

BYLAWS OF THE MUSQUODOBOIT VALLEY COMMUNITIES ASSOCIATION- July 26, 2024

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INTRODUCTION

Name

1. The name of this organization is the Musquodoboit Valley Communities Association (“MVCA”).

MEMBERSHIP

Eligibility

2. Any person that lives, works or is interested in the economic and social welfare of the Musquodoboit Valley as defined by The Halifax Municipal Planning Strategy for the Musquodoboit Valley/Dutch Settlement Plan Area (https://cdn.halifax.ca/sites/default/files/documents/about-the-city/regional-community-planning/MusquodoboitValleyDutchSettlement_MPS_Map1Gflum.pdf) is eligible for MVCA membership. “Person” includes an individual, sole proprietorship, association, corporation, partnership, or society. An individual must be at least 16 years old to be a member.

Objects

3. All MVCA members must subscribe to the values, objects and mission of the MVCA, as set out in the MVCA strategic plan or policy, as applicable.

Purpose

4. The purpose of the Association is to foster unity and cooperation among residents, businesses, non-profits, and institutions within the community. By working together, we would seek to improve the quality of life for all residents because “a great place to live is a great place to visit”. Collectively, efforts of the Association would:
 - o cultivate a vibrant tourism and a local business scene
 - o create a stronger sense of belonging,
 - o support cultural & beautification initiatives,
 - o present a unified & informed voice in civic affairs,
 - o bring support & direct benefit to non-profits and,
 - o promote sustainable practices.

Admission

5. Any eligible person will be admitted to the MVCA if that person:
 - a. applies to the MVCA (using the registration form) and
 - b. upholds the values, objects and mission of the MVCA

Membership Fees & Categories

6. The Board may set an annual membership fee. The Board may designate membership categories by policy. Fees may vary for different membership categories. If a member does not pay their membership fee within 2 month of joining the MVCA, or if an existing member does not pay their membership fees within 2 months of the due date, the membership may be revoked.

Termination of Membership

7. A MVCA member may be expelled by a two-thirds vote of the Board of Directors at a meeting with quorum. Two weeks notice, by regular means, of the motion must be given to both the Directors and the MVCA member in question.

Appeal of Expulsion

8. An expelled person may appeal the Board’s decision at a special general meeting called for that purpose. Of the MVCA members present at that special general meeting, either in person or if applicable by proxy, a majority vote (50% plus one) is required to reinstate the expelled member.

BOARD OF DIRECTORS

Composition of Board of Directors

9. The Board of Directors (also called the Board) consists of
 - a. the Executive, as set out below and
 - b. up to twelve (12) Directors-at-Large elected from the membership and should include:
 - I. The chair, plus another representative (if available) from each working group, who represent the Working group
 - II. General members who may or may not be representing a working group

Power

10. The Board of Directors has the general power of administration for the MVCA. The Board is responsible for overseeing the business, discipline and management of the MVCA and its affairs. It may make or authorize representations to and communicate with government, commissions, committees and other organizations.

Duty

11. The Board of Directors has the duty to:
 - a. manage MVCA affairs between Annual General Meetings
 - b. ensure Board activities follow the by-laws
 - c. supervise the Executive Director, establish policies and provide guidance.

Accountability

12. The Board of Directors is accountable to the MVCA membership.

Regular Board Meetings

13. The Board shall meet regularly (generally on a quarterly basis) to carry on the MVCA business. These regular meetings are open to all MVCA members.

Additional Board Meetings

14. Additional Board meetings will be called at the
 - a. Chair's discretion, or
 - b. request of three (3) or more Board members

Quorum

15. Quorum shall consist of 50% the directors and may lawfully do all things within the powers of the Board of Directors. Motions made at a meeting without quorum can be sent via email to the Board of the Directors who were not present asking them to vote on the motion. They must reply within 24 hours to have their vote count. These proxy votes will be counted, recorded and if sufficient numbers to pass a motion, a motion will be deemed passed.

Minutes

16. The Secretary or someone delegated by the Secretary will take minutes at all Board meetings. A complete record of all minutes must be kept in a place determined by the board at the AGM.

Unpaid Positions

17. No Board member will receive direct remuneration for services rendered as a Board member. Reasonable expenses may be paid, and the Board may set a policy for reimbursement of reasonable expenses for MVCA work.

Removal from Board- Automatic

18. A Board member may be removed from their position on the Board automatically if that Board member:
 - a. ceases to be an MVCA member, or

- b. is absent from three consecutive regular Board meetings or more than 40% of the regular Board meetings in the year between AGMs, unless the absences are approved by motion of the Board for reasons of illness, family tragedy, or another reason acceptable to the Board. The motion may be retroactive.
- c. upon death of the member
- d. if the member ceases to qualify for membership in accordance with these by-laws, or
- e. if, by a vote of two-thirds of the members of the Board at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the MVCA has been terminated.

Vacant Seat

- 19. If a Board member has vacated his or her position or has been removed, the Board may accept a replacement Board member at any of the quarterly board meetings. Approval by majority of the board is required.

Conflict of Interest

- 20. 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.
- 21. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

EXECUTIVE

Composition

- 22. The Executive positions of the board are:
 - a. Chair/Director
 - b. Vice-Chair/Director
 - c. Treasurer/Director
 - d. Secretary/Director
 - e. Past-Chair/Director - ex officio position with a vote on the Board.

After the approval of the Directors at the AGM, the board of Directors will meet to decide who will hold the Executive positions.

Role of the Executive

- 23. The Executive has the roles and responsibilities listed below for Directors. In addition, the Executive has the following responsibilities:
 - a. Ensure policy decisions are implemented appropriately by staff, through monitoring and reporting mechanisms.
 - b. Ensure a strategic plan is in place for the MVCA's short-term and long-term objectives.

Maximum Term

- 24. There is no maximum term that a Director can hold an Executive position (within the confines of the Director terms as laid out in section 33), but in keeping with our value of building capacity in the community it is recommended that the positions be rotated when appropriate.

Chair's Role

- 25. The Chair's responsibilities:
 - a. Act as the chief spokesperson of the organization. The Chair may delegate this responsibility to another person.
 - b. Chair Board and Executive meetings, voting only in the case of a tie, and regulate the order of business at those meetings.
 - c. May indicate to the meeting what he/she believes to be concerns of the MVCA

- d. Call Board and Executive Committee meetings
- e. Deliver the annual report to the membership at the annual general meeting.
- f. Represent the MVCA at those functions that he/she can attend, including meetings recommended by the Board.
- g. Sign all papers and documents requiring signatures on behalf of the MVCA, unless the Chair or the Board designates someone else.
- h. Any other powers and duties assigned by the Board or reserved for this office under MVCA policies and procedures that are consistent with these bylaws.

Vice-Chair's Role

26. The Vice-Chair's responsibilities:

- a. Assume the duties of the Chair when the Chair is unable to fulfil them
- b. Any other powers and duties assigned by the Board or reserved for this office under the MVCA policies and procedures that are consistent with these bylaws.

Treasurer's Role

27. The Treasurer's responsibilities:

- a. Oversee the financial affairs of the MVCA, and ensure the financial goals and objectives of the Board are implemented by staff
- b. Provide updates to the Board meetings
- c. Provide input in the preparation of the annual budget
- d. Oversee regular verification of the monthly banking statements
- e. Ensure an independent review of the MVCA's financial affairs is completed annually.
- f. Present financial statements at the MVCA's Annual General Meeting, and any other time required by the Board.
- g. Oversee the preparation of a financial statement to be filed with the Registrar of Joint Stock Companies (reference s. 19 of the Societies Act). The statement must be in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its incomes and expenditures in the preceding year. It must be either reviewed and signed by two independent persons or, if there is no reviewer, by two directors.
- h. Any other powers and duties assigned by the Board or reserved for this office under the MVCA policies and procedures that are consistent with these bylaws.

Secretary's Role

28. The Secretary's responsibilities are to ensure

- a. Proper documentation is filed at the Nova Scotia Registrar of Joint Stock Companies, including.
 - i. the financial statement (provided by the Treasurer) and a list of directors and officers with addresses, occupations and start date, within 14 days of the MVCA Annual General Meeting (reference s. 19 and s. 20 of the Societies Act)
 - ii. notice of any change in directors, within 14 days of the change (reference s. 20 of the Societies Act)
 - iii. a copy of any special resolution, within 14 days of the resolution
 - iv. notice of any change in Registered Office or Registered Agent, within 14 days of the change (reference s. 17 and s. 7 of the Societies Act)
- b. Minutes are taken at each Board meeting and general meeting and kept in an organized manner as a permanent record.
- c. A register of members is kept (reference s. 18 of the Societies Act).
- d. Any other powers and duties assigned by the Board or reserved for this office under the MVCA policies and procedures that are consistent with these bylaws.

Past –Chair’s Role

29. The Past-Chair’s responsibilities:

- a. Provide support and advice to the Chair and committee/working group chairs, as requested by the Board.
- b. Any other powers and duties assigned by the Board or reserved for this office under the MVCA policies and procedures that are consistent with these bylaws.

Signing Officers

30. The Officers authorized to sign cheques on behalf of the MVCA shall be any two of the following: Chair, Vice-Chair, Treasurer, Secretary and Executive Director.

DIRECTORS

Duties

31. The duties of every Director include

- a. participating by attending meetings and training sessions, reading information and reports to the Board, asking questions, contributing opinions and voting.
- b. understanding the Board’s role and operations
- c. avoiding conflicts of interest and if applicable, disclose any conflict of interest
- d. reviewing budgets, Treasurer’s reports, financial statements and other financial information
- e. using the principles of fiscal responsibility

Eligibility

32. Every Director must be a MVCA member or belong to/work for a MVCA Member.

Term of Director

33. The Board of Directors shall be elected from among the members at the annual general meeting or if a member expresses interest in being a Director (and there are positions available) during the year, they can be nominated by the membership and approved by the Board at any quarterly Board meeting. The Board of Director term is three years. Consecutive terms are permitted if membership approves. The retiring Chair shall be an ex-officio member of the Board of Directors.

Re-Election

34. To be eligible for re-election as a Director, that Director must have attended at least 60% of the regularly scheduled meetings in the previous year, unless otherwise approved by the Board.

Committees/Working Groups

35. The Board may appoint committees/working groups, MVCA members or others, to examine, consider and report, or take action on any matter.
- a. Every committee/working group will share their plans annually with the Board.
 - b. Every committee/working group will provide a report at each quarterly Board Meeting.
 - c. Every committee/working group will appoint a chair and determine rules of order/operation.

MEMBERSHIP MEETINGS

Meaning of ‘General Meeting’

36. A general meeting is a meeting for all members of the MVCA. At least one general meeting must be held every year, called the Annual General Meeting or AGM.

Special General Meeting

37. A special general meeting is a general meeting where the membership considers and votes on a special resolution.

Special Resolution

38. A special resolution is a resolution of the Association membership which requires agreement by 50% plus one of the membership. Proxy voting will be offered for 3 days prior to the special resolution meeting. (Reference s. 2(e) of the Societies Act.) A special resolution is necessary to:
- change the MVCA name or alter its objects (s. 10(f) of the Societies Act)
 - have the MVCA become a member of another society or association with similar objects (s. 10(g) of the Societies Act)
 - make, repeal or amend MVCA bylaws (s. 13(1) of the Societies Act)
 - issue debentures or mortgage real property (s. 10(d) of the Societies Act)
 - surrender the MVCA certificate of incorporation (s. 26 of the Societies Act)
 - any other matter set out by law, in the bylaws or by the Board if it decides a matter should be put to a special resolution

AGM

39. The MVCA must hold an Annual General Meeting in the first three (3) months of each fiscal year (reference s. 19 of the Societies Act.). The Board will set the time and place of the AGM.

General Meetings other than the AGM

40. In addition to the AGM, a general meeting or special general meeting of the MVCA membership shall be held if
- a majority of Board members request one in writing, or
 - at least twenty (20) MVCA members request one in writing.

Notice of a General Meeting

41. Notice of any general meeting, including the AGM and a special general meeting, must be given
- to all MVCA members at least ten (10) calendar days before the meeting
 - by fax, regular mail or email if the member has given the MVCA an email address, and
 - with a statement of the purpose of the meeting. If a Special Resolution will be proposed at the meeting, the draft resolution must be included with the notice.

Lack of Notice

42. Accidental omission to give notice of a general meeting to any member, or the non-receipt of notice by any member, does not invalidate business done at the meeting.

Quorum

43. Ten (10) members or 10% of the total number of registered members (whichever is greater), shall be a quorum at a general meeting. Unless otherwise provided, a majority of members present, including by proxy, can do and perform all business at the meeting.

Temporary Chair

44. In the absence of the Chair, and Vice-Chair, the general meeting will elect a Chair to act temporarily.

Vote of Member

45. Every member in good standing represented at any general meeting has one vote. The vote of a proprietorship, association, corporation, partnership, or society member shall be assigned to an individual, to vote on the member's behalf.

Proxy Votes

46. A member may vote by proxy at a general meeting. (Reference s. 15(2)(b) of the Societies Act.)

NOMINATIONS

Nominating Committee

47. At least two months before the AGM, the Board shall appoint a Nominating Committee consisting of:

- a. One Executive board member
- b. two or more MVCA members (or representatives of members)

The Nominating Committee reports to the membership at the AGM.

Recommendations

48. All MVCA members shall be invited to submit suggestions for nominations to the Board. The Nominating Committee may also consider its own suggestions and recruit possible Board members.

Proposal to Members

49. At least seven (7) days before the Annual General Meeting, MVCA members should be notified of the slate proposed by the Nominating Committee. The Board will decide the manner of notification, for example by email or by posting it on the website.

Nominations from General Membership

50. Nominations from the floor will be called for at the AGM.

Elections

51. If there are nominations other than the slate recommended by the Nominating Committee, an election of all proposed incoming candidates shall take place at the Annual General Meeting. Otherwise, the slate of the Board shall be confirmed at the Annual General Meeting by a show of hands.

Rules for Elections

52. The Board may set out more detailed election rules, including for proxies, in a separate policy. That policy cannot be changed or modified within 60 days before an election.

BYLAWS & PROCEDURES

Binding

53. These bylaws are binding on MVCA members, officers and all persons lawfully under its control.

Fiscal Year

54. The MVCA fiscal year is the calendar year from January 1 to December 31.

Financial Reviews and Audits

55. For the MVCA's financial affairs, an annual review of the MVCA books and accounts must be done at the end of every fiscal year. The financial statements produced from this review must be presented at the Annual General Meeting and any other time the Board requires.

Rules of Order

56. The Board shall, by policy, set out the Rules of Order to be used at general meetings and Board meetings.

MVCA Books

57. Any MVCA member may request to review the MVCA records. The Board will provide access within a reasonable period of time upon receiving the request.

Dissolution

58. If the MVCA is dissolved, any funds or assets remaining after paying all debts will be paid to a registered and incorporated charitable organization, selected by Special Resolution. In no event will any members receive any assets of the MVCA.

Meanings

59. In these bylaws

- a. "Board" or "MVCA Board" normally means the Board of Directors of the Musquodoboit Valley Communities Association
- b. "Board member" or "Director" or "Director-at-large" normally means a member/director of the Board of Directors of the Musquodoboit Valley Communities Association.
- c. "MVCA member" or "member" normally means a member of the Musquodoboit Valley Communities Association.
- d. "MVCA" normally means the Musquodoboit Valley Communities Association as a body
- e. "ex officio" An ex-officio position is held by a person because of their office: it is not an elected position and does not have a fixed term. It may or may not have a vote.
- f. "Executive" normally means the Executive of the Musquodoboit Valley Communities Association
- g. "Societies Act" refers to the Nova Scotia Societies Act, RSNS 1989, c. 435.