By-laws of the Southwest Nova Biosphere Reserve Association

1. Definitions:

In this By-law:

(a) “Society” means the Southwest Nova Biosphere Reserve Association.

(b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

(c) “Board” means the Board of Directors of the Southwest Nova Biosphere Reserve Association.

(d) “The Executive Committee” will consist of the Chairperson, Vice Chairperson, Secretary, and Treasurer.

(e) “Special Resolution” means a resolution passed by not less than 75 percent of such members that are present and entitled to vote at an Annual or Special General meeting of which notice specifying the intention to propose the Special Resolution has been duly given.

(f) Biosphere Reserves are areas of terrestrial coastal and marine ecosystems that are internationally recognized within the United Nations Education Scientific and Cultural Organization's (UNESCO) Man and the Biosphere (MAB) Programme for promoting and demonstrating a balanced relationship between people and nature.

Except where stated in these By-laws, Roberts Rules of Order will be the governing authority.

2. Membership:

(a) The subscribers to the Memorandum of Association, and such other persons as listed, shall be admitted to membership in accordance to these By-laws and shall be members of the Society and their names shall be entered in the Register of Members accordingly.

(b) For the purposes of registration, the members of the Society are unlimited.
(c) Each member of the Society shall be qualified to originate and take part in the discussion of any subject that may properly come before any Annual, General, or Special meeting of the Society, but the member must be age 16 or older to vote on such subject and to hold any office in the Society to which he/she may be elected or appointed.

(d) In order to ensure a balance of interests and to meet the objectives of the Society, there will be six sectors in the Board. These will be industry, community, government, First Nations, non-governmental organization, and education/academic to allow a total Board membership of up to 29 members.

(e) It is the Board’s responsibility to determine in each of the sectors the specific organizations, businesses, municipal governments, and community representatives to represent the sectors from those who have indicated an interest to be represented on the Board. Those organizations, businesses, and municipal governments will then appoint their representative Board member and alternate. Each sector is guaranteed positions on the Board providing there are candidates for these positions as follows:

   i) Industry - Five members
   ii) Community - Five members
   iii) Government - One Municipal-Council appointed representative from each of the five Counties: Annapolis, Digby, Queens, Shelburne, and Yarmouth
   iv) First Nations - One appointed representative from the Bear River First Nation and one appointed representative from the Acadia First Nation
   v) Non-government Organization - Five members
   vi) Education/Academic - Three members

(f) The Executive members may be selected from the above as stated in section (d) or from the general membership.

(g) The Board will have the ability to appoint Advisors to the Board on an annual basis to provide input, advice, and direction. Advisors will not have voting privileges and will not be restricted by the maximum Board limit as stated in Section 2 (d) above.

(h) Each organization, business, municipal government, or First Nation represented on the Board may select an alternate Board member. Alternates and Board members may both attend Board meetings if the alternate is invited by the Board. If the Board member representative is not present, the alternate will automatically be permitted to attend the Board meeting. If an alternate and Board member for any particular organization or sector are present at the same time, only the Board member has voting privileges.

(i) Industry, municipalities, organizations/non-government organizations, and First Nations will nominate Directors and alternates. Should the representative change, they will inform the Board Secretary prior to each Annual General meeting or as necessary during the year.

(j) The Board has the ability to award honorary memberships for a one year term.
(k) An annual membership fee of a minimum of one dollar ($1.00) will be required to be paid to be a member of the Society. Alternates will also be required to pay the annual membership fee. This annual fee may be amended by a motion with 75% majority of the membership present at an Annual, General, or Special meeting. Only members in good standing, with paid dues, will be able to participate in the affairs of the Society. Advisors will be appointed by the Board and will not be required to pay annual dues.

(l) Membership in the Society shall cease upon death of a member or if, by notice in writing to the Society, he/she resigns membership in accordance with these By-laws.

3. Membership Rights:

(a) The rights of any individual member to participate in the affairs of the Society may be limited only by the Executive Committee and the By-laws or by the direction of the membership at a General, Special, or Annual General meeting of which proper notice of the proposed action has been given.

(b) The basis for any authority within the Society shall be of mutual respect, co-operation, sharing, tolerance, honour, honesty, and integrity. Breaches of these simplest of concepts may subject any member to disciplinary action, which could lead up to revocation of membership.

(c) A member may be removed as a member of the Society and his/her membership forfeited if it is recommended by the Executive Committee that the member be removed due to a breach of Section 12 or others and this recommendation is approved by the membership of the Society by a three-quarter majority vote at a General, Special, or Annual meeting, as provided for in these By-laws.

4. Fiscal Year:

The fiscal year of the Society shall be a period of 12 months commencing on April 1 and ending on March 31.

5. Meetings:

(a) The Annual General meeting of the Society shall be held for the transaction of the general business of the Society and for the election of Officers and Directors within three months after the end of each fiscal year of the Society. A nomination list shall be prepared 10 days prior to the Annual General meeting nominating members for the offices of Chairperson, Vice Chairperson, Secretary, Treasurer and Directors. Additional nominations will be called for at the Annual General meeting.

(b) At any such General, Special, Annual, or Board meeting, seven members, including the Chairperson, shall constitute a quorum for the dispatch of business and each member present shall be entitled to one vote. Voting will only be by those present at the meeting, with proxy voting not being permitted.
(c) A Special General meeting may be requested at any time by the Chairperson, the Board, or a simple majority (50 percent plus one) of the Directors of the Board. The Special General meeting shall be called by the Chairperson whenever required. At a Special General meeting, no business shall be transacted except that stated in the Notice calling the meeting.

(d) Only Board members and appointed Advisors will normally be permitted to attend Board meetings, unless a general member or guest is invited to attend by the Board.

(e) By-laws and special motions will require a 75 percent majority of members in good standing that are present.

(f) The Secretary shall send notices of meetings electronically, when possible, to those persons who are required to attend, but hard copy through Canada Post may also be used where necessary.

(g) At least one week’s notice of all Annual and Special General meetings of the Society, specifying the place, day, and hour of the meeting and, in the case of special business, the nature of such business, shall be given by the Secretary.

(h) Notice shall be given in writing, by e-mail, facsimile, or through Canada Post or other means as necessary.

(i) Between meetings, the Executive Committee will be responsible to deal with required business.

(j) Written notice of any new business shall be submitted to the Secretary at least one week prior to the Annual meeting.

(k) At each Annual or Special General meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
   (i) Minutes of the preceding General, Special or Annual meeting.
   (ii) Consideration of the annual report of the Directors.
   (iii) Consideration of the financial statement, including balance sheet and operating statement and the report of the auditors thereon.
   (iv) Election of Officers to the Board.
   (v) Appointment of Auditors for the following year.

   All other businesses transacted at an Annual General meeting shall be deemed to be special business.

(l) If within one-half hour from the time appointed for the meeting, a quorum of its members is not present, the meeting shall stand adjourned to such time and place as a majority of the Executive Committee has the authority to make decisions on behalf of the Board as stated in section 5 (h) above. Any such decision would be subject to approval at the next Board, Special, General or Annual meeting.
No business shall be transacted at any ordinary meeting of the Board unless a quorum of members is present at the commencement of such business and such quorum shall consist of seven members including the Chairman.

6. **Board of Directors:**

(a) The number of Directors shall not be less than 15. If the number of Directors drops below 15 the Board must immediately use due diligence to increase representation.

(b) The normal term of Executive Committee members and Board members shall be one year. Executives and Directors shall be eligible for re-election or appointment in the following year if they have attended a minimum of one meeting during the previous year.

(c) The Society may by Special Resolution remove any Director before the expiration of the period of office and the Board may appoint another person to that position. 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.

(d) Any member may resign as a member by delivering a written resignation to the Chair or Secretary of the Board. A resignation shall be effective from the date specified in the resignation.

(e) Any member of the Society shall be eligible to be appointed as a Director.

(f) The Board shall meet at least every six months for the dispatch of business but may otherwise regulate their meetings as they see fit, subject to the By-laws of the Society.

(g) 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 manager and to determine his/her duties and responsibilities and his/her remuneration.

7. **Officers of the Board:**

(a) The officers of the Society shall be the same as those of the Board. They shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary. These officers shall be elected at the Annual General meeting.
(b) **The Chairperson shall:**

(i) Preside at all meetings of the Society.

(ii) Report to each Annual, General, Special and Board meeting of the Society concerning the operations of the Society and at such other times as he/she deems fit or as requested by the Society.

(iii) Sit as an ex-officio member, with a vote, on all committees of the Board.

(iv) Perform such other duties as may from time to time be determined by the Society.

(v) Supervise or designate supervision for project or contract work as approved by the Board.

(vi) Ensure that employees, partners, volunteers and contractors follow policies and procedures necessary to ensure that all business and projects of the Society are appropriately managed in compliance with all applicable federal, provincial, and municipal laws and regulations.

(c) **The Vice Chairperson shall:**

(i) Assist the Chairperson and shall have all the powers and perform all the duties of the Chairperson in his/her absence.

(ii) Perform such duties as may from time to time be determined by the Society.

(d) **The Secretary shall be responsible for:**

(i) Minutes of all meetings of the Society.

(ii) All correspondence to or from the Society.

(iii) Custody of all minutes, records, and documents of the Society.

(iv) Perform such other duties as may from time to time be determined by the Society.

(e) **The Treasurer shall:**

(i) Have custody of all assets, including equipment, securities, and funds.

(ii) Ensure that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Association.

(iii) Ensure that reports of such transactions are presented properly to the Board.

(iv) Ensure that all records of accounts are presented to the Board for approval.

(v) Report to all meetings of the Society on the financial position of the Society.

(vi) Perform such other duties as may from time to time be determined by the Board.

(vii) Ensure that the books and records of the Society may be inspected by any member at any reasonable time prior to the annual general meeting at the registered office of the Society.

(viii) The Treasurer will also ensure that all other required financial documents are completed, and reviewed by a qualified person, as necessary. The Treasurer may delegate the manager to assist in this duty, as required.
Manager and Staff
When Society business warrants the employment of a paid employee, a manager and assistant managers and project employees may be employed. The manager will regularly take direction from the Chairperson or designate, to manage the daily business of the Society and its projects, and will report regularly to the Chairperson or designate. The manager may also receive direction from the Board, and be required to report to the Board on a regular basis. Other employees and contractors will normally take direction from the manager, and also report to the manager. The Board may also provide direction and require reports from those employees and contractors as well. The manager will ensure that employees, partners, volunteers and contractors follow policies and procedures necessary to ensure that all business and projects of the Society are appropriately managed in compliance with all applicable federal, provincial, and municipal laws and regulations.

Duties and Responsibilities of the Manager:
(i) The manager, under the direction of the Chairperson and the Board, must adopt and implement policies and procedures to ensure that all business and projects of the Society are appropriately managed in compliance with all applicable federal, provincial, and municipal laws and regulations.
(ii) The manager will work under the supervision of the Society Chairperson and be guided by the decisions of the Board.
(iii) The manager will advance projects, approved by the Board, that promote education, scientific research, culture and heritage to support the Society’s mandate and objectives of sustainable development. This may include, but is not limited to:

- The coordination of project development opportunities for the Society, which may include providing program delivery.
- Conduct organizational outreach in the Biosphere Reserve through a multiple approach communications strategy.
- Support development of new and expanded partnerships in the region.
- The investigation and preparation of applications, including those necessary to secure funding based on the Societies status as a Provincial non-profit association.
- Develop programs and deliver presentations to increase education, knowledge, scientific research and public awareness of the:
  - Southwest Nova Biosphere Reserve and the goals of the Society.
  - Ecological and cultural resources and the basic economic drivers of the region.
  - Society’s organizational structure, mandate, UNESCO’s MAB Program, and roles within the region.
- Support for financial management, data entry and reconciliation and report writing.
- Assist in setting up payroll for employee positions with Tax Agency.
- Submit remittances to Revenue Canada.
- Letter and e-mail correspondence.
- Filing, including file database management.
• Procurement in accordance with the policies of the Society.
• Other duties as required.

8. Auditor:

(a) The Auditor of the Society shall be appointed annually by the Board of the Society at the Annual General meeting for the following year.

(b) The Treasurer of the Society shall have the auditor provide a written financial report for the membership as to the financial position of the Society. The Treasurer may delegate the manager to assist in this duty, as required. The report shall contain a balance and operating sheet. In every such report, the Auditor shall state whether in his/her opinion the financial statements contain accurate particulars required by the Society and that they are properly compiled so as to exhibit a true and correct view of the Society’s financial affairs. Such report shall be read at the Annual meeting. A copy of the financial report indicating the 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 of Joint Stocks by the Secretary within 14 days after the Annual meeting in each year, as required by law. The Secretary may delegate the Treasurer and/or manager to assist in this duty, as required.

9. Board Officers and Committees:

(a) At the first meeting of the Board following the Annual meeting of the Society, the Board shall appoint such committees as required.

(b) Except as otherwise provided, the committee members shall be appointed from among the Board and Society membership for a term of one year.

(c) A committee shall meet at the call of the Chairperson of the Committee or at the direction of the Chairperson of the Board.

(d) Standing committees shall have the power to act only as stated in these By-laws or as authorized by the Board in specific matters. The committee shall report to the Board as required or as requested by the Chair of the Board.

(e) Nominating Committee:
There shall be a Nominating Committee that shall be appointed by the Executive Committee annually. The Nominating Committee shall consist of at least three individuals and shall not include the Chair of the Board. The Nominating Committee shall appoint a Chair of the Committee among its members. The Nominating Committee will carry out its duties in accordance with these By-laws. The Committee will:

i) Solicit from among the members of the Society the names of potential candidates to fill officer positions for election at the Annual General meeting and if considered desirable, to make recommendations for honorary membership.
ii) Prepare a nomination list 10 days prior to the Annual General meeting nominating members for the offices of Chairperson, Vice Chairperson, Secretary, and Treasurer and Directors, which will be presented at the Annual General Meeting.  

(iii) A policy for the granting of honorariums and reimbursement of travel and out of pocket expenses may be established at the discretion of the Board of Directors. Officers, Directors, and Advisors will not receive any remuneration for their services to the Society.

10. **Banking/Signing Authority:**

   (a) The Association’s accounts statement shall be approved by the Board for payment by cheque drawn from the financial institution in which the Society has its account. All such cheques shall be signed by any two of the Executive. With the consent of the Executive Committee, the manager may also be authorized to be included as a signing officer on the account.

   (b) The borrowing powers of the Society may be exercised when approved by a Special Resolution of the members.

11. **Filing with Registrar:**

The Secretary shall file with the Registrar an Annual Statement, a list of Directors with their addresses, occupations, and dates of appointment or election, and within 14 days of a change of Directors, notify the Registrar of the change. The Secretary shall file with the Registrar a copy of every special resolution within fourteen days of the resolution being passed. The Secretary may delegate the Treasurer and/or manager to assist in these duties, as required.

12. **Ethics, Discrimination, and Harassment Policy:**

   (a) This Policy clarifies the values and ethical standards expected of all members of the Society for the purpose of guiding and supporting members in their activities and also when members are networking with others. Members shall include all Committee members, Advisors, and Directors for the purposes of this Policy.

   (b) Words and phrases in this Policy shall take on their plain and literal meaning except where the context requires that certain words and phrases be construed in accordance with their use and application in the By-laws, in which case the use and application contained in the By-laws shall prevail.

   (c) Adherence to this Policy by the member will foster public confidence in their integrity and, as such, strengthen respect for and appreciation of the Society and its endeavours throughout Nova Scotia.

   (d) Members shall be guided in their work and conduct by a balanced framework of professional values and serve their office with competence, excellence, efficiency, and impartiality.
(e) Members shall strictly abide by the laws prevailing in Nova Scotia and Canada.

(f) Members shall maintain political neutrality in the discharge of their duties.

(g) Members shall endeavor to ensure the proper, effective, and efficient use of Society financial resources.

(h) Members shall conduct themselves at all times with a view to maintaining the good image and reputation of the Society.

(i) Members shall not accept or authorize transactions that may directly or indirectly contribute to personal benefit or gain, unless fully reviewed and approved by the Board.

(j) Members shall not accept or solicit any gifts, hospitality, or other benefits that may have a real or apparent influence on their objectivity in carrying out their duties or place them under any obligation to the benefactor or perceived benefactor.

(k) Members will at all times respect confidentiality and the rights of individuals to protect their personal privacy information and strive to continue to maintain that position of trust.

(l) It is the duty of each member to recognize if he/she is involved in a potential conflict of interest or activity that may prevent appropriate conduct of duties to subsequently report the particulars in writing to the Secretary of the Society without delay.

(m) Where a member's external employment or activities or family relationships are, or appear to be, incompatible with his/her duties, or cast doubt upon his/her ability to perform duties as an Officer in a completely objective manner, the member shall be required to immediately submit a report in writing to the Secretary, detailing the matter to seek clarification as to whether a conflict exists.

(n) Members shall arrange their private affairs so as to avoid any real, potential, or apparent conflict of interest.

(o) Where the Secretary of the Society is made aware of a potential conflict of interest, the Secretary shall inform the Executive Committee of the particulars in writing without delay.

(p) Every allegation of conflict of interest or improper conduct shall be reviewed by the Executive Committee, and the Committee shall take the appropriate action, including the member's possible removal from the Board, in accordance with the relevant procedure, if any, prescribed by the By-laws.

(q) Members shall inform the Secretary in writing within 48 hours of being charged with an offence contrary to the Criminal Code. Additionally, Officers charged with offences contrary to any municipal, provincial, or federal legislation related to fish, wildlife, or environmental matters shall do likewise.
Where the Secretary is made aware of an alleged offence as stated in Section 12, the Secretary shall inform the Executive Committee of the particulars in writing without delay.

After a full review of the seriousness of the alleged offence and its potential impact on the Society, the Executive Committee shall consider the member's possible resignation or removal from the Board in accordance with the relevant procedure, if any, prescribed by the By-laws.

Discrimination means the subordination of groups or individuals resulting from a distinction, preference, or exclusion based on the grounds of race, religion, colour, ethnicity, place of origin, language, age, disability, socio-economic status, gender identity, gender expression, sexual orientation, sex, or any other difference.

Discrimination includes harassment, any negative or adverse conduct, verbal comment, gesture or contact, and systemic barriers based on the above grounds. This conduct is harmful and can create a working, volunteer, or learning environment that is intimidating, humiliating, or uncomfortable. It includes any behaviour that is known, or reasonably should be known, to be offensive.

It shall be the Policy of the Society that all Officers, Advisors, members, and volunteers will not participate in any acts of discrimination or harassment toward others.

All members present at a meeting will be required to follow proper meeting protocol, and any member who is being disruptive and disrespectful to the Chair and will not behave properly when instructed by the Chair to do so, will be required to leave the meeting immediately.

13. Corporate Seal and Document Completion

The Secretary shall have management of the corporate seal of the Society. The execution of contracts, deeds, bills of exchange and other instruments and documents on behalf of the Society shall be signed by the Secretary together with the Chairman, when authorized by the Board, and the corporate seal will then be affixed thereon.

14. Investment

The Board may invest any surplus funds of the Society, and any other monies devised, bequeathed, or donated to the Society, with power to vary such investments at their discretion, unless otherwise directed by the instruments creating the trust or bequest. All investments will follow the requirements of Revenue Canada in accordance with non-profit society regulations.
15. **By-law Amendments**

Subject to the provision of the Act of Incorporation of the Society, the Society may repeal or amend the By-laws of the said Society at an Annual or Special General meeting by Special Resolution with a three-quarter majority vote of the members present. All members must be notified of initial and proposed By-laws 30 days prior to the vote.

16. **Conflict of Interest:**

All Officers, Advisors, and Committee members 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 membership by any member at the time of nomination for any position. The Declaration should be made to the Secretary if serving as a Director or Advisor when the possibility of a conflict is realized.

A conflict of interest does not prevent a member from serving as a Director or Advisor provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal shall be recorded in the minutes.

17. **Removal from Office:**

Any Officer, Director, member of the Executive Committee, Committee Chair, or Committee member may be suspended from office by a three-quarter majority vote of the Executive Committee at a duly constituted and convened Special meeting held to discuss the matter and only the matter as stipulated in the notice sent to the Executive Committee members of the Society stating the purpose for the Special meeting. This action or recommendation is subject to approval for removal of the officer by the full membership of the Society by a three-quarter majority vote at the next Special, General, or Annual meeting that must be held within 30 days of the Executive Committee decision to suspend the member from his/her position.

The Executive Committee will be required to request that the Secretary serve proper notification and call a Special, General, or Annual meeting within 30 days of having received a request signed by 20 members in good standing of the Society who have requested the removal of a member of the Executive Committee. At that meeting a three-quarter majority of members present will be required to effect removal of the Officer and said removal will be immediate.

The appointment of an Advisor may be revoked during their term only as a result of exceptional circumstances. Under such situations, should the matter not be able to be mutually resolved, or a resignation not be forthcoming within 7 days, an Advisor may be removed by a three-quarter majority vote of the Executive Committee.
18. **Vacancy on the Board:**

Any office on the Executive shall be automatically and immediately deemed to be vacant if:

(a) The officer resigns.

(b) The officer is afflicted with a serious illness and is therefore unable to maintain the position.

(c) The officer dies.

(d) The officer has been removed from office pursuant to Section 17.

(e) All officers shall hold office until their successors are elected and installed unless they resign or are removed by the membership of the Society. The outgoing officers shall immediately turn over all papers, money, rights, titles, chattels, books, records, property, and assets belonging to the Society to their successors.

(f) The Executive Committee may fill any vacancy by nomination and/or appointment until such time as an election is held, at the earliest possible opportunity, or at the next Annual, General, or Special meeting, whichever is sooner.

19. **Books and Records:**

(a) The Executive Committee will ensure that all necessary and relevant books and records of the Society required by these By-laws or any applicable statute or law are regularly and properly kept by the Secretary/Treasurer and that all said books and records will remain in the custody of the Secretary/Treasurer as long as he/she holds office.

(b) Society financial documents, including yearly audits, contracts, books, and records, will be made available for inspection by any member at a mutually agreeable time upon 48 hours’ written notice being given to the Secretary/Treasurer of the Society.

(c) Society membership lists and personal address information will not be permitted to be distributed unless such action is determined acceptable by a motion of the membership at a meeting properly notified and held as required by these By-laws.
20. **Indemnity:**

Every Executive officer of the Society, or other person who has undertaken or who is about to undertake, any sanctioned liability on behalf of the Society or any company controlled by it, their heirs, assigns, executors, and administrators and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

(a) All reasonable costs, charges, and expenses that such individual(s) sustains or incurs in or about any action, suit, or proceedings against him/her or in respect of any act, deed, matter of thing whatsoever, made, done, or permitted by him/her in or about the execution of the duties of his/her office(s) or in respect of any such liability.

(b) All other reasonable costs, charges, and expenses which he/she sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own willful neglect, criminal activity, fraud, or default.

21. **Borrowing Authority:**

The Society may only borrow money or secure credit as approved by a Special Resolution of the membership at a meeting properly notified and held as stated in the By-laws.

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These By-laws were approved by Special Resolution by the membership at a properly notified and duly convened meeting of the Association, which was held at Lockeport High School, Shelburne County, Nova Scotia on June 23, 2011.

______________________        March 1, 2012
Dr. Bob Maher, Chair             Date

______________________        March 1, 2012
Debby Hebb, Secretary             Date