

DRAFT BYLAW CHANGES FOR 2018 AGM

NOTE: Changes/additions in red.

Reasons for change, Blue

~~Strikethrough~~ signifies these will be eliminated if and when amendments approved.

Leaving now for ease of comparison of what we now have to what is suggested.

BY-LAWS OF THE MARGAREE SALMON ASSOCIATION

1. In these by-laws unless there be something in the subject on context inconsistent therewith:

(a) "Association" means Margaree Salmon Association;

(b) "Board" means Board of Directors of the Margaree Salmon Association;

(c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

MEMBERSHIP

Eligibility 2. Membership in the Association is open to any individual who is interested in Atlantic salmon and trout, and who subscribes to the objectives of the Association: **the conservation, protection and enhancement of Atlantic salmon, trout and their habitat.**

2(a) the BOD of the organization shall take such steps as they believe shall help accomplish the associations objectives including, but not limited to: habitat projects and studies on the river and its tributaries; representations and recommendations to governments and other bodies to regulate recreational angling and other conservation matters; work to promote cooperation between local landowners and the angling community; promote good sportsmanship and ethics in the angling community.

Portion added from Memorandum, for greater clarity.

Membership 3. Any person subscribing to an amount to be decided upon annually by the Association, shall be a member thereof for the **period following the date of payment**, ~~in which subscription is made. The membership year shall be from the first day of April to the 31st day of March next following.~~ **Whether memberships are paid annually or by calendar year, is at the discretion of the executive.**

Presently our Bylaws say membership year is from April 1 to the following March 31, but over the years, we have been using a calendar year: if you pay June 1 your membership expires the following end of May. This makes what we are currently doing valid and gives the BOD opportunity to change, if they so desire.

4. Membership in the Association shall cease upon the death of the individual, upon written notice of the resignation of membership or when

the individual ceases to qualify for membership according to Article 3.

Honourary Members 5. An individual may be awarded an honorary Membership or Life membership in the Association in recognition of services to the Association or to the promotion of the objects of the Association; such award shall be made by the governing body of the Association.

FINANCE

Revenue 6. Funds for the operation and welfare of the Association shall be derived from the Annual membership fees, fund raising activities and other sources.

Contributions 7. Besides the revenue named in Article 6, contributions of money or other assets may be accepted by the association and used to further the objects of the Association.

Special Contributions 8. Contributions may be earmarked by the donor for special purposes, approved by the governing body of the Association, and separately accounted for by the Treasurer in the Annual Financial Statement of the Association.

Fiscal Year 9. The Fiscal Year of the Association shall be the twelve-month period from the first day of April to the 31st day of March, both days inclusive.

Signing Authority 10. All cheques, documents and negotiable securities of the Association must be signed by any two of the Executive Officers named in Article 13 of these by-laws. **Electronic methods can be used as long as more than one of the signing officers is involved in the process** Except for normal operating expenses all cheques will require authorization of the Board of Directors. Contracts, deeds, bills of exchange and other instruments and documents may be executed by the President as prescribed by resolution of the Board of Directors.

Sign of the times. Easier and faster to pay using transfer or e-transfer.

Auditor 11. An auditor shall be elected at the Annual Meeting. It shall be **that individual's** ~~his~~ responsibility to audit and verify the financial records of the fiscal year in which **that individual** ~~he~~ is elected. The Auditor need not be a member of the Association and shall not be an on Officer or Director of the Association.

Substitution of words like He or His...an attempt to make bylaws General Neutral. Other instances follow. This is not mandated but consistent with current Federal actions and it seemed like an opportune time to do this.

12. Notwithstanding Article 11, should an auditor not be elected, or if the office of Auditor becomes vacant, the Board may appoint an auditor.

Officers 13. The Officers of the Association shall be a President, Vice-President, a Second Vice-President, a Treasurer, a Secretary and the Immediate Past President.

Executive 14. The Executive shall comprise the Officers of the Association as named in Article 13 of these by-laws; the Executive shall administer the affairs and business of the Association under the direction of the governing body.

Board of Directors 15. The governing body of the Association shall be the Board of Directors **consisting of no fewer than 5 and no more than 15 members. This board will** ~~which shall~~ be made up as follows:
(a) The Officers as named in Article 13
(b) All other Directors.

Recent headlines have indicated that there can be problems with TOO many on the Board. This will negate that happening.

Board 16. (a) The Officers and Directors as named in Article 13 shall be elected at the Annual Meeting of the Association, shall take office immediately following the Annual Meeting and shall hold office for a three year period.
(b) No Director shall hold the same position for more than two consecutive terms (six years).
(c) A Director may leave the Board or hold a different elected position for one year and then return to the Board in the Prior elected position.

17. The governing body may, by special motion, remove any officer/director before expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place **that individual** ~~he~~ is appointed would have held office if **that individual** ~~he~~ had not been removed.

18. To assist with transition, the outgoing President shall be an officer of the Association as the Immediate Past President according to Article 13, for a three year term commencing the date of **that individual** ~~his~~ leaving the office of President.

Vacancies 19. Any vacancy in the governing body including the Officers may be filled through appointment by the Board of Directors, such appointee to hold office for the unexpired term of **the** ~~his~~ predecessor.

Remove the following three articles from the Bylaws. To our present knowledge no Honorary Director or President has been nominated and their term is only a year with not voting rights. Seems unnecessary. Article #'s, obviously, are changed

Honorary Officers — ~~20. Besides the Directors named in Article 15, up to five Honorary Directors and one Honorary President may be elected to the Board for a one year term in recognition of past services to the Association, such elections to be made at the Annual Meeting.~~

~~21. Members who wish to nominate an individual for Honorary President or Honorary Director shall submit such nomination in writing to the Board prior to the Annual Meeting with a statement of reasons for the nomination.~~

~~22. An Honorary President or honorary Directors elected according to Article 20 shall have a voice at any meetings of the Board of Directors but shall not be voting members of the board.~~

MEETINGS

Annual 20. The Annual Meeting of the Association shall be held on the Friday prior to the Canadian Thanksgiving holiday in October each year in Margaree, at such place as the Board of Directors may decide. Notification of time and place of the Annual Meeting shall be mailed/emailed to each member at least two weeks prior thereto. Books and records of the Association may be inspected by any member at any reasonable time within two days prior to the annual meeting at the registered office of the Association.

Special 21. Meetings may be called at any time by the president, the Executive or upon demand in writing to the Secretary, signed by not less than five members in good standing.

Voting 22. All members in good standing shall have the privilege of casting a single vote at any Annual or special meeting of the Association. Proxy voting is allowed at any Annual, Special or Board Meeting.

Votes 23. **Any resolution brought forward by the Resolutions Committee to the Board, and not passed by three quarters of the Board of Directors** ~~Any resolution not passed by three quarters of the Board of Directors~~ shall be included by the resolutions committee and shall be presented before the membership at the next meeting. **See #46**

Makes intent clearer and points to Sec. #46 for further clarity.

Quorum 24. A quorum at any Annual or Special meeting shall be fifteen members in good standing.

- Board** 25. The Board of Directors shall meet on a regular basis, which shall be not fewer than eight times per year. Before adjourning each meeting the Board shall decide the time and place for their next meeting.
26. All committees shall present a report to the President at least ten days prior to any regular, Special or Board Meeting.
27. A quorum for a Board of Directors Meeting shall be five Directors.

DUTIES

- Board** 28. The Board of Directors shall govern the Association in such ways as to best further the objects of the Association, The Board shall meet no fewer than eight times each year. It shall be the duty of the Board to direct the Executive in the administration of the affairs of the Association; provide liaison with government departments; and other bodies interested in Atlantic salmon and trout; to form committees to carry out specific duties and projects; ~~and~~ to allot duties to Directors from time to time.
- Executive** 29. The Executive shall act upon the instructions of the Board and generally administer the affairs of the Association, under the direction of the Board. The Executive shall be the medium of contact between the Association and other organizations or public media.
- President** 30. It shall be the duty of the president to preside at all general meetings of the Association, at all meetings of the Executive, and at all meetings of the Board; to perform such duties as usually fall to the lot of this office, and any other duties which may be specifically allotted to ~~that individual him~~ by these by-laws, by the Association or by the board.
- Vice President** 31. It shall be the duty of the Vice-President to act as the ~~duty~~ authorized representative of the President in ~~that individual's~~ ~~his~~ absence or in the event of that ~~individual his being unable to perform their duties in any way. disability.~~ ~~The Vice President He~~ shall be thoroughly familiar with the affairs of the Association and shall assist the President in the performances of ~~the President's duties his duty.~~ ~~The Vice President He~~ shall also perform such other duties as may be allotted ~~to him~~ from time to time.
- Secretary** 32. The Secretary shall be responsible for the proper recordings of the minutes of the Annual and other general meetings of the Association, at Board meetings and at Executive Committee meetings. ~~The Secretary He~~ shall be responsible for the general correspondence of the Association and shall operate an adequate system of records and filing to the minutes, correspondence and other non-fiscal papers of the Association. The Secretary shall notify all Directors of the time and place of all Directors meetings at least ten days prior thereto.

33. The Board may allot to other individuals, portions of the work which would normally fall to the lot of the Secretary.

34. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document on the authority of the Board.

Treasurer 35. The Treasurer shall be responsible for the receipt and custody of all revenue for the Association and shall keep the Executive fully advised on all matters pertaining thereto. ~~The Treasurer~~ ~~He~~ shall keep an accurate Book record showing all receipts and disbursements to the Account of the Association in such depositories as the Board may designate. The Treasurer ~~He~~ shall see that all bills and invoices against the Association are paid upon the authority of the Executive ~~and he~~ shall have prepared financial reports at such times and in such manner as are required by these By-laws, by the Association or by the Board

~~36. The Board may allot to other individuals portions of the work which the Treasurer would normally be responsible for.~~

~~Allows someone to be tasked with assisting treasurer, as #36 does with the secretary~~

Directors 37. It shall be the duty of each Director including each Executive Officer to attend all Board meetings or if such attendance is not possible to notify the Secretary or president of such fact prior thereto; to attend meetings of such committee to which ~~the Director~~ ~~he~~ is appointed and to perform such other duties as may be allotted ~~to him~~ from time to time.

38. The office of a Director or an Executive Officer may be deemed vacant if the person holding such office, failing to give prior notice, is absent from more than two Directors Meetings.

Delegated Duties 39. In the event of the absence of any officer of the Association or for any other reason that may be deemed sufficient, the board may delegate the powers or duties of any Officer to any other Officer, Member or Director for the time being.

Past President 40. It shall be the duty of the Past President to act as the ~~duly~~ authorized representative of the President and the Vice President. ~~The Past President~~ ~~He~~ shall assist the ~~current~~ President in the performance of ~~his~~ ~~any of the~~ ~~Presidential duties as dictated by the present President.~~

Office Limitations 41. No Officer shall hold more than one position on the Board of Directors.

Affiliations 42. Affiliations with similar organizations with similar objectives must

pass by three quarters approval of the Board of Directors.

Representation ~~45. At least one Board Member or designated member in good standing shall be on the executive Board of all Affiliated Organizations.~~

Remove. Our association cannot dictate to others who will sit on their exec. Makes no sense. However, we may well wish to have members sitting on other associations.

OTHER COMMITTEES

Nominating 43. A nominating committee shall be appointed each year by the Board at least two months prior to the Annual Meeting. This committee shall comprise a Chairman and members chosen from the Board of Directors. The duties of this committee shall be to prepare a slate of Officers and Directors as defines in Article 13. The Slate shall also include the Auditor(s), ~~any Honorary Directors and may include an Honorary President.~~

Remove to be consistent.

44. All committee chairmen have a voice at the Board Meeting without voting privileges.

Publicity 45. The Board may appoint a publicity committee each year. The duties of this committee shall be (a) the preparation, editing and publication of an official Association newsletter at least once a year in February or March; (b) the preparation and co-ordination of publicity for the Association through news releases, contacts with public media and other recognized means. Such publicity shall be subject to Approval by the Executive.

Resolutions 46. The Board may appoint a resolutions committee each year at least two months prior to the Annual Meeting, The duties of this committee shall be to prepare a list or resolutions to be presented at the Annual Meeting for adoption by the Members. The resolutions Committee shall consider any resolutions submitted by any committee or member in good standing.

47. Other committees to deal with specific issues or projects may be appointed by the Board from time to time.

48. At meetings of any committee, including the Executive, a quorum shall be one half of the committee members.

ORDER OF BUSINESS AT ANNUAL MEETING

49. The order of Business at the Annual Meeting of the Association shall be as follows:

(a) Call to order and the President's Address

(b) Reading and adopting of the Minutes of the last Annual Meeting

- (c) Reading and adopting of the Minutes of any Special Meeting held since the last Annual Meeting
- (d) Business arising from the Minutes
- (e) Receiving and adopting of the Treasurer's Financial Statement and Auditor's Report
- (f) Reports from Affiliation Representatives
- (g) Report of the Resolutions Committee and call for adoption of each resolution
- (h) Reports of other committees except the Nominating Committee
- (i) Transaction of any business specifically provided for in the Notice of the Meeting
- (j) receiving of the report of the Nominating Committee and call for further nominations from the floor (three times)
- (k) Election of Officers
- (l) New Business
- (m) Adjournment of Business Meeting
- (n) Guest speakers, films, etc.

AMMENDMENTS TO BY-LAWS

50. Amendments of these by-laws, deemed necessary by the Board, shall be proposed in a resolution presented to a general meeting of which notice, specifying the intention to propose the resolution, has been duly given; adoption of such resolution requiring an affirmative vote of not less than three quarters of the members in good standing, at the meeting.

BORROWING POWERS

Borrowing 51. The Board of Directors may from time to time in their discretion raise or borrow money to further the objects of the Association, securing the repayment of such monies by mortgage of the real property of the Association, provided such borrowing and mortgaging is sanctioned by a resolution presented to a general meeting of which notice has been duly given: adoption of such resolution requiring a majority of not less than three fourths of the members in good standing that are present at the meeting.

52. Investment of Association funds are at the discretion of the Board of Directors in insured secure institutions.