

# Bylaws

## Definitions

1. In these bylaws:

- a) "Society" means THE DARTMOUTH PHOTO SOCIETY.
- 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 membership meeting of such notice specifying the intention to propose the resolution as a special resolution has been duly given.
- d) The "Executive Committee" means the group of Directors and Officers of the 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 membership meeting of the Society.
- 4. Every member may vote at any membership meeting of the Society after they have attended at least one previous membership meeting.
- 5. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
- 6. Membership in the Society shall consist of:
  - a) The minimum of five (5) subscribers to the Memorandum of Association.
  - b) Those who support the objects of the Society.
  - c) Those whose names and addresses are written in the Registrar of Members by the Treasurer.
  - d) Membership shall be open to any person who applies for membership in the form approved by the Executive Committee of the Society and who pays the annual fee.
  - e) Lifetime Membership may be conferred on a current or former member by ordinary resolution of an Annual General Meeting. Lifetime members shall be exempt from payment of the annual fee and shall have voting privileges.
  - f) The membership year shall run from September 1 to August 31 of the following year.
- 7. The annual membership fee schedule shall be established from time to time by the Executive Committee and shall be subject to ratification by ordinary resolution at any membership meeting. Membership fees shall be prorated if you join in February or later as defined in the fee schedule.
- 8. Membership fees are due the first meeting in September and are payable by October 15. A continuing member who fails to pay the annual membership fee ceases to be a member.

9. Membership in the Society is not transferable.

10. 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 member ceases to qualify for membership in accordance with these by-laws, or
- d) If a member's membership in the Society has been terminated, by a vote of the majority of the members of the Society at a meeting duly called and for which notice of the proposed action has been given.

11. A member who has been terminated may appeal the decision to a membership meeting provided that notice of the appeal is given to the Secretary no less than 15 days prior to the meeting at which it will be considered. The membership meeting shall determine the appeal by secret ballot.

12. The members may repeal, amend or add to these bylaws by a special resolution. No bylaw or amendment to bylaws shall take effect until the Registrar approves it.

### **Membership Meetings**

13. Every member shall have one vote and no more and there shall not be proxy voting.

14. Quorum shall consist of fifty percent of the members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

15. A membership meeting may be held at any time and shall be called:

- a) If requested by the President, or
- b) If requested by a majority of the directors, or
- c) If requested in writing by fifty percent of the members.
- d) If a membership meeting is convened as per (c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

16. Notice to members is required for membership meetings. The notice must:

- a) Specify the date, place and time of the meeting,
- b) Be given to the members five (5) days prior to the meeting,
- c) Be given to the members by e-mail and/or other electronic means, if any,
- d) Specify the nature of business, such as the intention to propose a special resolution, and
- e) The non-receipt of notice by any member shall not invalidate the proceedings.

17. An Annual General Meeting (AGM) shall be held within three months after fiscal year end and notice 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 e-mail 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.

18. 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 reports of the directors and officers,
- c) Consideration of the annual financial report of the Society,
- d) Election of Directors (if required) and Officers.

19. If a membership meeting is convened for the purpose of winding up the Society 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.

20. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at membership meetings.

21. Where there is an equality of votes, the motion shall be lost. For Special Resolutions, the motion is carried only when three quarters of the members present support the motion.

22. The Chair may, with the consent of the members, 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.

23. 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 by show of hands or by secret ballot as the Chair may decide.

## **Directors**

24. 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.

25. The number of Directors shall be minimum of four (4), maximum of 10, as decided by the Executive Committee. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.

26. Directors shall retire from office at the end of the annual general meeting at which their term concludes. Retiring Directors shall be eligible for re-election. Directors shall be elected to two-year terms. The President and Vice President in odd numbered calendar years, the Treasurer and Secretary in even numbered calendar years. *At the AGM in 2019, the Treasurer and Secretary will be elected to one year terms only, for this two year cycle to be put in place.*

27. If an additional Director position is required the term will be to the next Annual General Meeting when the Executive Committee will assign the new Director term to the appropriate 2 year cycle.

28. If a Director resigns his/her office or ceases to be a member in the Society, his/her office as Director shall be vacated. Director or Officer vacancies may be filled for the unexpired portion of the term by the Executive Committee from among the members of the Society.

29. The members may, by special resolution, remove any Director or Officer and appoint another person to complete the term of office.

30. One of the Directors shall be the President. The President shall be responsible for the effectiveness of the Executive Committee and shall perform other duties as assigned by the members of the Executive Committee.

31. One of the Directors shall be the Vice-President. The Vice-President shall perform the duties of the President during their absence, illness or incapacity or when the President may request him/her to do so. The Vice-President shall perform other duties as assigned by the Executive Committee.

32. One of the Directors shall be the Corporate Secretary. The Corporate Secretary shall:

- a) Have responsibility for the preparation and custody of all books and records including:
- b) the minutes of membership meetings,
- c) the minutes of Executive Committee meetings,
- d) filing the annual requirements with the office of the Registrar of Joint Stocks, and
  - i. within fourteen (14) days of the election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election, a list of the Officers is supplementary.
  - ii. a copy of every special resolution within fourteen (14) days after the resolution is passed.
- e) other duties as assigned by the Executive Committee.
- f) have custody of the Seal, if any, which may be affixed to any document upon resolution of the Executive Committee.

33. One of the Directors shall be the Treasurer. The Treasurer shall have responsibility for:

- a) the custody of all financial books and records of the Society and
- b) the register of members, and
- c) carry out all other duties as assigned by the Executive Committee.

34. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President, or Vice-President and the Secretary or Treasurer, or otherwise as prescribed by resolution of the Executive Committee.

34a. 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.

35. Three of the Directors shall have signing authority for the Society. Cheques must be signed by any two of the three signing authorities.

### 36. *Finance*

- a) The fiscal year shall run from January 1 to December 31 of each year.
- b) The annual financial report of the Society shall be reviewed by two Directors other than the Treasurer. The Treasurer shall report to the Annual General Meeting.
- c) No funds of the Society shall be paid to or be available for the personal benefits of any member.

**37** 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 Executive Committee may do so.

38. A copy of the financial report shall be signed by the auditor or by two directors.

39. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

### **The Executive Committee**

37. The management of the Society is the responsibility of the Executive Committee. In particular, the Executive Committee may engage other Directors, Officers, or staff or committees deemed appropriate and may determine their duties, responsibilities and remuneration.

38. The Executive Committee is responsible for ensuring that the Society complies with and does not contravene the “*Societies Act, Revised Statutes, c 435*” of the Province of Nova Scotia, to ensure that the By-laws of the Society are followed.

39. The Executive Committee may lease, rent, purchase, sell or otherwise dispose of premises, equipment and services as are required to carry on operations.

39a. The Society may only borrow money as approved by a special resolution of the members.

40. All members of the Executive Committee must be members of the Society.

41. The Executive Committee shall consist of the Directors and Officers.

42. The Executive Committee may assign any Director, Officer or member such duties as are from time to time necessary

43. The Executive Committee shall take any proposal to borrow or raise money to a membership meeting in the form of a recommendation requiring approval by ordinary resolution.

44. The Executive Committee may investigate and affiliate with other photographic and arts organizations, as required.

45. The Immediate Past President shall serve as an Officer.

46. The Officers shall be elected at the Annual General Meeting.

47. The term of the Officers shall be from the date of the Annual General Meeting to the date of the Annual General Meeting the following year unless the mandate of the Officer's role has been fulfilled.

48. Vacancies on the Executive Committee may be filled at any membership meeting.

49. Directors or Officers, 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 or Officer, when the possibility of a conflict is realized.

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

51. 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.

### **Executive Committee Meetings**

52. The Executive Committee shall meet no less than twice each year.

53. The Executive Committee shall meet from time to time at the call of the President or at the call of any three members of the Executive Committee.

54. A meeting of the Executive Committee may be held with notice and must:

- a) Specify the date, place and time of the meeting,
- b) Be given to the Executive Committee members five (5) days prior to the meeting,
- c) Be given by e-mail or other electronic means,
- d) The non-receipt of notice shall not invalidate the proceedings,
- e) Notice can be waived with the approval of the Executive Committee.

55. Quorum shall consist of half plus one of the Executive Committee members. No business shall be conducted at any meeting of the Executive Committee unless a quorum is present to open the meeting and, upon request, before any vote.

56. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any Executive Committee member appointed from among the Executive Committee shall preside as Chair of the Executive Committee.

57. At Executive Committee meetings, where there is an equality of votes, the motion shall be lost.

58. A schedule of membership meetings shall be established from time to time by the Executive Committee and shall be subject to ratification by ordinary resolution at a membership meeting. The Executive Committee may vary the meeting schedule when necessary.

59. Any member may make nominations to the Executive Committee.

60. When an election is necessary, election to the Executive Committee shall be by secret ballot.

61. The Executive Committee may organize workshops, field trips and other activities in addition to membership meetings.

62. All business of the Society shall be conducted in accordance with Robert's Rules of Order when not in conflict with the Constitution and By-laws of the Society.

Dated September 20, 2018.

The Dartmouth Photo Society is registered as a not for profit organization with the Registry of Joint Stocks, Registration Number 3269927 under the laws of Nova Scotia, Canada.