

BY-LAWS OF MILTON COMMUNITY HALL INC.

ARTICLE I- Name

The organization shall be known as Milton Community Hall Inc. (the "Society")

ARTICLE II- Governing Body

The Society, through its duly elected officers shall be the governing body for the operation of the Milton Community Hall.

ARTICLE III- Objectives

The objectives of the Society are as follows:

- a. To enhance the image of Milton Community Hall and provide the community with a public meeting place.
- b. To provide for the maintenance of this public meeting place.
- c. To organize, promote, initiate and/or implement programs that meet the educational or social requirements of the community.
- d. To establish, foster, encourage and promote the cultural heritage of the community.
- e. To engage in such other activities as the members deem advisable.
- f. To contract with such parties, organizations, agencies, and authorities, municipal, federal, provincial, local or otherwise as may enhance the achievement of the objects above.

ARTICLE IV- Membership

- a. The Society shall be composed of all interested persons and members residing within the jurisdiction of the Rural Municipality of Miltonvale Park who are eighteen (18) years of age or older with a willingness to contribute to the further development of the Society.
- b. The number of members in the Society is unlimited.
- c. Every member of the Society shall be entitled to attend any general meeting of the society.
- d. Every member of the Society shall be entitled to vote at any general meeting of the Society only if the member is a resident of the community for at least six (6) months prior to the vote and only if the member is in attendance at the meeting where the vote occurs. A member of the Society participating by telephone or electronic means in a meeting is considered to be present at the meeting.
- e. Every member of the Society, or any person appointed under Article V(a)(5), shall be entitled to hold any office in the Society only if elected or appointed in accordance with the requirements of the Constitution.
- f. Membership in the Society shall not be transferable.
- g. Membership of a member in the Society shall cease:
 - i. Upon death of the member,
 - ii. Upon written notice to the Society of the member's resignation,

- iii. Upon the member ceasing to qualify for membership in accordance with the Bylaws of the Society, or
- iv. Upon a resolution of the majority of members present at a general meeting of the Society.
- h. The Society shall not collect dues in any form from its membership.

ARTICLE V- Directors

- a. The board of Directors shall consist of:
 - 1. The President, Vice President, Secretary, and Treasurer elected at the annual general meeting;
 - 2. Three (3) other members at large elected at the annual general meeting;
 - 3. The immediate past president of the Society, if available, to serve; and
 - 4. One (1) representative from the Women's Institute of North Milton;
 - 5. Two (2) representatives, appointed by the Board of Directors, who are residents of Prince Edward Island who regularly volunteer at Milton Community Hall events.
- b. Any members of the Society who is a resident of the community for at least six (6) months shall be eligible to be elected as a Director of the Society.
- c. The Directors shall be elected by a majority vote of the members of the Society at the annual general meeting from among their members and shall hold office until the next annual general meeting.
- d. At a meeting of the Directors at least one (1) month prior to the annual general meeting for the election of officers there shall be appointed a nominating committee from among the current Directors of the Society. The nominating committee shall present to the annual general meeting a list of members nominated to become Directors and Officers for the next fiscal year. The President or Chair shall also ask for nominations from among the general membership.
- e. In the event that a Director resigns during his/her term of office or for any other reason there occurs a vacancy on the Board of Directors, this vacancy may be filled by the Board of Directors from among the members of the Society by appointment for the unexpired time.
- f. Meetings of the Board of Directors shall be held as often as is necessary to properly conduct the business of the Society. Notice of such meetings, specifying the time and place thereof, shall be given to each Director at least seven (7) days before the meeting is to take place, but non receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.
- g. No business shall be conducted at any meeting of the Board of Directors unless a quorum of a simple majority of the Directors is present for the duration of the meeting.
- h. The President of the Society shall preside as Chair at meetings of the Board of Directors. In the absence of the President, the Vice-President shall preside as Chair. In the absence of the Vice-President, any Director appointed among those present shall preside as Chair at meetings of the Board of Directors.

- i. The President or Chair of the Board of Directors shall not be entitled to vote as a Director except in the case of a tie vote in which case he/she shall cast the deciding vote.
 - j. The Board shall determine the general policies and activities of the Society in such a manner as to carry out the objectives of the Society as set forth in Article II noted above.
 - k. The Board of Directors may award an honorarium or travel allowance as they deem appropriate.
- l. Meetings of the Board of Directors and general meetings of the Society may be conducted by electronic means. For a general meeting, information necessary for members of the Society to access the electronic meeting should be included in the public notice for the meeting. A board member may participate in a board meeting by telephone or by electronic means. A member may participate in discussion or vote on any matter, if the member has a copy of the report or recommendation to be considered, and is otherwise eligible to vote.

ARTICLE VI- Power of Directors

- a. The management of the activities of the Society shall be vested in the Directors, who, in addition to the powers and authorities granted specifically by this Constitution or otherwise expressly conferred upon them, may exercise all such powers and do such acts and things as may be exercised or done by the Society and are not hereby expressly directed or required to be exercised or done by the Society in a general meeting.
- b. The Directors may delegate any of their powers to ad hoc committees or any auxiliary organization or groups consisting of such Director or Directors as they think fit and from time to time revoke such delegation. Any committee or organization or group so formed shall in the exercise of the power so delegated, conform to any regulations or directions that may from time to time be imposed upon it by the Directors.

ARTICLE VII- Officers

- a. The Officers of the Society shall include a President, Vice-President, Secretary, Treasurer, and the immediate Past-President.
- b. At its annual general meeting, the members of the Society shall elect by majority vote a President, who shall hold office until the next annual meeting. Notwithstanding Article V. h., the President shall preside at all meetings of the Society and of the Board of Directors and shall present a report from the Board of Directors at the annual general meeting. The President shall have general supervision of the affairs of the Society, shall perform the duties usual to the office of the President and shall perform such other duties as may be assigned by the Board of Directors. The President may, in his or her discretion, order the calling of all meetings of the Society and shall cast a vote only in the case of a tie vote. No member shall hold the office of President for more than two (2) years consecutively.
- c. At its annual meeting, the members of the Society shall elect by majority vote a Vice-President, who shall hold office until the next annual meeting. The Vice-President shall preside over any meeting of the Society or the Board of Directors in the absence of

the President, shall be responsible for planning the agendas for all meetings and shall perform such other duties as may be assigned by the Board of Directors.

d. At its annual meeting, the members of the Society shall elect by majority vote a Secretary, who shall hold office until the next annual meeting. The Secretary shall have custody of the corporate seal, shall keep the minutes of all general meetings of the Society and all meetings of the Board of Directors and shall maintain all records required by the Companies Act. The Secretary shall also be responsible for giving proper notice of all meetings of the members of the Society and of the Board of Directors. The Secretary shall also perform such other duties as may from time to time be prescribed by the Directors.

e. At its annual meeting, the members of the Society shall elect by majority vote a Treasurer, who shall hold office until the next annual meeting. The Treasurer shall maintain all books of the account of the Society and shall receive all monies and deposit same in the name and to the credit of the Society in such depositories as may be designated by the Board of Directors. The Treasurer shall see that the funds of the Society are disbursed as may be authorized or ordered by the Directors. The Treasurer shall render to the Directors whenever required to do so an account of all financial transactions and the financial condition of the Society and shall make a financial report to the annual general meeting of the Society. The Treasurer shall also perform such other duties as may from time to time be prescribed by the Directors.

f. If within one half hour from the time set down as the time for the meeting to start, a quorum of members has not appeared, the meeting shall stand adjourned until such time as the members of the Society there present shall decide and the location of the adjourned meeting shall also be specified by the majority of those present. If, at the adjourned meeting, a quorum of the members of the Society is not present, the meeting may proceed with only those members present forming a quorum.

g. In the absence of the President and the Vice-President, the members present shall choose from among their number a member who shall act as Chair of the meeting until such time as he or she is replaced by the President or the Vice-President as Chair of the meeting. The Chair shall cast a vote only in the case of a tie vote.

h. The President or Chair, with the consent of the majority of members present at the general meeting, may adjourn any meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting in which the adjournment took place, unless notice of new business is given to the members present.

i. The voting on motions, resolutions, or any article of business of any general meeting shall be considered favourable if supported by a majority vote of those members in attendance.

j. At any general meeting, unless a poll is demanded by at least two members, a declaration by the President or Chair that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the meeting shall be sufficient evidence of the fact, without other proof of the number or proportion of the members recorded in favour of or against such a resolution.

k. If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the President or Chair may prescribe and the result of such poll shall be

deemed to the resolution of the Society at that general meeting, and the count taken shall become a part of the minutes of the proceedings.

l. Each member of the Society who is a resident of the Miltonvale Park Community for at least six (6) months prior to the general meeting in question is eligible to vote and is entitled to one vote and no more.

m. Notice of the date, location and time of the general meetings, annual and special, shall be advertised by a public notice at least seven (7) days in advance of the meeting.

ARTICLE VIII- Audit

a. An auditor for the Society may be appointed annually by the members of the Society at the annual general meeting. If an auditor is not appointed, then the Society shall appoint a member or members to conduct a review of the books and records of the Society and deliver a report to the Board of Directors at least 90 days prior to the next annual meeting.

b. The Society shall provide a written report to the members at the Annual General Meeting as to the financial position of the Society and the Report showing the receipts and expenditures of the Society in the preceding fiscal year.

ARTICLE IX- Fiscal Year

a. The fiscal year of the Society shall begin on January 1 and end on December 31.

ARTICLE X- Meetings

a. The annual general meeting of the Society shall be held on or before February 28 each year. Unless otherwise decided by the Directors of the Society, the annual general meeting of the Society shall be held at the Milton Community Hall, North Milton, Queens County, Province of Prince Edward Island.

b. At each annual general meeting of the Society, the following business shall be dealt with:

1. Minutes of the preceding general meeting;
2. Consideration of the Board of Directors' Report;
3. Consideration of the Treasurer's report, financial statements, auditors reports if available;
4. Reports of committees;
5. Report of nominating committee;
6. Election of Directors and Officers for the fiscal year following; and

The items of business listed above shall be deemed the regular or ordinary business of the meeting. Other business dealt with at the general annual meeting shall be deemed to be new business or extraordinary business.

c. A special general meeting of the Society may be called by the President or the Directors of the Society at any time and shall be called to elect members of the Board of Directors to serve the unexpired term in the event of the resignation of a majority of the Board of Directors and to vote on unapproved projects requiring

financial expenditures in excess of twenty-five (25%) percent of the annual budget. The Directors of the Society must call a special general meeting if requested in writing by at least fifty (50) or more members of the Society.

- d. No business shall be conducted at any General Meeting of the Society unless a quorum of the members in good standing of the Society is present. A quorum must be present at the commencement of and for the duration of the general meeting and shall consist of at least eight (8) or more voting members.

ARTICLE XI- Amend/Repeal By-Laws

a. The Society has power to repeal or amend any of these By-laws by a resolution passed by a two-thirds vote of the active members present at any general or special meeting, provided that seven days notice of such amendment or repeal has been given by notice mailed to each regular member or by advertisement in a local daily paper. Provided further that same shall not be acted upon or enforced until the approval of the Provincial Secretary has been obtained.

b. A copy of the Society's memorandum and by-laws shall upon request of a member be furnished to such member.

ARTICLE XII- Contracts

a. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Treasurer and either the President or Vice-President or otherwise as prescribed by resolution of the Board of Directors

b. The borrowing powers of the Society may be exercised by special resolution of the Society and a majority vote of the members at a general meeting of the Society.

ARTICLE XIII- Miscellaneous

a. Any member of the Society may inspect the books and records of the Society at any time.

b. Special committees shall be appointed by the President as the need arises.

ARTICLE XIV- Winding-Up

a. The Society may be wound up if a resolution to wind up is approved by the Board of Directors at a meeting called to consider this business and no other. In the event of the winding-up or other dissolution of the Society, there shall not be distribution of any kind among the members of the Society, but the funds of the Society, if any, shall be applied to some organization with similar objects and purposes or to some charitable use recognized by the *Income Tax Act*.