shared with the members, and where on occasion, vacated Board of Director positions as a result of resignation, are considered for election.
 - g. “Special Meeting” refers to the unforeseen event of an emergency or extraordinary circumstance, wherein an immediate meeting of the membership is deemed necessary.
 - h. “Memorandum of Association” and “Business Plan” and “Mission Statement” refer the companion documents of the Society of West Queens Coastal Community Development Association that provide a Mission Statement, the Society’s outlined objectives, policies and procedures, governance and ethics, general routines and practices, and similar guiding principles.
 - i. “Attendance” ... to include physical and virtual presence. Member must give adequate time notification prior to the meeting for virtual presence, to be recognized

Individual Membership Rights and Responsibilities

2. Individual membership into the Society of the West Queens Coastal Community Development Association is encouraged, is unlimited and shall be open to any person, regardless of where they live, on the basis of the following:
 - a. Supports the objectives of the Society as outlined within the Memorandum of Association, attached to these Bylaws; and,
 - b. Provides their name, address and email or other personal contact information for documentation within the Society's written Registry of Membership, and for the purposed of communication of Society information updates and scheduling of any society meeting.
3. All members are entitled to attend any members meeting of the Society, and where so present at a meeting, shall be entitled to one (1) vote. Voting by Proxy is not permitted.
4. Any member of the Society who is of legal age is entitled to present their name to the membership for consideration to be elected and/or acclaimed to a Board of Directors position of the Society at the duly scheduled Annual General Meeting of the Society.
5. The members of the Society may by majority vote, repeal, amend or add to these Bylaws by a special Resolution. No such amendment shall take effect until the registrar approves of the Bylaw change.
6. Membership to the Society shall not be transferable.
7. All members of the Society of the West Queens Coastal Community Development Association are encouraged to participate within working subcommittee groups as a means to become active and engaged members of the society.
8. Membership within the Society shall cease:
 - a. After a 1-year term
 - b. If the member provides written notice to the Society to resign;
 - c. If the member ceases to qualify for the membership in accordance with these Bylaws; or,
 - d. If by a vote of the majority members of the Society at a meeting duly called and for which notice of the proposed action has been given, the member's membership in the Society is no longer deemed to be a positive contribution, a member's membership may be terminated
 - e. The Society, as a whole, shall extend to the member an opportunity for consultation and appeal of terminated membership.
9. No funds of the Society shall be paid to, or be made available, for the personal benefit of any board member.

Board of Directors Members

- 10.** The Board of Directors members, referred to as Directors of the Society of the West Queens Coastal Community Development Association, shall generally serve as a management group to oversee and guide the overall successful operation of the Society. All Directors shall be elected by the members at the Annual Genral Meeting of the Society.
- 11.** The Society shall file with the Registrar, as part of its required Annual Statement submission, a listing of the names and addressed of the Board of Directors, the Directors' dates of appointment or election, and the Directors term of office, and where any change with the Directors occurs, the Society shall notify the Registrar within fourteen (14) days.
- 12.** The number of Board of Directors shall not be less than five (5) persons, nor greater than fifteen (15) persons.
- 13.** The Board of Directors members shall consist of a President, a Vice-President, a Secretary, a Treasurer and a minimum of one (1), and maximum of twelve (12), Directors. The position of Treasurer may be appointed to a person outside of the board.
- 14.** Board of Directors members shall serve a one (1) year term from the end of the Annual General Meeting to the next Annual General Meeting, and at the end of their term, a retiring Board of Directors Member shall be eligible to put their names forward for consideration of election by the members for a further one (1) year term.
- 15.** The outgoing Board of Directors members shall assist the incoming Board of Directors members for an agreeable amount of time to see a smooth transition from one year to the next.
- 16.** If an elected Director resigns from his/her Board of Directors position, or ceases to be a member of the Society, and their Board of Directors position thereby becomes vacated, the vacancy may be filled for the unexpired portion of the one (1) year term by scheduling a General Meeting of the Society for the purpose of voting a new member to the vacant position of the Board of Directors.
- 17.** Any contested elections for the Board of Directors positions will be by a secret vote, as administered by an election sub-committee to be formed but the Society, and each member of the Society in attendance shall have one (1) vote for each of the positions being contested.
- 18.** Before granted Board eligibility, a member must have good standing within the membership of the Society.
- 19.** A successful candidate to a contested Board of Directors position must receive a minimum of fifty-one percent (51%) of the votes cast by the members in attendance to be declared as elected.
- 20.** No business shall be transacted at any meeting of the Board of Directors, unless at least 50% + 1 in number of the Directors are present at the commencement of such business.

21. The President of the Board of Directors shall serve as Chairperson at meetings of the Board. In his /her absence, the Vice-President shall serve as Chair. In the absence of both the President and Vice-President, any Director appointed from among the Directors present shall preside as Chairperson at meetings of the Board.
22. The Chairperson may be entitled to vote as a Director and, in the case of an equal number of votes cast, the Chairperson shall have the casting vote in addition to the vote to which he/she is entitled as Director.
23. Board of Directors members who have, or may be viewed as having a pecuniary or other conflict of interest in matters pertaining to the Society, shall declare that potential conflict of interest to the Board of Directors, and shall further withdraw from any Board of Directors decisions pertaining to that perceived conflict of interest.
24. The Society may, by special resolution, remove any Director before the expiration of their respective period of office, and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if he/she had not been removed.

Roles and Responsibilities of the Board of Directors Members

25. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities of these Bylaws 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. In particular, the Directors shall have the authority to engage a coordinator and to determine his/her duties, responsibilities and his/her remuneration. The Directors may also appoint an executive committee, consisting of the members of the Board of Directors and such other persons as the Directors decide.
26. Board of Directors members of the Society shall generally strive to achieve the following:
 - a. Provision of strong, open, fair and responsible leadership;
 - b. Ensure that the Societies Act, all Bylaws, and any additional rules, regulations and/or policies of the Society that are subsequently prepared and endorsed by the membership are followed;
 - c. Adherence to the Society's objectives;
 - d. Encouragement of members' ongoing involvement in the Society's growth and success through a Sub-Committee governance approach;
 - e. Custodian of the Society/s financial assets and resources;
 - f. Fiscal responsibility and the generation of sufficient funds to successfully operate the Society;

- g. Preparation of an annual financial operating and capital budget for presentation to the members, and with the inclusion of recommendations to the membership of potential secure investment strategies for the Society's funds;
 - h. Maintenance of files and safe storing of all Society correspondence and other documentation relevant to their Board of Directors for their term of office, and to provide for electronic version keeping to subsequent elected Board of Directors members, and;
 - i. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the president or the Vice-President and the Secretary, or as otherwise prescribed by resolution of the Board of Directors.
- 27.** Meetings of the Board of Directors for the Society shall be called by the Secretary, and held as often as the business of the Society may be required. A meeting of the Directors may be held at the close of every Ordinary or Annual General Meeting of the Society without notice. The Directors shall preferably meet as a Board a minimum of three (3) times per annum to discuss matters effecting the Society. A quorum of 50%+1 members of the Board of Directors must be present at a Board meeting.
- 28.** The **President of the Society** shall be responsible for the following roles and functions:
- a. Serve as Chairperson at all Annual, General, Special and Board of Directors meetings of the Society;
 - b. Prepare meeting agendas in consultation with other Board Members and through dialogue with the members of the Society.
 - c. Be responsible for implementation of all decisions and resolutions duly made at Board of Directors and member/s meetings;
 - d. Address annual requirements of the Society to remain in good standing with the NS Registry of Joint Stock Companies, and with regard to additional government agreements and obligations;
 - e. Promote and advance the interests of the Society; and,
 - f. Represent the face and spokesperson for the Society in the media, in meetings with government officials and representatives, and to the local and external community.
- 29.** The **Vice-President of the Society** shall be responsible for the following roles and tasks:
- a. In the absence of the President, assume his/her role and assume all relevant responsibilities;
 - b. Assist the President in work load volume and co-share required tasks for completion;
 - c. Assist the Secretary and/or Treasurer as duly requested and deemed necessary;
 - d. Perform other duties at the President and/or the Board of Directors may cooperatively assign and,
 - e. Undertake news release stories and information updates to the community, as required.

30. The Secretary of the Society shall be responsible for the following roles and initiatives:

- a. Maintain a thorough and accurate accounting of all business and meeting discussions of the Society, as well as maintaining an up-to-date Registry of Membership listing of members of the Society;
- b. Prepare recorded minutes of the Board of Directors, General and Annual General Meetings, and of any Special Meetings of the Society, and present to members at next scheduled applicable meeting;
- c. Act as the Society's information custodian of all Society meeting minutes, books and records, contracts, memorandums of understanding and other legal/property and related data files;
- d. Undertake all external Society Correspondence except for those matter that are the responsibility of other Directors of the Board;
- e. Compile a listing of Board of Directors and Sub-Committee members and the date of their election and/or appointment, and term of office;
- f. Perform other duties as the President and/or the Board of Directors may cooperatively assign.
- g. If the members of the Society deem it appropriate, the same person may hold both positions of Secretary and Treasurer; and,
- h. The Directors may appoint a temporary substitute for the Secretary position who shall, for the purpose of these Bylaws, be deemed to be the Secretary.

31. The Treasurer of the Society shall be responsible for fulfilling the following roles and functions:

- a. Receipt and collection of all revenue sources, and documentation related thereto, received by the Society;
- b. Accounting tabulation of all annual revenue received by the Society, and the provision for expenses disbursements as approved by the Society and as in accordance with the provisions of these Bylaws;
- c. Maintenance of detailed and accurate of all financial transactions of the Society, including retention of canceled cheque copies of all expenditures;
- d. Preparation and presentation of annual financial statements to the Board of Directors and to the membership that identify total revenue and expenditures for the year, and of current bank and investment balances of the Society's monies; and.
- e. Continuous monitoring of Society's finances, including provisions of notice of the Board of Directors if and when any expense item is likely to exceed the approved amount approved within the Annual Budget.

32. The other duly elected Directors of the Board shall partake in all Board of Directors meetings, governance discussions and decision making, and perform other duties as the Board of Directors cooperatively assign.

Sub-Committee Working Groups

33. Beyond the Board of Directors management format, the governance model to be followed by the Society of the West Queens Coastal Community Development Association is to be inclusive, by forming wherever feasible varied volunteer working sub-committees of the membership to independently pursue and complete succinct project and programming initiatives. A sub-committee is to work independently from the Board of Directors, to follow a mandate endorsed by the membership, and to report back to the Society at a General or Annual General Meeting. The following potential committees may be established:

- Fund raising and grants;
- Membership recruitment;
- Election Administration;
- Coastal Queens building structure maintenance;
- Events and special occasions;
- Environmental, historical and cultural sustainability; and,
- Visitor experience and promotion
- Hostel Overseer
- Yard Maintenance and Landscaping

Fiscal Year

34. The fiscal year of the West Queens Coastal Community Development Association Society shall be the period from April 1st in any year to March 31 in the next following year.

General and Annual General Meetings

35. In addition to meetings of the Board of Directors, the Society shall typically hold two (2) different types of meetings each year for the membership. The Annual General Meeting shall be held within three (3) months after the end of the fiscal year of the Society. Ordinary or General Meetings of the Society may be called at any time during the fiscal year by the President or by the Directors, or by the Board of Directors if requested in writing by at least five (5) of the current members of the Society.

36. A minimum of seven (7) days written email or other form of notice of a General or Annual General Meeting shall be provided to the membership; the notice shall specify the location, the date and time of the meeting, and provide a draft listing of agenda items for the meeting, including where applicable the intention to propose a Special Resolution. The non-receipt of a meeting notice by any member shall not invalidate the proceedings.

- 37.** A Special Meeting of the Society may be called with one (1) day notice by the Board of Directors to address an emergency or extraordinary situation with the Coastal Queens building structure or with regard to urgent matters affecting the Society.
- 38.** All meetings of the Society shall be held in general accordance and adherence to the international standard for meeting decorum called ‘Robert’s Rules of Order’ wherein common rules and procedures to allow for democratic and constructive meetings, and full participation by the members are outlined.
- 39.** Quorum to validate decision making at General, Annual General and Special Meetings of the Society shall consist of 25%+1 of membership, including members of the Board of Directors. No business of the Society is intended to be conducted at any meeting unless a quorum is present at the start and/or the opening of the meeting and, upon request by any of the members present, before any vote.
- 40.** Each member of the Society, present at a meeting, including members of the Board of Directors, shall be entitled to one (1) vote on each proposed resolution. Where there is an equality of votes, the motion shall be defeated. At any meeting, the President (or his/her designate) as Chair of the meeting shall declare whether any one (1) resolution has sufficient votes to be deemed carried. If a poll is requested by at least three (3) members of the Society that are present at the meeting, a show of hands may be required to validate the vote on the resolution.
- 41.** At each General or Annual General Meeting of the Society, the following items of business shall be addressed and shall be deemed to be ordinary business:
- Minutes of the preceding General Meeting and of any Special Meetings so held;
 - Consideration of reports from the board of Directors and from Sub-Committees of the Society;
 - Consideration of financial reports, including balance sheets, recent revenue received and expenditures incurred, and pending expenditures for capital projects and other expenses;
 - Other business items as identified by a minimum of two (2) members present at the meeting.
- 42.** In addition to those business items for discussion within the aforementioned ‘Bylaw Regulation 36.’, the following additional business items shall be addressed at the Annual General Meeting of the Society:
- Election of Directors for the following year;
 - Request for volunteers for appointments to varied working sub-committees of the Society;
 - Consideration of investment strategy options for the Society’s funds for the next fiscal year;
 - Presentation of a detailed annual budget of revenue and expenditures for the ensuing year; and,
 - Consideration of the appointment of an independent auditor or other qualified professional to perform an analysis of the Society's financial circumstances and accounts for the fiscal year, and to make a presentation of the financial analysis results and any applicable recommendations to the membership.

- 43.** At all Society meetings, a portion of the meeting agenda shall include opportunity for member discussion on new and emerging issues under ‘Other Business’ Items for discussion under ‘Other Business’ are to be identified by the members in attendance at the onset of the meeting, and included when the meeting agenda is resolved as accepted. Recognizing timing constraints for the length of some Society meetings, any identified items under “Other Business” that are not discussed at the subject meeting shall be carried over for discussion to the next scheduled meeting of the Society.

Financial Management

- 44.** Financial management of the Society’s funds is critical to the long-term success of the West Queens Coastal Community Development Association Society. Focus shall be on maintaining current revenue, creating new revenue streams and pursuing other fund-raising initiatives, and through wise and prudent review and approval of all expenditures of the Society’s limited financial assets.
- 45.** An auditor for the Society shall be appointed annually by the members of the Society at the Ordinary or Annual General Meeting and, on failure of the members to appoint an auditor, the Directors may do so.
- 46.** The Society’s financial funds shall be deposited in a local Liverpool, NS financial banking institution within a secured fiscal account. Society members at the Annual General Meeting may by resolution of support consider approval for low-risk investments for no more than fifty percent (50%) of the total assets of the Society’s financial balance as a means to receive a higher rate of annual financial return on deposit of the Society's funds.
- 47.** The Board of Directors shall present to the members at the Annual General Meeting a comprehensive written report on the financial position of the Society, that includes in a minimum the following items:
- A balance sheet that identifies the current assets, liabilities and equity of the Society;
 - A statement of its income and expenditures in the preceding fiscal year; and,
 - A projection for anticipated revenue and likely required expenditures for the following fiscal year.
- 48.** The said financial report shall be signed by the President and the Treasurer, and/or by the auditor or other qualified professional finance individual that has been potentially engaged by the Society, and shall be filed with the Registrar within fourteen (14) days after each Annual General Meeting.
- 49.** Any member of the Society may view and inspect the annual financial report and statements of the Society, and of the minutes of membership and directors' meetings, at the registered office of the Society, on the provision of one week’s notice to the Board of Directors. All other relevant reports, records and documentation such as these Bylaw, and/or cost estimates and invoices for capital projects and other expenses, may be additionally reviewed and inspected by any member of the Society at any reasonable time so long as such request for inspection is within two (2) days prior to the Annual General Meeting of the Society.

50. The Society may only borrow money from a financial institution or from some other lending source, as approved by Special Resolution of the membership.
51. No members of the Society, including members of the Board of Directors, shall be paid any remuneration or receive any profit from their position. Reasonable expenses incurred in the performance of duties such as gasoline costs for travel trips to required meetings on behalf of the Society may be considered by the membership and the Board of Directors at an Annual or General Meeting.
52. The society shall not make personal loans or advance funds to any member of the Board of Directors or of the Society.

Expenditure Requirements

53. All disbursements from the Society, preferably in the form of written cheques, shall be signed by two (2) of the following Directors of the Board, hereafter referred to as Signing Officers: President, Vice-President and/or Treasurer. Wherever possible, the Treasurer will prepare and be one (1) of the primary signing officers of all expenditure cheques and bank account withdrawals.
54. Signing authority for any member of the Board of Directors shall only be permitted when that individual has been a member of the Society for a minimum of one (1) year prior. No two (2) signing authorities shall be from the same household.
55. For each expenditure and/or expense disbursement, the following conditions are to be followed:
 - The purpose and details of the expenditure shall be documented and recorded on a standardized fiscal form document that is to be utilized by the Society;
 - The expenditure in preferably a cheque format shall be dated and signed by the two (2) authorized signing officers.
 - The fiscal form document will be attached to any invoice and be filed with the Treasurer.
56. For each bank deposit, the following conditions are to be followed:
 - The purpose and details of the bank deposit shall be documented and recorded on a standardized fiscal form document that is to be utilized by the Society
 - The bank deposit shall be dated and signed by the authorized signing officer;
 - The fiscal form document will be attached to any invoice/paperwork and be filed with the Treasurer.
57. For disbursement of funds, the following procedures shall be followed:
 - Two (2) Signing officers are required to authorize any expenditures up to and including the amount of \$2000.00 for normal operating and small capital expenses;
 - Approval of the Board, by a majority vote, will be required for any expenditure up to be not exceeding \$5000.00.
 - The payment of any disbursements exceeding \$5000.00 must be firstly considered and approved by a majority of members at a General, Annual General or Special Meeting.

- 58.** With respect to the aforementioned **Bylaw Regulation 57**, the Treasurer may nonetheless establish and maintain a petty cash account in an amount to be established by the Finance Committee and Executive to pay for incidental expenses of the Society. All petty cash deposits and disbursements shall be documented and recorded.

Affiliations

- 59.** The Society of the West Queens Coastal Community Development Association may consider in the future to collaborate with other affiliate-groups, organizations and similar non-profit Societies, whose mandates and objectives complement those of the Society of the West Queens Coastal Community Development Association.

Amendments to the Bylaws

- 60.** The Society has the authority to repeal or amend any of these Bylaws by a Special Resolution passed on a manner prescribed by law.
- 61.** Where a change to the Bylaws is deemed required, a proposal and rationale for amendments may be proposed by the Board of Directors. Any five (5) members of the Society may also propose Bylaw changes by submitting a written and signed request and rationale to the Secretary position of the Board of Directors.
- 62.** Any amendments so considered must be done by Special Resolution at a duly scheduled General or Annual General Meeting, or in the circumstance of unique considerations, at a Special Meeting of the Society.
- 63.** All votes cast by those members so present for Bylaw Amendments, in the affirmative or for non-support, shall be duly recorded.
- 64.** A copy of a Special Resolution approved by the membership shall be forwarded to the Registrar within fourteen (14) days after the resolution is passed.

Miscellaneous

- 65.** The registered office of the Society shall be the address of the building and property formerly known as the Port Mouton School, and now called Coastal Queens Place, and located at 8100 Highway 3, Port Mouton, Nova Scotia B0T 1T0
- 66.** The West Queens Coastal Community Development Association Society seal shall be retained in the custody of the Secretary, and such seal may be affixed to any document upon resolution of the Directors.