

1. In these by-laws
 - a) "Society" means Elderberries 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 ("voting members") as are present in person or on line, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Membership in the Society shall consist of:
 - (a) the minimum of 5 subscribers to the Memorandum of Association,
 - (b) those who support the objects of the Society,
 - (c) those whose name and contact information is written in the Members Online Database,
 - (d) those aged 50 and over, and our families, friends, and allies.
4. Every member is entitled to attend any members' meeting of the Society.
5. Every person may become a voting member and vote at any members' meeting of the Society after they have attended at least one previous members' meeting.
6. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
7. Membership in the Society is not transferable.
8. 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, by a vote of the majority of the members of the society or a majority vote of the board members of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.
9. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
10. No funds of the society shall be paid to or be available for the personal benefit of any member.

Members' Meetings

11. Every member, subject to by-law 5, shall have one vote and no more and there shall not be proxy voting.

12. A general or special meeting of the members may be held at any time and shall be called:
 - (a) if requested by the chair, or
 - (b) if requested by a majority of the Board, or
 - (c) if requested in writing by seven of the members.
 - (d) Any event including a picnic or zoom meeting at which attendance is kept, is considered a meeting.
13. Notice to members is required for general or special meetings. The notice must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the members at least seven (7) days prior to the meeting,
 - (c) be given to the members by newsletters, email, phone, or other electronic means,
 - (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.
14. An Annual General Meeting shall be held by March 31st of every year end and notice is required in accordance with Article 13.
15. 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 report of the Board,
 - (c) consideration of the annual financial report of the Society,
 - (d) the appointment of an independent reviewer of the finances for the ensuing year, and
 - (e) election of a new Board.
16. Quorum for the Annual General Meeting shall consist of seven (7) members including those taking part via electronic means. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17.
 - (a) If a meeting is convened as per by-law 12(a) or 12(b) 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.
 - (b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, the meeting shall be dissolved.
18. The Chair, or in their absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
19. Where there is an equality of votes the motion is lost.
20. The Chair may, with the consent of the meeting, 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.

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

Board members

22. Any member of the society shall be eligible to be elected a board member of the Society and a board member of the society shall be a member.
23. The number of board members shall be from five to eight. The subscribers to the Memorandum of Association of the Society shall be the first board members of the Society.
24. Board members shall retire from office at the end of each Annual General Meeting at which their successors are elected. Retiring board members shall be eligible for re-election.
25. If a board member resigns their office or ceases to be a member in the Society, their office shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board from among the members of the Society.
26. The members may, by special resolution, remove any board member and appoint another person to complete the term of office.
27. The Board may appoint committees as they see fit.
28. Board members 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, or
 - (b) while serving as a board member, when the possibility of a conflict is realized.
29. A conflict of interest does not prevent a member from serving as a board member provided that they withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Board Meetings

30. The Board shall meet no less than four times each year.
31. A meeting of board members may be held at the close of every Annual General Meeting without notice for the purpose of electing the Chair, Secretary, Treasurer and other officers. For all other Board meetings, notice is required and must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the board members at least seven (7) days prior to the meeting,
 - (c) be given to the board members by newsletters, email, phone, or other electronic means,
 - (d) the non-receipt of notice by any board member shall not invalidate the proceedings.
 - (e) Notice can be waived for board meetings with the unanimous approval of the Board.
32. Quorum shall consist of half of the board members. No business shall be conducted at any meeting of the Board unless a quorum is present to open the meeting and, upon request, before any vote.
33. The Chair or, in their absence, the Vice-Chair or, in the absence of both of them, any board member appointed from those present shall preside as Chair of that meeting.
34. Where there is an equality of votes the motion shall be lost.

Officers

35. The officers shall be elected by the board members and shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
36. The Chair shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the members or the board members.
37. The Vice-Chair shall perform the duties of the Chair during the absence of the Chair, or when the Chair may request them to do so.
38. The Secretary shall:
 - (a) have responsibility for the preparation and custody of all books and records including:
 1. the minutes of members' meetings,
 2. the minutes of Board meetings,
 3. the Membership Database, and
 4. filing the annual requirements with the office of the Registrar, and
 - (b) file with the Registrar:
 1. within fourteen (14) days of their election or appointment, a list of board members with their addresses, occupations, and dates of appointment or election
 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - (c) have other duties as assigned by the Board.
39. The board members may also appoint a Recording Secretary
 - (a) who is responsible for taking minutes of all Board and members' meetings, and
 - (b) who need not be a Board member.
40. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the Board.
41. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board.

Finance

42. The fiscal year end of the Society shall be the last day of December.
43. The Board shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
 - (a) a balance sheet showing its assets, liabilities and equity, and
 - (b) a statement of income and expenditure in the preceding fiscal year.
44. A copy of the financial report shall be signed by an independent reviewer or two board members.
45. The Secretary shall file a signed copy of the financial report with the Registrar within fourteen (14) days after each annual meeting.
46. An independent reviewer of the Society may be appointed by the members at the Annual General Meeting and, if the members fail to appoint an independent reviewer, the Board may

do so.

47. The Society may only borrow money as approved by a special resolution of the members.
48. The members may inspect the annual financial statements and minutes of membership and board members meetings 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.
49. Board members and officers shall serve without remuneration and shall not receive any profit from their positions. However, a board member may be paid reasonable expenses incurred in the performance of their duties.
50. The Society shall not make loans, guarantee loans or advance funds to any board member.