

Morden Community Association

Herein after called "The Club"

By-Laws

In these By-Laws, the words "Community" shall mean the community of Morden, Kings County, Nova Scotia. This shall be defined as the area South of the Community Hall to Route 221, (on Morden Road). East on McNally Road to Victoria Road; West on McNally Road to Clairmont Road; and following the French Cross Road to Kirk's Brook.

1. Every resident of the Community, unless otherwise disqualified under the provisions of Section 2 of these By-Laws, shall be a member of the Club.
2. Any member may be expelled from the Club by a vote of a two-thirds (2/3) majority of the members present at a special meeting duly called for this purpose. If the Directors think they have just cause for expulsion of a member, they shall call for a special meeting. The length of the expulsion shall be at the discretion of the Directors.
3. Ordinary general meetings of the Club shall be held annually at such times and places as may be determined by the Board of Directors.
 - a. Special general meetings of the members of the Club shall be called at any time, by order of the Directors or upon the written request of five members for the transaction of business.
 - b. Ten (10) members, exclusive of the Chairman, shall constitute a quorum at any general meeting. Each member present, excluding the Chairman, shall have one vote, and in the case of a tie, the Chairman shall have a deciding vote.
 - c. Seven (7) clear days notice, at least, of every general meeting, specifying the place, day, and hour of the meeting, and in the case of special business, the general nature of such business, shall be given to the members either by advertisement or by notice sent by post or otherwise served and a meeting may be convened by a shorter notice or in any manner the directors think fit.
4. The affairs of the Club shall be managed by a Board of Directors consisting of seven (7) members elected from time to time as required, by a majority vote of the members of the Club, three (3) of whom shall be elected for a period of three (3) years; two (2) for a period of two (2) years and two (2) for a period of one year. Following the expiration of each term, their successors shall in each case be elected for a period of three (3) years. Notwithstanding the foregoing, each Director shall hold office until his or her successor is elected. Such Board of Directors shall annually, from among themselves, elect a President, Vice-President, Secretary, and

Treasurer, and shall arrange for the election or appointment of such other officers of the Club as are required. No remuneration shall be payable to the Directors or officers of the Club. The Directors may from time to time employ such employees of the Club as may be required and when necessary fix and and pay their remuneration from the funds of the Club.

5. Meetings of the Board of Directors shall be presided over by the President, or in their absence, the Vice-President. Minutes of each meeting shall be kept by the Secretary. Any contentious business shall be settled by a majority vote of the meeting. Each member of the Board, including the President, shall have one vote. Meetings of the Board of Directors shall be held at such time and place as may be designated by the President. Five members shall constitute a quorum of the Board of Directors.
6. The Board of Directors may from time to time, authorize any Director or Directors to sign, execute, and give on behalf of the Club all documents, agreements, and promises necessary or desirable for the purpose of the Club and to draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments. Subject to the provisions of Subsection 7 of the By-Laws.
7. The Board of Directors on behalf of the Club may from time to time in their discretion:
 - a. Raise money for the purposes of the Club
 - b. PROVIDED that power to obtain money shall not be exercised by the Directors except upon a vote of the Board of Directors in which at least a two-thirds (2/3) majority of the said Board are in favour of such money-raising.
 - c. Directors may invest surplus funds of the Club in Canadian Bank investment vehicles.
 - d. Directors shall not borrow money without sanction by a resolution of members of the Club at a General Meeting of the Community Association by a majority of 75% of the members present.
8. The accounts of the Club shall be audited annually by an unrelated party or body to be selected at a General Meeting of The Club.
9. The Seal of the Club shall be kept in the custody of the Secretary and used by him/her only as directed by the Directors.

10. These By-Laws may be amended or rescinded by a majority vote of the members of the Club present at a General Meeting, notice of the purpose of such meeting having been previously duly given.
11. It shall be the duty of the Secretary to keep minutes and to keep such other books and records of the Club as may from time to time become necessary and to maintain custody of such minutes, books and records, subject to the order of the Directors.
12. Books, accounts, and records of the Club may be inspected by any member of the Club at any general meeting and at any other time, by order of the Directors.
13. Should any member of the Club, or any Director, feel that a Director is not expressing interest in the Club, and is not functioning in the manner expected of a Director, that member has the right to make a request to the Directors, in writing, asking for the resignation of that Director. Reasons for asking for the removal of a person as a Director shall be as follows:
 - a. The Director does not attend meetings of the Club, and does not support the Club in any manner;
 - b. The majority of the Directors feel that the Director is jeopardizing the reputation of the Club in any manner; or
 - c. The Directors feel that the Director named is not capable of carrying out the duties entailed.

If such a request is made, the Director has the right to give an accounting of their actions, and to prove whether just cause was involved in missing of meetings and or functions, and if just cause cannot be proven by the majority of the Directors, then the Director involved is under no obligation to resign.

April 13, 2008