

**BYLAWS OF THE POUCH COVE HERITAGE SOCIETY INC.**

**ARTICLE I – MEMBERSHIP**

1. Types of Membership: The Society’s membership shall consist of Directors (Voting Members) and Affiliate Members (Non-Voting Members.)
2. Rights and Benefits of Membership: Directors and Affiliate Members shall receive the Society’s newsletter, notices of events, and other written and on-line communications of the Society. They will have priority over the general public for invitations, admittance and seating at Society events and activities.
3. Membership Dues: Members shall each pay annual membership dues as may be determined by the Board of Directors. Members shall be issued an annual membership card upon payment of dues.
4. Attendance at Meetings: Both Directors and Affiliate Members may attend any General Meeting of Members held by the Society. Affiliate Members will not attend meetings of the Board of Directors unless specifically invited to attend a Board of Directors meeting by the Chair and with the approval of a majority of the Directors.

**ARTICLE II – DIRECTORS**

1. Eligibility for Directors (Voting Membership): Individuals who support the goals and objectives of the Society and who wish to actively support the Society may apply to the Directors to become Voting Members (Directors) subject to the Approval Procedure of the Society.
2. Approval Procedure: Applications to become a Director shall consist of a written submission stating the reasons for applying, a letter of sponsorship from a current Director and one or more letters of support. Applicants must be approved by a two-thirds (2/3) majority of the Directors of the Society.
3. Term: Directors shall retain their status provided that they pay annual dues, until such time as they may resign their membership or be removed by due process as outlined in Article XI of these Bylaws.
4. Number of Directors: The Board of Directors shall be comprised of 10 to 12 Voting Members of the Society.

**ARTICLE III – AFFILIATE MEMBERS**

1. Eligibility for Affiliate Membership: Any person interested in the Society who wishes to actively support the goals and activities of the Society may apply to become an Affiliate Member.
2. Procedure for Application: Individuals shall become Affiliate Members by completing a membership application form and being approved for such membership by a majority of the Board of Directors.
3. Term of Membership for Affiliate Members: Affiliate Members shall retain their membership provided that they pay their annual dues, until such time as they may resign their membership or be removed by due process as outlined in Article XI of these Bylaws.
4. Number of Affiliate Members: There shall be no limit on the number of Affiliate Members of the Society.

**ARTICLE IV – ROLES AND RESPONSIBILITIES OF DIRECTORS**

1. Responsibility for Society operations and governance: The Board of Directors shall hold primary responsibility for all decisions and operations of the Society. The Directors will make up a Board of Directors overseeing the operations of the Society. The Board Directors is responsible for the governance of the Society in all respects, including financial, organizational and internal and external policies and practices.
2. The Board of Directors will hold meetings and work collaboratively to carry out activities that address the Vision, Mission and Objectives of the Society.
3. Every Director shall respect and comply with any decision of the Board of Directors arrived at by majority vote.
4. Eligibility to Serve as Director: The majority of the Directors shall be residents in Pouch Cove; a maximum of two (2) non-residents may serve as Directors at one time.
5. Number of Directors: No fewer than ten (10) and no more than twelve (12) persons may serve as Directors of the Society at any one time.
6. Appointment of Directors: When a Director's position becomes vacant, the Board of Directors may appoint an individual to fill the vacancy. Such appointment will follow the procedure outlined in Article II, section 2 and will require a 2/3 majority vote of approval for appointment by the Board of Directors.
7. Meetings of the Board of Directors: The Directors shall meet monthly, except when 2/3 of the Directors vote to cancel or postpone a monthly meeting.
8. Removal of a Director: A Director may be removed from the Board of Directors if found responsible for an activity deemed by 2/3 of the Directors to be counter to the Constitution or Bylaws of the Society. If a Director is absent from three (3) consecutive board meetings for reasons deemed unacceptable by 2/3 of the Directors then he/she may also be removed, as detailed in Article XI of these Bylaws.

**ARTICLE V – ROLES AND RESPONSIBILITIES OF THE EXECUTIVE**

1. Make-up of the Executive: The Executive of the Society shall consist of four members of the Board of Directors, filling the following positions: Chair, Vice-Chair, Secretary, Treasurer.
2. Election of the Executive: The four executive positions will be filled by the Directors at a meeting of the Board of Directors. The procedure for this will be determined by the Directors, whether by appointment, volunteering or nomination and election. Any decision of the Board of Directors in respect to the selection of each of the executive positions is final, once approved by a majority vote.
3. The Chair shall:
  - A. Preside over meetings of the Directors and Members;
  - B. Call for Special Meetings, as he/she deems necessary;
  - C. Sign financial and contractual documents as the Society's representative along with either the Vice-Chair or Secretary. In the case of cheques any two of three may sign, whereas a contract or letter of commitment will require the Chair's signature.

D. Serve as the public representative of the Society, except when other Directors are assigned this role related to specific projects or activities;

E. Provide oversight and advice to the Directors regarding policies and procedures.

4. The Vice-Chair shall:

A. Succeed and take on the duties of Chair, if the Chair resigns his/her position;

B. Temporarily act as chair at a meeting if the Chair is unable to preside;

C. Assist and advise the Chair in administering the business of the Society;

D. Co-sign cheques and contractual documents along with the Chair and Secretary.

5. The Secretary shall:

A. Accurately record minutes of monthly meetings of the Board of Directors and General Meetings of Members;

B. Prepare and distribute agendas and minutes of meetings;

C. Be responsible for ensuring correspondence and communications from and to the Society are reported to the Directors and maintained in an up-to-date fashion;

D. Maintain, preserve and protect the records, minutes, correspondence and other documents and printed materials related to the activities of the Society;

E. Maintain digital files of all online communications, including emails, posts and other digital records;

F. Coordinate financial records with the Treasurer to ensure that these are current;

G. Co-sign cheques and other financial documents on behalf of the Society along with the Chair and Vice-Chair;

H. Maintain the Society's postal box and collect the mail of the Society.

I. Monitor and maintain the security of the Society's online sites and internet presence.

6. The Treasurer shall:

A. Maintain the bank account of the Society, receive financial statements from the Bank and be responsible for deposits to the account and keep an up-to-date record of all financial transactions of the Society;

B. Complete and submit financial reporting documents, as required by government agencies and departments;

C. Submit a current financial report at each meeting of the Board of Directors;

D. Advise the Board of Directors regarding financial matters and responsibilities of the Society.

#### **ARTICLE VI – ROLES AND RESPONSIBILITIES OF AFFILIATE MEMBERS**

1. Affiliate Members shall lend advisory input to the Board of Directors regarding past, current and future activities of the Society at General Meetings of Members.
2. Affiliate Members may also serve on project committees and working groups.

#### **ARTICLE VII – MEETINGS**

1. Meetings of Members will take place annually in March and at such times as a Special Meeting of Members may be called by the Chair. Both Directors and Affiliated Members will be notified and may attend such meetings, but only Directors may make motions or vote.
2. Meetings of the Board of Directors will be held monthly to carry on the business of the Society. Only Directors may attend a meeting of the Board of Directors, however guests who are not Directors may be invited to attend to make presentations or advise the Board of Directors.
3. All meetings of the Society will operate by Robert's Rules of Order Newly Revised, with motions approved by a majority vote, except where required in the Constitution or Bylaws of the Society that a two-thirds (2/3) vote is required for approval.
4. Voting by mail or by proxy will be permitted, subject to advance notice in writing from an absent member, and subject to approval by a majority of the Board of Directors, prior to the vote.

#### **ARTICLE VIII – WORKING GROUPS and COMMITTEES**

1. Working Groups and Committees, including ad-hoc committees may be created by the Chair or the Board of Directors, as deemed necessary for carrying on the work of the Society;
2. Working group leaders and committee chairpersons may be appointed by the Board of Directors or by the members of the working group, once created;
3. The membership of working groups and committees may consist of Directors and Affiliate Members, to encourage active participation in the work of the Society.
4. Every committee or working group shall report to the Board of Directors at each monthly Board of Directors Meeting.

#### **ARTICLE IX - RECEIVING AND SPENDING FUNDS**

1. The financial activities and records of the Society shall be carried out in accordance with standard book keeping practices as well as the provisions within these bylaws, in accordance with standard financial management practices for not-for-profit organizations, as established by law or convention in the Province of Newfoundland and Labrador, including those requirements stated in the Society's Certificate of Incorporation.
2. The Society is a not-for-profit organization comprised of voluntary members. Therefore members shall not receive remuneration for their activities, performance or services for the Society. Members may be reimbursed by the Society for documented expenses, subject to approval by the Board of Directors. The Society may contract and pay non-member individuals and/or entities for goods and services rendered.

## **ARTICLE X - CONFLICT RESOLUTION PROCEDURES**

- 1 Resolution by Mediation or Arbitration: Disputes or controversies among members, directors, officers, committee members or volunteers working for the Society will be resolved in accordance with the principles of mediation and/or arbitration, as provided in this section.
- 2 Method of Resolution: In the event that a dispute or controversy among or between members, directors, officers, committee members or volunteers of the Society arises, then such dispute or controversy shall be settled by a process of dispute resolution.
- 3 Dispute Resolution Process: The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of Directors of the Society) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 4 Number of Mediators: The number of mediators may be reduced from three to two or one upon agreement of the parties in dispute.
- 5 Failure of Mediation: If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province where the Society is situated. All proceedings relating to arbitration shall be confidential and there shall be no disclosure of any kind of the details of mediation or arbitration. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 6 Costs of Arbitration to be shared: All costs of arbitration shall be borne by the parties in equal parts, or shared as may be determined by the arbitrator.

## **ARTICLE XI - SANCTION OR REMOVAL OF MEMBERS**

1. Directors and Affiliate Members may be sanctioned, censured, reprimanded or removed from Membership if they are found to have violated the purposes, procedures or policies of the Society as set out in the Society's Constitution and Bylaws.
2. Any three members of the Society may initiate proceedings in this regard by giving written notice to the Chair of an action or actions by a Member alleged to constitute such a violation.
3. Upon written notification, the Chair will convene a committee of inquiry to consider the allegations.
4. An individual who is accused shall be given notice of the allegations against him/her in writing and shall have an opportunity to respond to the specific allegations in person or in writing, before any further action is taken.
5. The committee of inquiry will investigate the allegations, determine the validity of the concerns and allegations, and make recommendations regarding action to be taken, to the Board of Directors for its consideration.
6. Recommendations of the committee of inquiry will only be acted upon if approved by a two-thirds

(2/3) majority vote of the Board of Directors of the Society.

7. Possible action to be taken if it is deemed by the Board of Directors that a violation has occurred, may include, but is not limited to, sanction, reprimand, censure or removal from membership.

8. An individual may appeal the decision of the Board of Directors by submitting an appeal to a mutually agreed arbitrator, but such an appeal will be allowed only on the grounds of (a) error in proceedings, or (b) significant new evidence to be considered. The arbitrator may choose to affirm the organization's decision, dismiss the allegations or pass the concerns back to the Society for consideration by a new committee of inquiry.

#### **ARTICLE XII - VALIDITY**

These Bylaws shall be interpreted based on the laws and jurisdiction of Newfoundland and Labrador.