

Board approved: September 19, 2013

BY-LAWS

Bras d'Or Lake Biosphere Reserve Association

Definitions

- a) "Society" means the Bras d'Or Lake Biosphere Reserve 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 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.

By-Law I

Membership

- i) Membership shall be open to any individual, family, organization or business interested in furthering the objects of the Association.
- ii) Members will be admitted to the Association upon payment of a membership fee determined by the Board of Directors, and upon approval by the Board of Directors.
- iii) Each member shall be entitled to receive notice of, and attend all meetings of members and shall be entitled to one vote on any vote taken at any meeting of members.
- iv) The membership year begins the day following the Annual General Meeting (AGM) and will end with the conclusion of the next AGM.
- v) Membership fees are payable each year; a notice of the fees payable shall be sent to each member by the Association promptly before the due date.
- vi) Membership shall cease:
 - 1. upon death
 - 2. if the member resigns by written notice to the Association

3. if the member ceases to qualify for membership in accordance with these by-laws
4. if, by vote of the majority of members of the Association or a majority vote of the Directors of the Association at a meeting duly called and for which notice of the proposed action has been given, or
5. one month following written notice of nonpayment of annual fee.

vii) Individual, Family, Organizational and Business membership fees may differ.

By-Law II

Annual General and Special Meetings of Members of the Society

- i) Annual Meetings of members shall be held within 90 days of the end of the fiscal year (March 31st), at whatever place the Board determines. In addition to other business transacted, the financial statements and annual report shall be presented.
- ii) Notice of annual meeting shall be sent to the membership a minimum of 30 days before the meeting date.
- iii) A quorum for the transaction of business shall be 15% of membership, present in person.
- iv) Each voting member present at a meeting shall have the right to exercise one vote.
- v) Any question at a meeting of members shall be decided by a show of hands. Whenever a vote by show of hands is taken, a declaration by the chairperson of the meeting that the vote has been carried or not carried, and an entry in the minutes of the meeting to that effect, shall be sufficient proof of the result.
- vi) The Board shall call a special meeting of members on written requisition of at least 15% of the members. The Board or Chair has the power to call a special meeting at any time.

By-Law III

Directors

- i) There shall be a maximum of 20 members on the Board of Directors of whom
 - (a) up to 14 are elected by members at the AGM. Terms of office, up to 3 years, are determined by the Board. A director may continue to serve beyond their term with Board approval.

(b) the remaining directors are appointed to the Board by their respective participating organization upon a vote of approval by the Board.

ii) Each elected director shall be a member in good standing.

iii) A director may serve up to 3 years on the Board. A director may continue to serve beyond their term with Board approval. The Board may stagger terms of appointment of its members.

iv) The Board may, at any meeting, fill vacancies on the Board on a temporary basis until the next Annual General Meeting.

v) Board members shall serve without financial remuneration.

vi) The members of the Association may, by resolution passed at a Special Meeting called for such a purpose, remove any director from office. The vacancy may be filled at the same meeting; or later by a majority vote of the Board.

By-Law IV

Officers

i) The Board shall elect a Chair, a Vice-Chair, a Secretary, a Treasurer and whatever other officers the Board may determine. Officers shall be elected at the first meeting of the Board following the Annual General Meeting. The Board may specify the duties of any officer.

ii) The Immediate Past Chair shall be an Officer of the Association.

iii) The Chair shall have served a minimum of one year on the Board prior to being elected as Chair. The Chair, subject to the authority of the Board, shall have general supervision of the affairs of the Association and whatever other powers the Board specifies.

iv) The Vice-Chair shall, during the absence or disability of the Chair, have the powers and duties of that office. The Vice-Chair shall have whatever other powers and duties the Board specifies, and shall be a director of the Association.

v) The Immediate Past Chair shall continue to be on the Board until replaced in that position by the next Past-Chair and shall be a director of the Association.

vi) The Secretary shall record minutes of all proceedings. When asked, the Secretary shall give notice of meetings to members, directors, officers and committee members. The Secretary shall be the custodian of the Association's seal and of all books, records and instruments belonging to the Association, unless some other agent or officer has been

appointed for these purposes. The Secretary shall have whatever other powers and duties the Board or Chair specifies.

vii) The Treasurer shall keep up to date accounting records of the financial activities of the Association and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Association. When required, the Treasurer shall give to the Board an account of all financial transactions and a statement of the financial position of the Association. The Treasurer shall have whatever other powers and duties the Board specifies. If a Treasurer is not appointed, the duties of the treasurer shall be carried out by the Secretary or another agent as approved by the Board.

viii) The Board may remove any officer of the Association. Otherwise, each officer elected by the Board shall hold office until the annual election of officers or the officer resigns. There shall be no financial remuneration received by officers for their service.

By-Law V

Meetings of the Board of Directors

i) Meetings of the Board of Directors shall be held as determined by the Chair with a minimum of four (4) meetings per year.

ii) Notice of the time and place of each meeting of the Board shall be sent to each director not less than seven (7) days before the time the meeting is to be held.

iii) The first meeting of the new Board may be held without notice immediately following the meeting of members at which it is elected, provided a quorum of directors is present.

iv) The Board shall manage the business and affairs of the Association. Where there is a vacancy on the Board, the remaining directors may exercise all powers of the Board so long as a quorum remains in office.

v) Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

vi) The chairperson of any meeting of the Board shall be the Chair, or in the Chair's absence, the Vice-Chair. If neither the Chair nor the Vice-Chair is present, the directors present shall choose one of their number to chair the meeting.

vii) A quorum for the transaction of business at any meeting of the Board shall consist of 50% of the Executive Committee plus 2 non-executive Board members.

viii) At all meetings of the Board every question shall be decided by a simple majority. In case of an equality of votes the chairperson of the meeting shall be entitled to the deciding vote.

ix) Meetings of the Board or of a committee of the Board may take place via telephone conference or other communications facility, provided that the means used allows all persons participating in the meeting to hear each other.

x) Meetings shall be conducted in a manner consistent with Roberts Rules of Order.

By-Law VI

Committees

i) The Board shall have an Executive Committee consisting of the elected Officers of the Board. The Executive Committee has the authority to conduct the affairs of the association in between meetings of the Board of Directors. All decisions made by the Executive Committee shall be ratified by the Board of Directors.

ii) The Board may establish other committees from time to time. Each committee shall include at least 1 member of the Board of Directors.

iii) A quorum for the transaction of business at any Committee meeting, including the Executive Committee, shall consist of a majority of members of the committee.

iv) Unless otherwise determined by the Board, each committee has the power to elect its chairperson and to regulate its procedure.

v) The Chair of the Board of Directors shall be an ex-officio member of all committees.

By-Law VII

Affairs of the Association

i) The Association's head office shall be at 532 Chebucto Street, Baddeck, Victoria County, Nova Scotia, B0E 1B0.

ii) The corporate seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

iii) The fiscal year of the Association shall be from April 1st to March 31st.

iv) The execution of contracts, deeds, bills of exchange and other instruments and documents on behalf of the Association may be signed on its behalf by any two officers. The

Board has the power to appoint by resolution an officer or officers to sign specific contracts, documents or instruments in writing. When required, any signing officer may affix the corporate seal to any instrument.

v) The voting members may, at each Annual General Meeting, appoint an auditor to audit the accounts of the Association. If the members fail to appoint an auditor, the Directors may do so.

vi) The Association shall deal with whichever banks, trust companies or other financial organizations the Board determines.

vii) The books and records of the Association may be inspected by members upon written notice to the Chair and Secretary of the Board, delivered ten (10) days before the intended inspection. They can be viewed at the residence of the Chair of the Board of Directors of the Society.

viii) The Association shall not make loans, guarantee loans or advance funds to any Director.

By-Law VIII

Borrowing Powers

i) The Board may from time to time on behalf of the Association borrow money upon the credit of the Association. Borrowing powers of the Association can only be executed by Special Resolution.

By-Law IX

Making and Amendment of By-Laws

i) Any By-law of the Association may be made, repealed or amended by Special Resolution. The by-law, repeal or amendment shall not be enforced or acted upon until the approval of the Registrar has been obtained.

ii) Any proposed changes to By-Laws must be through Notice of Motion presented to the membership by mail or publication or any reasonable means a minimum of 30 days prior to

the duly constituted meeting of members. The Notice of Motion must include the text of the existing by-law(s) and the proposed change(s).

By-Law X

Dissolution

i) In the event of dissolution of the Association, all remaining assets after payment of all liabilities shall be distributed to one or more registered charitable or not-for-profit organizations at the discretion of the membership.

Board Approval: February 21, 2013 – Unanimous

Members Approval: September 19, 2013 -Unanimous

Registry Approval _____(Date)