RECREATION NOVA SCOTIA - BY-LAWS

1. MEMBERSHIP

1.1 Categories:

1.1.2 Individual Membership

This membership gives individuals access to a full range of member services including communication and information services; discounts; incentives; nomination privileges; entitlement to one vote with RNS.

1.1.3 Student Membership

This membership gives full time and part time students extensive access to the same services provided to the individual full member (1.1.2).

1.1.4 Full (group) Membership

This membership allows organized groups, communities, and organizations access to the full range of member services including communication, and information services; discounts; incentives; nomination privileges; special advertising rates and tradeshow rates. Within this category there shall be two distinct groups:

1.1.4.1 ***Municipal:*** All persons designated as municipal recreation staff, elected and appointed officials by the municipal unit shall be afforded full RNS membership privileges.

1.1.4.2 ***Group:*** Community Groups, provincial associations and agencies shall be afforded full RNS membership privileges. Groups will have two representatives with two votes. Groups interested in accessing the RNS General Liability Program must be "Full Group Members".

1.1.5 Corporate/ Business Membership:

This membership will attract those professional affiliations, or commercial groups, who benefit financially, or profit from relationships and connections with RNS members. This category will have one representative with one vote, otherwise full membership privileges.

1.1.6 Joint Stocks

In membership categories Individual, and Student, Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, they resign membership, or if they cease to qualify for membership in accordance with these by-laws.

In membership categories Full Group, Municipal, Group and Corporate/Business, membership shall cease upon giving notice in writing to the Society, it resigns membership, or if it ceases to qualify for membership in accordance with these by-laws. Representatives identified to RNS for base and communication purposes may be transferred within the member group of Municipality. Notice of change must be given to RNS.

1.2 Annual Membership Fees

Memberships in all categories are approved and processed by the RNS staff. Membership is based on a twelve-month period from April 1 until March 31.

2. GENERAL MEETING

2.1 Annual General Meeting

The Annual General Meeting of Recreation Nova Scotia shall be held during the Fall of each year on the day, time and place determined by the Board of Directors. Notice of the Annual General Meeting shall be given to all members at least (30) days prior to the date of the meeting and agenda shall be arranged by the Board and available to all members on the day of the meeting.

2.2 Special General Meeting

An extraordinary general meeting of Recreation Nova Scotia may be called by the Board of Directors or upon written request of twenty-five (25) voting members setting out the nature of the business to be discussed. The President shall give notice, in writing, of the extraordinary meeting to all members of Recreation Nova Scotia at least fourteen (14) days prior to the meeting. Only business items identified in the written request shall be dealt with at the Special General Meeting.

2.3 Mode of Calling Special General Meetings

Notice of meeting, specifying the place, day and hour of the meeting shall be given in writing, by facsimile or electronically, or by sending it through the post in a pre-paid letter to each member at their last known address. Any notice shall be deemed to have been given by facsimile or electronically when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post. Non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

2.4 Representation

Each voting member of RNS is entitled to one vote on each issue.

2.5 Quorum

Business shall be transacted at Annual General Meetings or Special Meetings when a minimum of 50 voting members are present. If after one half hour from the time appointed for the commencement of the General Meeting a quorum of members is not present, the meeting shall stand adjourned to such time and place as may be determined by the Board of Directors.

2.6 Proxy

There shall be no voting by proxy at any meeting of the Association, the Board of Directors of any Committee.

2.7 Order of Business

The following items shall be dealt with and shall be deemed to be ordinary business:

2.7.1 Minutes of preceding Annual General or Special General Meeting:

1. Consideration of reports of the Directors
2. Consideration of financial statements and report of the auditor
3. Appointment of Auditors
4. Election of Directors for the ensuing year(s)

2.8 Agenda Items

Any member wishing to present a Notice of Motion for Memorandum of Association for By- Law changes shall give notice in accordance with By Law #8. Any member who wants an item placed on the official agenda of the Annual General Meeting shall give notice in writing of such intention outlining the nature of the item to the Board of Directors at least thirty (30) days prior to the Annual General Meeting.

3. DIRECTORS

3.1 Board of Directors

The governance of the Association shall be vested in the Board of Directors, who shall consist of:

- President
- Past President or President Elect
- Vice President Finance
- Vice President of Monitoring
- Recording Officer
- One Director at Large student representative,
- Four Directors at Large
- Executive Director (ex-officio non-voting).

The composition of the board should not be made up of more than 60% of one gender. A representative appointed from the Department of Communities, Culture and Heritage, will be an invited guest to board meetings, acting as liaison.

3.2 Terms of Office

Terms of office for Past President, President Elect, and Recording Officer are for a one (1) year term. President, Vice President Finance, and Vice President Monitoring are for a two (2) year term. Two of the Directors at Large shall serve for two (2) year and two of the Directors at Large will serve for one (1) year. The Director at Large Student Representative position is a one (1) year position eligible for re-election one (1) additional year.

3.3 Elections and Nominations

3.3.1 Only members of Recreation Nova Scotia in good standing are eligible for election to office.

3.3.2 The Nominations Committee will address gender, geographical and diversity representation as an important criterion when recruiting and recommending nominees for Director and Officer positions.

3.3.3 In the event of more than one candidate nominated for one position, there shall be a separate ballot for each Director to be elected. In the case of two or more Directors to be elected:

a. The first ballot shall have all of the nominees' names offering for the Director at Large position (s). The candidate receiving the greatest number of votes for that position shall be declared elected to that position.

b. The second ballot shall have all of the nominees' name offering for the Director at Large less the name of the winner of the first ballot. The candidate receiving the greatest number of votes for that position shall be declared elected to that position.

c. This procedure shall continue until all Director offices have been filled.

3.3.4 There will be no election for President, except in instances where the President-Elect for valid reasons, is unable to accept the Presidency.

3.3.5 In the instance of 2 or more candidates running for (1) position in the election, the procedure would require 1 ballot. The person with the most votes wins the election.

3.3.6 In the case of a tie between the top two vote getters on the first ballot, the procedure shall be repeated only once. If the vote remains a tie, the Chair shall have the deciding vote according to his or her own judgment of the issue.

3.4 Vice President-Finance, Vice President of Monitoring, Recording Officer, the Student Director at Large and the two (1) year Director at Large positions shall be elected to the office at each Annual General Meeting. The two (2) year Director at Large position and the President Elect shall be elected in alternate years.

3.5 Casual Vacancy

Any causal vacancy on the Board of Directors shall be filled at the direction of the Board by a majority vote. This person must meet normal requirements of the position. The person so appointed shall hold office until the election at the next Annual General Meeting of the Association. In the case of someone leaving in the first year of a two (2) year term, there will be an election to fill that position for the remaining year and then the position would revert back to its normal two (2) year term.

3.6 Meetings

Meetings of the Board of Directors shall be held as often as governance of RNS may require or upon the request, in writing, of any five (5) members of the Board.

3.6.2 The Board is responsible for drafting its agenda on an annual basis. It is the President's role to ensure that the Board follows the governance process policies. The President shall give notice of Meetings of the Board of Directors to each Director at least ten (10) days prior to the date of the meeting. A meeting of the Board of Directors may be held at the close of each Annual General Meeting of RNS without notice being given.

3.6.3 Order of Business - the agenda for the Board of Directors meetings shall be arranged by the President and distributed to the Board members at least ten (10) days prior to the meeting.

3.6.4 A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.

3.6.5 All members of the Board of Directors shall be entitled to one vote, excluding ex-officio members.

3.7 Duties

The Board of Directors shall manage the affairs of Recreation Nova Scotia until such a time as their successors are elected. They may exercise all such powers as do all such acts and things as may be exercised or done by RNS except as prohibited by law or by these By Laws. Without restricting the generality of the foregoing, the Board of Directors may:

3.7.1 Enter into any contract on behalf of Recreation Nova Scotia.

3.7.2 The Board of Recreation Nova Scotia will employ an Executive Director upon the recommendation of a special committee. This committee should be comprised of the President, President Elect, Vice President of Monitoring, Vice President Finance, and no less than two members of Recreation Nova Scotia. Duties of the Executive Director will be outlined in the prepared job description (Policy 8.3.7).

3.7.3 Invest, reinvest and deal with any money of RNS not immediately required for the purposes of RNS upon such security and in such manner as the Board of Director may think fit.

3.7.3.1 *Exercise of borrowings powers*

The borrowing powers of the Society may be exercised by motion of the Board of Directors as per the mandate of the Board as granted by the membership of Recreation Nova Scotia.

3.7.4 Appoint such standing and special committees, as the Board of Directors deem necessary to carry on its work and determine the composition and power of such committees and the term of appointment of members and such committee.

3.7.5 Board shall have responsibility for ratification and implementation of Board policies for the Association.

3.7.6 A Director not fulfilling their duties as set down by the Terms of Reference without just cause shall have their office terminated at the discretion of the Board.

3.8 Reimbursements

Directors shall not receive any compensation for their services as Board members except for reimbursement for expenses incurred while performing Board duties. Allowable expenses will be in accordance with RNS policies.

4. FISCAL YEAR

4.1 The fiscal year of RNS shall be the period from the 1st day of April in any year to the 31st day of March of the next year.

5. STANDING COMMITTEES

5.1 The following shall be committees of the Association. The mandates are identified, and operational procedures shall be found in the Staff Manual and Human Resources Guide (last updated 2019)

- 5.1.1 Nomination Committee
  - 5.1.1.1 Three members of the Association will serve as the nominating committee with the chairperson being the Past President or President Elect. The purpose of the committee will be to ensure the continuity and development of the Board operation through active recruitment of nominations for vacant offices. The composition of the committee should not be made up of more than 60% of one gender. Members may submit nominations for officers and directors to the nominating committee up to 30 days before the annual general meeting.
  - 5.1.1.2 The Committee shall mail out a list of all nominations received, who have passed the nominations screening process, 14 days prior to the AGM.
  - 5.1.1.3 The Committee shall post the list at the beginning of the annual conference/AGM.
  - 5.1.1.4 Nominations will be accepted from the floor of the AGM with the appropriate mover and seconder. Nominations accepted from the floor will be subject to the Association's nominations screening policy.
  - 5.1.1.5 Current or previous Association Board members offering for another term in office will again be subject to the Association's nomination screening process.

5.2 Resolution Committee

- 5.2.1 The Resolution Committee shall carry out a process of debate to identify issues which may result in change within the organization or within the delivery system for recreation in the province. The Past President or President Elect shall chair the committee which is to be made up of at least two other members in good standing to be appointed by the Chair.

5.3 Monitoring Committee

5.3.1 The Monitoring Committee shall oversee the Board Self Appraisal Process, review the Executive Director Monitoring Schedule, coordinate the review of Board policies, and bring forth reports and recommendations to the Board. A minimum of three members of the Board will serve as the Monitoring Committee with the chairperson being the VP of Monitoring and the VP Finance and President Elect or Past President being members of the committee.

5.4 Membership Engagement Committee

5.4.1 The Membership Engagement Committee shall develop an annual membership engagement plan and coordinate the activities of the plan. At a minimum, four members of the Association will serve as the Membership Engagement Committee. A minimum of two RNS non-Board members are to serve on this committee. The Chairperson shall be a member of the Board of Directors and the Executive Director shall be ex-officio.

5.5 Performance Appraisal Committee

5.5.1 To be an effective and efficient organization, the Board needs to conduct a review of the Executive Director's performance on an annual basis. This assessment is designed to evaluate the performance of the Executive Director, but it will also help measure Board progress. The process enables the Board to discuss the Executive Directors' past performance and future goals. As such, it is a learning process that allows the Board to receive feedback for improving the operations of Recreation Nova Scotia.

6. COMMITTEES

6.1 The Board of Directors may form a Board Committee to address governance policy issues if deemed necessary.

6.2 All other committees, working groups and Ad hoc committees that address the operation of RNS shall report to the Executive Director of RNS.

7. PARLIAMENTARY AUTHORITY

7.1 The most recent edition of Herb Perry's *Call to Order* will be followed for all meetings of the Board of Directors.

8. AMENDMENTS MEMORANDUM OF THE ASSOCIATION AND BY LAWS

8.1 Amendments to the Memorandum of Association and By Laws, additions thereto, or deletions there from, may only be voted upon at an Annual or Special General Meeting of the Association. Upon Notice of Motion being presented in writing to the Board of Directors at least two months prior to the meeting aforementioned and shall require three quarters (3/4) majority of the voting members in attendance at such a meeting.

8.2 The Board shall forward to each member Notice of Motion of any proposed amendments at least thirty (30) days prior to the Annual or Special General Meeting.

9. AUDIT OF ACCOUNTS, SEAL, AND CUSTODY OF RECORDS

9.1 The auditor of the Society shall be appointed annually by the members of the Society at the ordinary of Annual General Meeting and, on failure to of the members to appoint an auditor, Board of Directors may do so.

9.2 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 account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet 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, and such report shall be presented at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the Annual General Meeting as required by law.

9.3 The seal of the Society shall be in the custody of the Executive Director or Board designate and may be affixed to any document upon resolution of the Board of Directors.

9.4 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Recording Officer. Archived books and records may be held and managed by the Association's office.

9.5 The books and records of the Society may be inspected by any member at any reasonable time up to one week prior to any Office shut down that may be caused by the Annual General Meeting of the Society, at the registered office of the Society.