

BYLAWS FOR 14 WING GREENWOOD MILITARY FAMILY RESOURCE CENTRE

Approved by the Society at the Annual General Meeting on June 21, 2018.

DEFINITIONS

1. In these bylaws, unless there be something in the subject or context inconsistent therewith,
 - (a) “Society” means the 14 Wing Greenwood Military 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;
 - (d) “Board of Directors” means a volunteer policy setting board, elected democratically at an Annual General Meeting, which governs the Society;
 - (e) “Board Member” means a person elected to the Board of Directors with voting power;
 - (f) “Executive Director” means the staff member with the central responsibility for the day to day administrative and operational functions of the Society and who is an employee of the Board;
 - (g) “Ex-Officio” means a representative on the Board without voting power;
 - (h) “14 Wing Greenwood Community” means the official boundaries established for 14 Wing Greenwood as published in the Memorandum of Association;
 - (i) “Member” means a Regular member of the Canadian Forces, a Reserve member of the Canadian Forces, or a veteran of the Canadian Forces, and their family members, who qualify as Military Family members, all of whom reside within the limits of the 14 Wing Greenwood Community;
 - (j) “Military Family” means a serving or retired military member and his/her legal spouse and any children or step-children they may have, or a single/separated/divorced military member with children, as well as parents of serving Members and family members of a Member who has died while serving;
 - (k) “Wing Commander’s Representative” means a military member appointed by the Wing Commander to provide the communication link between the Wing Commander and the Society; and
 - (l) The masculine shall include the feminine and vice-versa and the singular shall include the plural.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons shall be admitted to membership in accordance with these by-laws, and none other shall be Members of the Society.
3. For the purposes of registration, the number of Members of the Society is unlimited.

4. Every Member of the Society shall be entitled to attend any meeting of the Society and those Members 18 years of age and over shall be entitled to vote at any meeting of the Society, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. Any Military Family member residing in the 14 Wing Greenwood Community who upholds the objects of the Society, shall be admitted to membership in the Society.
7. No formal admission to membership shall be required.
8. Membership in the Society shall cease upon the death of a Member, or if he ceases to qualify for membership in accordance with Bylaw 1(i).

FISCAL YEAR

9. The fiscal year of the Society shall be the period from 1 April in any year to 31 March in the year following.

MEETINGS

10.
 - (a) Annual General Meeting: An Annual General Meeting of the Society shall be held within 90 days of the end of the previous fiscal year. The place, date, and time of this meeting will be determined by the Board of Directors.
 - (b) Extraordinary General Meetings: The Board of Directors may at any time call an Extraordinary General Meeting of the Society for the transaction of any business or concerns related to the Society, the general nature of which is specified in the notice calling the meeting. Extraordinary General Meetings of the Society may be called by the Chairperson or by the Board Members at any time, and shall be called by the Board Members if requisitioned in writing by at least twenty-five (25) Members of the Society.
11. Notice of Annual General/Extraordinary General Meetings: Written notice of the time, place, and date of the meetings of the Society and the general nature of the business to be transacted shall be advertised at least 30 days in advance. The written notice will include but is not limited to publication of details in one issue of the 14 Wing Greenwood Community newspaper. The non-receipt of any notice by any Member shall not invalidate the proceedings at any general meeting. Included in the notice of the meeting shall be a call for proposed agenda items.
12. At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - (a) approval of the minutes of the preceding Annual General Meeting;
 - (b) consideration of the annual report of the Board of Directors;
 - (c) consideration of the financial statements, including the balance sheet, operating statement, and the report of the auditors therein;

- (d) the election of members to the Board of Directors for the ensuing year, pending the successful completion of the Board Membership and Recruitment process; and
 - (e) the appointment of an auditor to audit the accounts of the Society for the upcoming fiscal year.
 - (f) All other business transacted at an Annual General Meeting shall be deemed to be special business. All business shall be deemed special that is transacted at an Extraordinary General Meeting of the Society.
13. Any Member who wants an item placed on the official agenda of the Annual General Meeting/Extraordinary General Meeting shall give notice in writing of such intention outlining the nature of each new business to the Board of Directors at least fifteen (15) days prior to the Annual General Meeting/Extraordinary General Meeting. The proposed agenda will be circulated to the Members of the Society at least ten (10) days prior to the meeting.
 14. No business shall be transacted at any meeting of the Society unless a quorum of Members is present at the commencement of such business. Such quorum shall consist of fifteen (15) Members. Board Members are counted as part of the quorum.
 15. If within one-half hour from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the Members present shall direct, and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned until a future date to be determined.
 16. The Chairperson of the Board of Directors shall preside as Chairperson at every general meeting of the Society. If there is no Chairperson or if at any meeting he is not present at the designated time of the holding of the same, the Vice-Chairperson of the Board of Directors shall preside as Chairperson. If there is no Chairperson or Vice-Chairperson of the Board of Directors or if at any meeting neither is present at the holding of the same, the Members present shall choose one of their number to preside as Chairperson.
 17. Every question submitted to any meeting shall be decided by a majority vote of the Members of the Society present at the meeting who cast their vote. Whether a show of hands or secret ballot is required as evidence will be a decision of the Chairperson. Any attendee with voting rights can propose the use of secret ballots. At any meeting, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority, and an entry to that effect in the minutes of the meeting, is conclusive evidence of the fact.
 18. The Chairperson shall have no vote except in the case of an equality of votes. In the case of equality of votes, he shall cast a deciding vote.
 19. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned

meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the Members.

20. All meetings including General, Board, Executive, and Committee shall follow “Robert’s Rules of Order” to ensure business is conducted in an organized and professional fashion.

VOTES OF MEMBERS

21. Every Member having reached the age of 18 years on or before the date of the meeting in process shall have one vote and no more.

BOARD OF DIRECTORS

22. The Board of Directors shall set policy and ensure the purpose and objectives of the Society are attained as outlined in the Memorandum of Association.
23. The Board of Directors shall be comprised of a minimum of 51% volunteer civilian family members of Canadian Forces members, with volunteer military members and other community members making up the remainder. The Board Members may appoint Ex-Officio representatives to support the work of the Board of Directors. This will include the 14 Wing Commanding Officer or a member of the senior command staff. With Board approval, the 14 Wing Commanding Officer may also designate a non-voting family member to sit on the Board and act as an advisor on family matters.
24. Unless otherwise determined by general meeting, the number of Board Members shall not be less than seven or more than fifteen, with specific spots reserved for a member from Aldershot, Bridgewater, and Yarmouth. The subscribers to the Memorandum of Association of the Society shall be the first Board Members of the Society.
25. Any Member of the Society in good standing and over the age of 18 years shall be eligible to be elected as a voting Board Member of the Society. The Board Members shall be elected at the Annual General Meeting.
26. The Board Members shall serve without remuneration but may be reimbursed for reasonable expenses incurred for the work of the Board of Directors. Approval for these expenses must be given by a signing authority
27. The normal term of office for a Board Member shall be two years, subject to re-election at the Annual General Meeting.
28. At the first Annual General Meeting of the Society and at every succeeding Annual General Meeting, all the Board Members whose terms have expired shall retire from office, but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring Board Members shall be eligible for re-election.
29. In the event that a Board Member resigns his office in writing, or ceases to be a Member in the Society, whereupon his office as Board Member shall be vacated, the vacancy

thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the Members of the Society.

30. The Society may, by Special Resolution, remove any Board Member before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Board Member in whose place he is appointed would have held office if he had not been removed.
31. Meetings of the Board of Directors shall be held as often as the business of the Society may require, and the minimum number of Board of Directors meetings shall be ten (10) within the fiscal year. The meetings shall be called by the Secretary. A meeting of the Board of Directors may be held at the close of every Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, electronically, or in writing to each Board Member at least seven (7) days prior to the meeting. The non-receipt of such notice by any Board Member shall not invalidate the proceedings at any meeting of the Board of Directors.
32. No business shall be transacted at any meeting of the Board of Directors unless at least 51% of voting members of the Board of Directors are present at the commencement of such business.
33. The Chairperson, or in his absence the Vice-Chairperson, or in the absence of both of them, any Board Member appointed from among those Board Members present, shall preside as Chairperson at meetings of the Board of Directors.
34. Questions arising at any Board of Directors meetings shall ordinarily be decided by a simple majority of the voting members present and in the case of an equality of votes, the Chairperson shall cast the deciding vote.

POWERS OF BOARD MEMBERS

35. The management of the activities of the Society shall be vested in the Board of 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 Board of Directors shall have power to engage an Executive Director, and from time to time other consultants by contract, and to determine their duties and responsibilities and their remuneration. The Board of Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Board Members decide.
36. To minimize the risk of losses from inappropriate investments, investments are restricted to GICs, term deposits, money market funds, and similar types of interest-bearing "cash equivalents". All other types of investments are expressly prohibited.

37. The Officers of the Society shall be comprised of a majority of civilian family members of military members. The normal term of office for an Officer is one year, subject to re-election as in the case of the Chairperson and Vice-Chairperson, and re-appointment as in the case of the Secretary and Treasurer, by the members of the Board of Directors.
38. The Officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary. The Officers of the Society, as well as the Executive Director, shall have signing authority on behalf of the Society. There shall be a maximum of five signing officers and any two may sign on behalf of the Society. These signing officers shall be appointed by motion of the Board of Directors immediately following the Annual General Meeting. The offices of Treasurer and Secretary may be combined.
39. The Board Members shall elect one of their number to be the Chairperson of the Society. The Chairperson shall perform such duties as may be assigned to him by the Board of Directors from time to time.
40. The Board Members may also elect from their number a Vice-Chairperson. The Vice-Chairperson shall, at the request of the Board of Directors and subject to its directions, perform the duties of the Chairperson during the absence, illness, or incapacity of the Chairperson, or during such period as the Chairperson may request him to do so.
41. There shall be a Secretary of the Society who shall keep the minutes of the meetings of the Society and of the Board of Directors, and shall perform such other duties as may be assigned to him by the Board of Directors. The Board of Directors shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the Board of Directors may assign. If the Board of Directors see fit, the same person may hold both offices of Secretary and Treasurer.
42. The Board of Directors may appoint a temporary substitute for the Secretary who shall, for the purposes of these bylaws, be deemed to be the Secretary.
43. The Executive Director of the Society and the Wing Commander's Representative shall be Ex-Officio members of the Board of Directors.

AUDIT OF ACCOUNTS

44. The voting attendees at each Annual General Meeting shall appoint an auditor to audit the accounts of the Society. This individual will hold office until the next Annual General Meeting. If the office of auditor becomes vacant before the term is completed, the vacancy shall be filled by an appointment made by the Board of Directors. The remuneration of the auditor shall be fixed by the Board of Directors.
45. The Society shall make a written report to the Members as to the financial position of the Society and the report shall contain a balance sheet and operating statement. The Auditors shall make a written report to the Members upon the balance sheet and operating statement. In every such report, he shall state whether, in his opinion, the financial statements are full and fair financial statements, containing the particulars

required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs. Such report shall be read at the Annual General Meeting. A copy of audited financial statements shall be filed with the Registrar within fourteen days after the Annual General Meeting in each year, as required by law.

AMENDMENTS TO BYLAWS

46. The Society has the power to repeal or amend any of these bylaws by Special Resolution passed in the manner prescribed by law. Specifically the process will be as follows:
- (a) a notice of proposed amendments, additions, and/or deletions shall be presented to the Secretary not less than thirty (30) days prior to the date of the Annual General Meeting or Extraordinary General Meeting called for that purpose;
 - (b) copies of the changes will be made public at least ten (10) days before the meeting at which time they will be voted upon to enable the community to be informed of the proposals; and
 - (c) a three-quarter majority vote of the attendees eligible to vote is required for the changes to be adopted.

INDEMNITY

47. Every Board Member, staff member, and volunteer of the Society, and his heirs, executors, and administrators, and estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Society, from:
- (a) all costs, charges, and expenses whatsoever which the Board Member, staff member, or volunteer sustains or incurs in or about any action, or proceedings which are brought, commenced, or prosecuted against him for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him in or about the execution of the duties of his office; and
 - (b) all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges, or expenses occasioned by his own willful neglect or default.
48. No Board Member, staff member, or volunteer of the Society shall be liable for:
- (a) the acts, receipts, or defaults of any Board Member, staff member, or volunteer; or
 - (b) joining in any receipt or act for conformity; or
 - (c) any loss, damage, or expense happening to the Society insufficiently of security toward money of the Society; or
 - (d) loss or damage to funds arising from bankruptcy, insolvency, or factious act of any person or firm with whom monies or effects were deposited; or
 - (e) for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of his respective office or trust, or in relation thereto, unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

MISCELLANEOUS

49. The Society shall file with the Registrar its audited financial statements and a list of its Board Members with their addresses, occupations, and dates of appointment or election,

and within fourteen days of a change of Board Members, notify the Registrar of the change.

50. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the resolution is passed.
51. The Seal of the Society shall be in the custody of the Executive Director and may be affixed to any document upon approval of the Secretary and one other signing authority.
52. Custody of the books, financial statements, and records, and custody of the minutes of all meetings of the Society and the Board of Directors, shall be a staff function monitored by the Secretary and/or Treasurer. All books, financial statements, records, and minutes shall be stored at the main office of the 14 Wing Greenwood Military Family Resource Centre.
53. Any Member of the Society may inspect the books and records of the Society at any reasonable time within two days prior to the Annual General Meeting, at the registered office of the Society, during normal business hours.
54. Any contract, document, or instrument in writing requiring execution by the Board of Directors shall be signed by the Chairperson or his designate, and one other member of the Executive Committee. All such documents once signed are binding upon the Society without any further authorization or formality. The Board of Directors from time-to-time may appoint any Board Member on behalf of the Society either to sign documents generally or to sign specific documents.
55. Upon dissolution of the 14 Wing Greenwood Military Resource Center, its assets shall devolve to another Military Family Resource Center or similar type of civilian agency, whichever is deemed more appropriate by the Board of Directors in accordance with the Companies Winding Up Act (Societies Act, Item 24.)