

By-laws of the Cobequid Eco-Trails Society

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - (a) "Society" means Cobequid Eco-Trails 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 or by proxy, where proxies are allowed, 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 as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Membership in the Society shall not be transferable.
5. The following shall be admitted to membership in the Society:
 - a) Individual Membership: an individual who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at a Board Meeting.
 - b) Group Membership: a not-for-profit group, incorporated under the Societies Act of Nova Scotia, which upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at a Board Meeting.
 - c) Corporate Membership: a corporation which upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at a Board Meeting.
 - d) Family Membership: a family, which consists of immediate family members, who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at a Board Meeting.
6. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting. Regardless of the number of individuals in a group, corporation, or family, that group, corporation, or family is entitled to only one vote.
7. No formal admission to membership shall be required, and the entry in the Register of Members by the Secretary of the name and address of any organization or individual upon receipt of annual membership fee 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, s/he resigns her/his membership, or if s/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 1 to March 31.
10. (a) The annual general meeting of the Society shall be held within two months after the end of each fiscal year of the Society.

(b) An extraordinary general meeting of the Society may be called by the Chairperson or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
11. Seven days notice of a meeting, 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. Notice shall be given in writing, by email, by facsimile or by sending it through the post in a prepaid letter addressed to each member at her/his last known address. Any notice shall be deemed to have been given by email or facsimile when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. 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 the preceding annual general meeting;
 - Consideration of the annual report of the directors and committees;
 - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - Election of directors for the ensuing year;
 - Election of officers;
 - Appointment of Auditors.

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.

13. No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of ten members.
14. 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 case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

15. (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;
 - (b) If there is no Chairperson or if at any meeting s/he is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;
 - (c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
16. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, s/he shall have a casting vote, or s/he may rule that the affirmative lacks a majority which is necessary to carry the motion, therefore the motion is lost. The Chairperson cannot be compelled to vote on the question.
 17. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

Directors

18. Unless otherwise determined by general meeting, the number of directors shall be nine. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
19. Any member of the Society shall be eligible to be elected a director of the Society.
20. Directors shall be elected by members at each annual general meeting of the Society.
21. At the first annual general meeting of the Society and at every succeeding annual general meeting, all retiring directors shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election in accordance with these bylaws.
22. The term of office for directors shall be three years; however one-third of the directors elected at the first annual general meeting shall hold a three-year term, one-third a two-year term and one-third a one-year term.
23. No director shall serve more than two consecutive terms. In the event that a director serves two consecutive terms, s/he must not hold office for at least one year before being eligible for re-election.
24. In the event that a director resigns her/his office or ceases to be a member in the Society, whereupon her/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.
25. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in her/his stead. The person so appointed shall hold office during such time only as the director in whose place s/he is appointed would have held office if s/he had not been removed.

26. 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 Secretary. A meeting of directors may be held at the close of every 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.
27. No business shall be transacted at any meeting of the Board of Directors unless at least five in number of the directors are present at the commencement of such business.
28. The Chairperson or, in her/his absence, the Vice-Chairperson 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.
29. The Chairperson shall have no vote as a director except in the case of an equality of votes. In the case of an equality of votes, s/he shall have a casting vote, or s/he may rule that the affirmative lacks a majority which is necessary to carry the motion, therefore the motion is lost. The Chairperson cannot be compelled to vote on the question.

Powers of Directors

30. 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 a general meeting. In particular, the directors shall have power to engage a coordinator and to determine her/his duties and responsibilities and her/his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

Officers

31. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
32. The members shall elect one of their number to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to her/him by the members from time to time.
33. The members may also elect from their number a Vice-Chairperson. The Vice-Chairperson shall, at the request of the members and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period the Chairperson may request him to do so.
34. (a) 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 her/him by the members. The members shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of Secretary and Treasurer.

- (b) 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.

Audit of Accounts

- 35. 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.
- 36. 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 operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, s/he shall state whether, in her/his 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 expenditures 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.
- 37. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

Miscellaneous

- 38. 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.
- 39. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 40. 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.
- 41. 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.
- 42. 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.
- 43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice-Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
- 44. The borrowing powers of the Society may be exercised by special resolution of the members.