

**Society of Acadia University Recreation Graduates
By-Laws
Amended July 5, 2014**

Definitions

1. In these by-laws:
 - a. "Society" means Society of Acadia University Recreation Graduates
 - b. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

"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.

The objectives of the Society are:

- ! To provide an avenue for program graduates to connect with one another through the implementation of a program of reunions and events as well as through print and electronic communications;
- ! To create vehicles for networking and ongoing personal and professional development;
- ! To foster a sense of connection to Acadia university and encourage participation in university activities;
- ! To provide a means of recognizing and celebrating the history of the recreation program;
- ! To recognize distinctive contributions by members to the betterment of society...

Membership rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members' meeting of the Society.
4. Every member may vote at any members' meeting of the Society.
5. Any member is entitled to hold any office.
6. Membership in the Society shall consist of:
 - a. Those who have graduated with a degree in Recreation from Acadia University and who supports the objectives of the Society.
 - b. There will be no membership fee.
7. Membership in the Society is not transferable.
8. Membership in the Society shall cease:
 - a. Upon death, or

- b. If the member resigns by written notice to the Society, or
 - c. If the members ceases to qualify for membership in accordance with these by-laws, or if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.
9. Members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
10. No funds of the Society shall be paid to or be available for the personal benefit of any member.
11. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting. The chair of every meeting of the society shall have no vote at that meeting unless there is an equality of votes and then the chair shall cast the determining vote.
12. A general or special meeting of the members may be held at any time and shall be called:
- a. If requested by the chair, or
 - b. If requested by a majority of the directors, or
 - c. If requested in writing by 25% of the members.
13. Notice to members is required for general or special meetings. The notice must:
- a. Specify the date, place and time of the meeting.
 - b. Be given to the members fourteen (14) days prior to the meeting.
 - c. Be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means.
 - d. Specify the nature of business, such as the intention to propose a special resolution, and
 - e. The non-receipt of notice by any members shall not invalidate the proceedings.
14. An annual general meeting shall be held within three months after every fiscal year end and notice of the general meeting to the membership is required and must: is required which must:
- a. Specify the date, place and time of the meeting.
 - b. Be given to the members thirty (30) days prior to the meeting.
 - c. Be given to the members by newsletter, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means.
 - d. Specify the intention to propose a special resolution, and
 - e. The non-receipt of notice by any member shall not invalidate the proceedings.
15. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- a. Minutes of the previous annual general meeting,
 - b. Consideration of the annual report of the directors,
 - c. Consideration of the annual financial report of the Society,

- d. The appointment of auditors for the ensuring year, and
 - e. Election of directors and officers.
16. Quorum shall consist of five (5) members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- 17.
- a. If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
 - b. If a meeting is convened at the request of the members as per by-law 12© and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
18. The President, or in his/her absence, the President Elect, or in the absence of both, any member appointed from among those present, shall preside as Chair at members' meeting.
19. Where there is an equality of votes the chair has the casting vote.
20. The Chair may, with the consent of the members present, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

22. Any member of the Society shall be eligible to be elected a director of the Society and a director of the Society shall be a member.
23. The number of directors shall range from 5 to 8. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
24. Half of the directors shall retire from office at the end of each general meeting at which time their successors are elected. Retiring directors shall be eligible for re-election. The first year half the directors shall be elected for a one year term and half for a two year term. After the first year all the retiring directors will be elected for two year terms.
25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.
26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.

27. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.
28. The directors may appoint an executive committee and other committees as they see fit.
29. 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.
30. 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.
31. The board of directors shall meet no less than two times each year.
32. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
 - a. Specify the date, place and time of the meeting,
 - b. Be given to the directors fourteen (14) days prior to the meeting
 - c. Be given to the directors by newsletter, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means.
 - d. The non-receipt of notice by any director shall not invalidate the proceedings.
 - e. Notice can be waived for board meetings with the unanimous approval of the Board.
33. Quorum shall consist of Three (3) of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
34. The President or, in his/her absence, the President Elect or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.
35. At directors' meetings, where there is an equality of votes the Chair shall have the casting.

Officers

36. The officers of the society shall be a, President, President Elect, a Treasurer and a Corporate Secretary. The position of President Elect will be elected by the members each year. The positions of Treasurer and Corporate Secretary will be elected by the members every two years. The President Elect will automatically become the President following their term in office.
37. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
38. One of the offices shall be the President Elect. The President Elect will be selected each year and following his/her term as President Elect will automatically become the President.

39. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:
 - a. Have responsibility for the preparation and custody of all books and records including:
 - i. The minutes of members' meetings.
 - ii. The minutes of directors' meeting.
 - iii. The register of members, and
 - iv. Filing the annual requirements with the office of the Registrar, and
 - b. Have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - c. File with the Register:
 - i. Within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii. A copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - d. Have other duties as assigned by the board.
40. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society and carry out all other duties as assigned by the board.
41. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President and one other signing officer, or otherwise as prescribed by resolution of the Board of Directors.

Finance

42. The fiscal year end of the Society shall be the last day of March.
43. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
 - a. A balance sheet showing its assets, liabilities and equity, and
 - b. A statement of its income and expenditures in the preceding fiscal year.
44. A copy of the financial report shall be signed by the auditor or by two directors.
45. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
46. An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
47. The Society may only borrow money as approved by a special resolution of the members.
48. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

49. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
50. The Society shall not make loans, guarantee loans or advance funds to any director.
51. The signing officers of the society shall be the President, President Elect, the Treasurer and the Corporate Secretary. When issuing a cheque, the Treasurer's signature must be on all cheques plus one other signing officer.