

# Morden Community Association (MCA) By-Laws

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*In these By-Laws, the words "Community" shall mean the community of Morden, Kings County, Nova Scotia proper and includes the area defined as south of the Morden Community Hall located at 2321 Morden Road to where Morden Road intersects with Route 221; 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 MCA.
- 2) Any member may be expelled from the MCA 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 Board of Directors thinks 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 MCA shall be held annually at such times and places as may be determined by the Board of Directors.
  - a. Special general meetings of the MCA shall be called at any time, by order of the Board of Directors or upon the written request of five members of the MCA for the transaction of special business.
  - b. Ten (10) members exclusive of the President shall constitute a quorum at any general meeting. Each member present, excluding the President, shall have one vote, and in the case of a tie, the President shall have the deciding vote.
  - c. Seven (7) clear days notice, at least, of every general meeting, specifying the place, day, and hour of the meeting, with an inclusive agenda shall be given to the members either by advertisement, email, or otherwise served. A meeting may be convened by a shorter notice or in any manner if deemed necessary by the Board of Directors.
- 4) The affairs of the MCA shall be managed by a Board of Directors consisting of a minimum of 7 and a maximum of 9 members elected at

- the Annual General Meeting (AGM) as required, by a majority vote of the MCA, to be elected for a period of three (3) years. 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. The 2 additional Directors to increase to the maximum may be voted in for a full or temporary term for reasons deemed necessary by the Board. (i.e. Replacement for a resigning Director or for the loss of a Director for other reasons).
- 5) Call for Nominations to the Board of Directors shall be advertised at least four weeks before the close of nominations (for the next AGM). Nominations can be received by a cover letter indicating your willingness to serve as a Director. Nominations for the floor are accepted at the meeting itself for candidates that have not been previously identified by letter or proxy. The Board of Directors shall consider all nominations received and give consideration to any other candidate it may deem desirable.
  - 6) In the case that there are more candidates than vacancies, there will need to be an election (cast by secret ballot) at the AGM, where members vote for the candidates they wish elected to the Board.
  - 7) In the case that there are just enough or less candidates to fill the vacant spots, directors can be appointed or acclaimed to the vacant spots, with an appropriate motion by the members present.
  - 8) If a proposed candidate declines to accept the position of Director prior to the AGM, the Board of Directors may propose another candidate in their stead without notice.
  - 9) The Board of Directors shall, at the first Board meeting after the AGM, present a slate of candidates for election to Officer Positions. The slate shall contain one candidate for each position available from among the Board and elect a President, Vice-President, Secretary, and Treasurer. The Board shall arrange for the election or appointment of such other officers or positions as required. No remuneration shall be payable to the Directors or officers of the MCA. The Directors may from time to time employ members of the MCA as may be required when necessary to maintain and/or repair MCA facilities and pay their remuneration from the funds of the MCA.

- 10) In proposing Directors for Officers positions, the following are to be the considerations:
  - a. For the position of President, candidates must have served on the Board of Directors for at least two consecutive years prior to election;
  - b. For the positions of Vice-President, Secretary, and Treasurer, candidates must have served on the Board of Directors for at least one year prior to election.
  
- 11) 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.
  
- 12) The Board of Directors may from time to time, authorize the President and the Treasurer to sign, execute, and give on behalf of the MCA all documents, agreements, and promises necessary or desirable for the purpose of the MCA and to draw, make, accept, endorse, execute negotiable or transferable instruments. Subject to the provisions of Subsection 13 of the By-Laws.
  
- 13) The Board of Directors on behalf of the MCA may from time to time in their discretion:
  - a. Raise money for the purposes of the MCA; 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 Board are in agreement of such money-raising.
  - b. The Board may invest surplus funds of the MCA in Canadian Bank investment vehicles.
  - c. The Board shall not borrow money without sanction by a resolution of members of the MCA at a General Meeting by a majority of 75% of the members present.
  
- 14) The accounts of the Club shall be audited annually by an unrelated party or body to be selected by the Board of Directors at Year-End.

- 15) These By-Laws may be amended or rescinded by a majority vote of the members of the MCA present at a General Meeting, notice of the purpose of such meeting having been previously duly given.
- 16) It shall be the duty of the Secretary to keep minutes and to keep such other books and records of the MCA as may from time to time become necessary and to maintain custody of such minutes, books and records, subject to the order of the Board of Directors.
- 17) Books, accounts, and records of the MCA may be inspected by any member of the MCA upon written request to the Board of Directors.
- 18) Should any member of the MCA, or any Directors, feel that a Director is not expressing interest in the MCA, and is not functioning in the manner expected of a Director, that member has the right to make a request to the Board of 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 MCA, and does not support the MCA in any manner;
  - b. The majority of the Board of Directors feel that the Director is jeopardizing the reputation of the MCA in any manner; or
  - c. The Board of 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 Board of Directors, then the Director involved is under no obligation to resign.

The Board of Directors  
Morden Community Association

Revised July 10, 2023