1. In these by-laws:

(a) “Society” means FAIRVIEW UNITED FAMILY RESOURCE CENTRE

(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.

**Membership Rights and Responsibilities**

2. The Society is ultimately accountable to the members of the Society.

3. Every member is entitled to attend any members’ meeting of the

Society.

4. Voting Membership in the Society shall consist of:

(a) individuals who support the objectives of the Society, are 19 years of

age or older, have registered and participated in 3 or more programs of

Fairview United Family Resource Centre within the past 12 months or

(b) individuals who support the objectives of the Society, are 19 years of age or older, and are current board members

Honorary Membership (non-voting) in the Society shall consist of:

(c) Individuals who support the objectives of the Society, are 19 years of age or older, who were members at the time of these bylaws took affect and submitted an honorary member registration form by the 2018 AGM

5. Membership in the Society is not transferable.

6. Membership in the Society shall cease:

(a) upon death, or

(b) if the member resigns by written notice to the Society, or

(c) if the member ceases to qualify for membership in accordance with

these by-laws, or

(d) if, by a vote of the majority of the members of the society or a majority

vote of the Directors 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 has been terminated.

7. The members may repeal, amend or add to these by-laws by a special

resolution. No by-law or amendment to by-laws shall take effect until the

Registrar approves of it.

8. No funds of the society shall be paid to or be available for the personal

benefit of any member.

**Members’ Meetings**

9. Every member, subject to by-law 4, shall have one vote and no more and

there shall be no proxy voting.

10. A general or special meeting of the members may be held at any time

and shall be called:

(a) if requested by the chair, or

(b) if requested by a majority of the directors, or

(c) if requested in writing by fifty (50) of the members.

11. Notice to members is required for general or special meetings. The

notice must:

(a) specify the date, place and time of the meeting,

(b) be given to the members seven (7) days prior to the meeting,

(c) be given to the members by newsletters, newspapers, e-mail,

telephone, social media and/or posted on bulletin board at the Centre.

(d) specify the nature of business, such as the intention to propose a

special resolution, and

(e) the non-receipt of notice by any member shall not invalidate the

proceedings.

12. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:

(a) specify the date, place and time of the meeting,

(b) be given to the members thirty (30) days prior to the meeting,

(c) be given to the members by newsletters, newspapers, e-mail,

telephone, social media and /or posted on the bulletin board

at the centre.

(d) specify the intention to propose a special resolution, and

(e) the non-receipt of notice by any member shall not invalidate the

proceedings.

13. At the annual general meeting of the Society the following items of

business shall be dealt with and shall be deemed ordinary business and all

other business transacted shall be deemed special business:

(a) minutes of the previous annual general meeting,

(b) consideration of the annual report of the directors,

(c) consideration of the annual financial report of the Society,

(d) the appointment of auditors for the ensuing year, and

(e) election of directors

14. Quorum shall consist of ten (10) members. No business shall be

conducted at any meeting unless a quorum is present to open the meeting

and, upon request, before any vote.

15. (a) If a meeting is convened as per by-law 10(a) or 10(b) and quorum is

not present within one-half hour from the time appointed for the meeting, it

shall be adjourned to such time and place as a majority of the members

present shall decide. Notice of the new meeting shall be given and at the

adjourned meeting the members present shall constitute quorum only for

the purpose of winding up the Society.

(b) If a meeting is convened at the request of the members as per by-law

10(c) and quorum is not present within one-half hour from the time

appointed for the meeting, it shall be dissolved.

16. The Chair, or in his/her absence, the Vice-Chair, or in the absence of

both of them, any member appointed from among those present, shall

preside as Chair at members’ meetings.

17. The Chair does not normally vote at meetings, but, when there is an

equality of votes, the Chair can vote to break a tie.

18. The Chair may, with the consent of the meeting, adjourn any meeting.

No business shall be transacted at the subsequent meeting other than the

business left unfinished at the adjourned meeting unless notice of such

new business is given to the members.

19. At any meeting a declaration by the Chair that a resolution has been

carried is sufficient unless a poll is demanded by at least three members. If

a poll is demanded it shall be held by show of hands or by secret ballot as

the Chair may decide.

**Directors**

20. Any member of the society shall be eligible to be elected a director of

the Society and a director of the society shall be a member.

21. The number of directors shall be not less than five (5) and not more

than fifteen (15).

22. Directors shall retire from office at the end of each annual general

meeting at which their term is completed and successors are elected.

Retiring directors shall be eligible for re-election after one year. Directors

shall be elected to a three (3) year term and can serve up to two (2)

consecutive terms for a total of six (6) years.

23. If a director resigns his/her office or ceases to be a member in the

Society, his/her office as director shall be vacated and the vacancy may be

filled for the unexpired portion of the term by the board of directors from

among the members of the Society.

24. The members may, by special resolution, remove any director and

appoint another person to complete the term of office.

25. The Board of Directors sets the policy of the society and hires an

Executive Director to implement the policy. The Executive Director has the

authority and the responsibility for carrying out the day to day work of the

Society utilizing paid staff, students, and volunteers. The Executive Director

is accountable to the Board and is responsible for hiring, supervising, and

releasing paid staff members, students, and volunteers.

26. The directors may appoint an executive committee and other

committees as they see fit.

27. Directors who have, or could reasonably be seen to have, a conflict of

interest have a duty to declare this interest. The declaration should be

made to the members

(a) upon nomination, and

(b) if serving as a director, when the possibility of a conflict is realized.

28. A conflict of interest does not prevent a member from serving as a

director if he/she withdraws from the decision making on

matters pertaining to that interest. The withdrawal should be recorded in

the minutes.

**Directors’ Meetings**

29. The board of directors shall meet no less than four (4) times each year.

30. A meeting of directors may be held at the close of every annual general

meeting without notice for the purpose of electing officers. For all other

board meetings, notice is required and must:

(a) specify the date, place, and time of the meeting,

(b) be given to the directors seven (7) days prior to the meeting,

(c) be given to the directors by newsletters, bulletin boards at the Centre, email,

telephone and/or social media

(d) the non-receipt of notice by any director shall not invalidate the

proceedings.

(e) Notice can be waived for board meetings with the unanimous approval

of the Board.

31. Quorum shall consist of the majority (over 50% present) of directors. No

business shall be conducted at any meeting of the board of directors unless

a quorum is present to open the meeting and, upon request, before any

vote.

32. The Chair or, in his/her absence, the Vice-Chair or, in the absence of

both of them, any director appointed from among the directors shall preside

as Chair of the Board.

33. At directors’ meetings, where there is an equality of votes the chair or

appointed chair can vote.

**Officers**

34. The officers shall be elected by the directors and there shall be a Chair,

a Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and

Secretary may be combined.

35. One of the officers shall be the Chair. The Chair shall be responsible for

the effectiveness of the board and shall perform other duties as assigned

by the members or the directors. These duties will include but not limited to:

(a) Presiding over meetings of the Society.

(b) Preparing and circulating in advance the agenda for board meetings

and the Annual General Meeting

36. One of the officers shall be the Vice-Chair. The Vice-Chair shall perform

the duties of the Chair during the absence, illness, or incapacity of the

Chair, or when the Chair may request him/her to do so.

37. One of the officers shall be the Secretary. The Secretary shall:

(a) have responsibility for the preparation and custody of all books and

records including:

1. the minutes of members’ meetings,

2. the minutes of directors’ meetings,

3. the register of members (if any), and

4. filing the annual requirements with the office of the Registrar, and

(b) have custody of the Seal, if any, which may be affixed to any document

upon resolution of the board of directors, and

(c) file with the Registrar:

1. within fourteen (14) days of their election or appointment, a list of

directors with their addresses, occupations, and dates of appointment or

election

2. a copy of every special resolution within fourteen (14) days after the

resolution is passed, and

(d) have other duties as assigned by the board.

38. The directors may also appoint a Recording Secretary

(a) who is responsible for taking minutes of all board and members’

meetings, and

(b) who need not be a director.

39. One of the officers shall be the Treasurer. The Treasurer shall have

responsibility for the custody of all financial books and records of the

Society, and carry out all other duties as assigned by the board.

(a) The Treasurer must provide a financial report at the meetings of the

Directors and the Annual General Meeting.

(b) The Treasurer is responsible to ensure an annual audit takes place.

40. Contracts, deeds, bills of exchange and other instruments and

documents may be executed on behalf of the Society as approved by the

Board of Directors.

**Finance**

41. The fiscal year of the Society shall be April 1st to March 31st.

42. The directors shall annually present to the members a written report on

the financial position of the Society. The report shall be in the form of:

(a) a balance sheet showing its assets, liabilities, and equity, and

(b) a statement of its income and expenditure in the preceding fiscal year.

43. A copy of the financial report shall be signed by the auditor or by two

directors.

44. A signed copy of the financial report shall be filed with the Registrar

within fourteen (14) days after each annual meeting.

45. An auditor of the Society may be appointed by the members at the

annual general meeting and, if the members fail to appoint an auditor, the

directors may do so.

46. The Society may only borrow money as approved by the board of

directors.

47. The members may inspect the annual financial statements and minutes

of membership and directors’ meetings at the registered office of the

Society with one week’s notice. All other 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.

48. Directors and officers shall serve without remuneration and shall not

receive any profit from their positions. However, a director or officer may be

paid reasonable expenses incurred in the performance of his/her duties.

49. The Society shall not make loans, guarantee loans or advance funds to

any director.