

**BY-LAWS OF
THE CAMPING ASSOCIATION OF NOVA SCOTIA
As Amended By A Special Resolution of the Members
at the Annual General Meeting on April 18, 2015**

MEMBERSHIP

1. Membership in the Camping Association of Nova Scotia (the Association) shall be those persons and/or Residential Camping Organizations (Camps) who support the objects of the Association and desire to be affiliated with the Association, complete the required membership form, are formally accepted by the Association, pay the required membership fee and thus are affirmed as Members-in-good standing of the Association.
2. The number of Members of the Association is unlimited.
3. Members of the Association must be residents of Nova Scotia or Prince Edward Island, or in the case of Camps, those Camps must be located in and/or provide residential camping services to the population of those provinces.
4. Membership in the Association is not transferable.
5. No funds of the Association shall be paid to or be available for the personal benefit of any Member. Nor shall the Association make loans, guarantee loans or advance funds to any Member for their personal benefit.
6. Membership in the Association shall cease upon receipt of resignation in writing to the Association or failure to pay annual membership fees within ninety (90) days of the renewal date (April 1st.) or if the Member ceases to qualify for membership in accordance with these By-laws, or if, by a vote of the majority of the Members of the Association or a majority vote of the Directors of the Association at a meeting duly called and for which Notice of the proposed action has been given to terminate the Member's Membership in the Association.
7. Members shall be entered into a registry of Members by the Membership & Accreditation Committee Chairperson, with the Members' name and contact information.
8. The following types of Membership are available within the Association:
 - a. **Camp Membership** – This Membership is open to any non-profit incorporated Society/ Association, or incorporated for profit Corporation or Company that operates a residential camping program, in accordance with the aforementioned requirements. Camp Membership in the Association shall entitle the Member organization to the full rights and privileges of

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the Association and to have access to qualifying for the programs of the Association. Any Society or Association that is operating multiple camp venues will be considered as a single Camp Member. Camp Members shall designate one (1) Representative of their Camp, by way of an email to the Chairperson of the Membership & Accreditation Committee, who shall then represent their Camp in the business of the Association and vote on behalf of their Camp at the meetings of the Association. Every Camp Member Representative shall be entitled to attend any meeting of the Association, to vote, on behalf of their Camp Member, at any meeting of the Association and to stand for election to any office. Each Camp Member Representative shall be entitled to one vote. There shall be no proxy voting.

b. **Associate Membership** – This membership is open to a person of legal age or a legally incorporated organization operating in Nova Scotia or Prince Edward Island or a residential camp operating in and/or primarily serving the provinces of Nova Scotia or Prince Edward Island or New Brunswick. Associate Members wishing to join the Association, must be in accordance with the By-laws. Associate Members shall have no voting rights nor other privileges in the Association nor be entitled to the camp accreditation program of the Association or programming funding or grants made to Camp Members. Associate Members shall be entitled to attend any meeting of the Association as observes and to make application to work on any of the programs, projects or committees of the Association.

FISCAL YEAR

9. The fiscal year of the Association shall be a period from April 1st. to March 31st.

MEETINGS OF THE ASSOCIATION

10. The Annual General Meeting (AGM) of the Association shall be held within three months after the end of each fiscal year (March 31st.). The Board of Directors will set the date and location for the meeting. Members shall receive a written Notice of Meeting , either by letter or email, at least 30 days in advance of the AGM.

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11. A Special General Meeting of the Association may be called, at any time, by the President or by at least fifty (50%) percent of the Directors of the Association or by at least 25% of the Camp Members of the Association.. Members shall receive a written Notice of Meeting , either by letter or email, at least 7 days in advance of the Special Meeting.
12. Notice of Meeting shall specifying the place, date and hour of the meeting and in case of special business, the nature of such business, shall be given to the members. The non-receipt of any notice by any Member shall not invalidate the proceedings of any general meeting.
13. No business shall be transacted at any meeting of the Members unless a quorum of at least five (5) Camp Members are in attendance.
14. If with-in thirty (30) minutes of the time appointed for a meeting, a quorum of Camp Members is not present, the meeting shall stand adjourned to such time and place as a majority of the Camp Members then present shall direct. If at such an adjourned meeting a quorum of Camp Members is not present, it shall be adjourned *sine die*.
15. Camp Members' Representatives can attend any meetings of the Association either in person or by way of conference call. It is the responsibility and the cost of the Association to make such a conference call facility, such as a SKYPE conference call, available to all Camp Members Representatives for meetings of the Members of the Association.
16. Only those Camp Members, whose accounts and business affairs are in good standing with the Association, are entitled to vote at any meeting of the Association's Members or on Special Resolutions. For the AGM, the Camp's membership fee with the Association for the upcoming Fiscal Year must also be paid before the commencement of the AGM meeting, in order for the Camp Member's Representative to be entitled to vote at that AGM.
17. At the AGM of the Association, the following items of business shall be dealt with and shall be deemed ordinary business:
 - a. Minutes of the proceeding AGM
 - b. Consideration of the annual reports of the various Directors, Officers and committees
 - c. Consideration of the financial statements

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- d. Election of Directors and the Appointment of Officers for the ensuing year(s)
 - b. All other business transacted at an AGM shall be deemed to be special business and all business shall be deemed special that is transacted at a Special General Meeting of the Association.
18. The President of the Association shall preside as Chairperson at every meeting of the Association. If the President is not at a meeting or does not wish to Chair the meeting or cannot Chair the meeting due to the possibility of a conflict of interest, the Board of Directors may appoint the Chairperson for the meeting.
19. The Chairperson, with the consent of the meeting, may adjourn any meeting at any time and no further business shall be then transacted at any such adjourned meeting.
20. The Chairperson of the meeting shall have no vote except in the case of a tie vote when they shall cast the deciding vote.
21. At any Members meeting, unless a poll is demanded by at least three Camp Members, a declaration by the Chair that a motion or resolution has been carried and the entry in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the Camp Members recorded in favour of, or against, such a resolution. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chairperson may prescribe and the result of such a poll shall then be deemed to be the will of the Association.

BOARD OF DIRECTORS OF THE ASSOCIATION

22. At the AGM of the Association, the Nominating Committee shall present a slate of Directors and Officers for election. The Board of Directors acts on behalf of the membership of the Association and does the work of the Association in-between the AGM and Special Meetings of the Membership. The Board of Directors has fiduciary responsibility to the Members of the Association and Directors must act with high due diligence and duty of care and loyalty in their governance and stewardship of the affairs and interests of the Association and must adhere to and uphold the By-laws of the Association.

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23. The responsibility for the management of the activities of the Association shall rest with the Directors who, in addition to the authorities and responsibilities outlined by these By-laws or otherwise expressly conferred upon them, may exercise, within the limits of the law, all powers as may be required by the Association to achieve its purposes. In particular, the Directors shall have power to set policy to guide the management of the Association, oversee the development of annual budgets, annual operations of the Standing Committees, the development of the Association's Strategic Plan, engage staff, and to determine their duties, responsibilities and remuneration.
24. Unless otherwise determined by a General or Special Meeting of the Association, the number of Directors shall be not less than five (5) and not more than fourteen (14).
25. The Camp Members may, by Special Resolution, remove any Director and appoint another Member to complete that term of office.
26. Any Camp Member's designated Representative to the Association or an Associate Member, of legal age, shall be eligible to be elected a Director of the Association.
27. Each Member Camp may only have up to two (2) their Camp's directors, employees, camp staff, volunteers or campers on the Association's Board.
28. Directors should ideally have a well experienced professional background in residential camping, preferably in the role of Senior Camp Staff or a Camp or Executive Director/Manager or as a Director of the Board for a residential camp or a youth services and programming organization.
29. Directors and Officers shall be elected by the Camp Members Representatives at the AGM of the Association.
30. At the AGM of the Association, the Directors shall retire from office, but shall hold office until the dissolution of the meeting, at which their successors are elected.
31. Directors may serve up to a three (3) year term of office. Directors retiring after their three (3) year term of office shall be eligible to stand for re-election. Directors who are serving as Officers are limited to 2 terms in the same position.

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32. In the event that a Director resigns their office or ceases to be a Member in the Association, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors, from among the Camp Members or Associate Members of the Association.
33. A majority of Directors may, by Motion, remove from the Board any of their number before the expiration of the period of office. The Directors may, with respect to this article, develop a code of conduct for Board members and/or a job description and/or a description of job Director expectations and roles which may provide grounds for such removal.
34. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the Association, have a duty to declare this interest. Such a declaration is to be made to the Members upon nomination or, if serving as a Director, to the Board, when the possibility of a conflict is realized. A conflict of interest does not preclude a Member from serving as a Director, provided that they withdraw from decision making on matters pertaining to that interest and that such withdrawal is duly recorded in the minutes.
35. Directors are not entitled to salaried remuneration for their service as Directors, but shall be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses may be specified in advance by a policy of the Board of Directors.
36. From time to time, the Board may choose to contract or hire a Director (or a Member of the Association) for specific management and/or professional services, for the benefit of the Association, which are above and outside the normal scope of Directors' duties and responsibilities.
37. The Members may choose to offer Directors a Personal Training and Career Development Honorarium or Bursary, for each year of completed service on the Board, to recognize their volunteer work and contribution to the Association. The annual dollar amount of this Honorarium or Bursary will be determined by the Camp Members at the AGM.
38. Directors of the Association shall include the Officers of the Association and Directors-at-Large.
39. Meetings of the Board of Directors shall be held not less than four times annually (not including the AGM).

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40. Directors must attend a majority of the Board Meetings, over the course of this fiscal year, for which due Notice of Meeting has been given.
41. Directors shall receive at least a seven (7) day written Notice of Meeting, specifying the date, time and planned location of the meeting, either by letter, text message or email, for Regular Board Meetings. Non-receipt of such notification by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
42. For a Special Meeting of the Board, Directors shall receive at least a one (1) day written Notice of Meeting, either by text message or email, specifying the date, time and planned location of the meeting. Non-receipt of such notification by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
43. At any duly constituted Board meeting, the Directors may pass a Motion for the Waiver of Notice.
44. No business shall be transacted at any meeting of the Directors unless a quorum of fifty one percent (51%) of Directors are in attendance.
45. Directors may attend any meeting of the Board in person or by telephone or conference call.
46. If within thirty (30) minutes of the time appointed for a meeting, if a quorum of Directors is not present, the meeting shall stand adjourned to such time and place as a majority of the Directors then present shall direct.
47. At such an adjourned meeting, the Directors then present shall then constitute quorum.
48. Any Board of Directors Motion or Resolution requires a majority vote to be carried.
49. No proxy voting is permitted for the Board of Directors meetings.
50. Directors may also vote on Board Motions by way of conference call or email correspondence between themselves.
51. The President of the Association shall preside as Chairperson at Directors meetings. If the President is not at a meeting or does not wish to Chair the meeting or cannot Chair the meeting due to the possibility of a conflict of interest, the Board of Directors or the Camp Members may appoint one of their members as Chairperson for the meeting.

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52. At a Directors meeting, the Chairperson of the meeting shall have no vote except in the case of a tie vote when they shall cast the deciding vote.

53. The Chairperson, with the consent of the meeting, may adjourn any meeting at any time and no further business shall be transacted at any such adjourned meeting.

COMMITTEES OF THE ASSOCIATION

54. The Board of Directors shall create Standing Committees and may create Special Committees to facilitate the work of the Board and the purpose Association. Committee should have a minimum of three members and meet as often as reasonably necessary to adequately complete their ongoing responsibilities.

55. The Standing Committees of the Association are: Awards Committee, Training & Education Committee, Membership and Accreditation Committee, Nominating Committee and the New Program Grants Committee.

OFFICERS OF THE ASSOCIATION:

56. The Officers shall comprise the Executive Committee of the Association and of the Board. As such they are responsible for suggesting names to fill vacant Board of Director positions, developing the annual budget and carrying out the work of the Board and the business of the Association in between Directors and Members meetings.

57. The Officers, with the approval of the Board, have to authority to execute on behalf of the Association contracts, deeds, bills of exchange, cheques and other legal instruments and documents by the signature of any two of the Officers of the Association.

58. The Officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer and a Past President. The offices of Treasurer and Secretary may be combined.

59. The President shall be responsible for the overall effectiveness of the Board of Directors, setting meeting dates, providing Notice of Meeting to the Directors, providing a written Meeting Agenda to Directors prior to meetings and shall perform such other duties as may be assigned to them by

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the Board from time to time. The President's prime duty is to ensure that the Directors of the Association meet, conduct business and fulfill their fiduciary responsibilities with due diligence so as to ensure the Association's interests are protected and the Association's affairs are conducted in good order and in accordance with these By-laws. Ideally the President will have strong management, administration, communication and team leadership abilities as well as have strong prior Board of Directors experience.

60. The Vice-President shall perform the duties of the President during the absence, illness or conflict of interest of the President, or during such period the President may request them to do so.
61. The Secretary shall be responsible for the minutes of the meetings of Members and Directors, and shall perform such other duties as may be assigned to them by the Members or Directors.
62. The Directors may also appoint a Recording Secretary, who is not a Director, for the purpose of taking minutes and may carry out other such duties as the Board may assign.
63. The Treasurer shall be responsible for overseeing the financial management and practices of the Association, insuring that Directors understand both the current and forecasted financial position and the financial and business risks of the Association and for overseeing other legal filings and records of the Board of Directors and the Association. Ideally the Treasurer will be highly knowledgeable and well experienced in financial and business management and/or accounting and have strong prior Board of Directors experience.
64. The Past President of the Association shall fulfill the role of a mentor to the President and acts as a valuable resource to the Board of Directors

AUDIT OF THE ACCOUNTS OF THE ASSOCIATION

65. The Directors are responsible for insuring that all Members receive annually, a written Financial Report on the financial affairs and position of the Association. This Report shall include the Financial Statements of the Balance Sheet, showing the particulars of its liabilities and assets, and a statement of Income and Expenditures for the past fiscal year. A copy of the Financial Statements, as a true and fair account of the Association's financial affairs, shall be signed by the

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auditor or, if there is no auditor, by two Directors and shall be filed with the Nova Scotia Registrar of Joint Stocks (the Registrar) within fourteen days (14) after the AGM, each year, as required by law.

OTHER ADMINISTRATIVE REQUIREMENTS OF THE ASSOCIATION

66. The Camp Members of the Association have the power to repeal or amend any of these By-laws by passing a Special Resolution at any meeting of the Association.
67. A three-quarters (75%) majority of those present at a meeting is required for the Special Resolution to be carried.
68. The Association shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days (14) after the Resolution is passed.
69. The Association shall annually file with the Registrar, along with its Annual Financial Statements, a list of its Directors and Officers, with their addresses, occupations, and dates of appointment or election, and, within fourteen (14) days of a change of directors, notify the Registrar of the change.
70. The seal of the Association shall be in the custody of the Secretary or the Treasurer and may be affixed to any document upon Resolution of the Members or the Board of Directors.
71. Custody of the financial books and records of the Association and of the Board of Directors shall be the responsibility of the Treasurer.
72. The books and financial records of the Association may be inspected by any Camp Member, with reasonable notice, at 5516 Spring Garden Rd., 4TH Floor, Halifax, NS, B3J 1G6.
73. The Board shall conduct a risk assessment annually and ensure itself that the Association itself and the Directors and Offices themselves are adequately protected against liability resulting from a legal action, suit or proceedings in respect to the pursuit of the Association's mission.