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BY LAWS

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MEDWAY RIVER  
SALMON ASSOCIATION

# Memorandum of Association

## Medway River Salmon Association

1) The name of the association is the Medway River Salmon Association, hereinafter referred to as the Association.

2) The objectives of the Association are: a) To further in all ways possible the conservation, protection, propagation and the perpetuation of the Atlantic Salmon in the waters of the Medway River/watershed and its tributaries. b) To support and assist the Department of Fisheries and Oceans, The Provincial Department of Fisheries and organizations in any program to conserve and improve the salmon fishery. c) To support the Nova Scotia Salmon Association in its work to improve the water quality of Nova Scotia Salmon Rivers, Brooks and Streams d) To encourage and promote courtesy and good sportsmanship in the sport salmon fishery. e) To do all other things as are necessary, incidental or conducive to the support of the objectives herein before mentioned.

PROVIDED that nothing herein contained shall permit the Association to carry on any trade, industry or business and the Association shall be carried on without purpose of gain to any of the members and that any surplus of any accretions of this Association shall be used solely for the purpose of the Association and the promotion of its objectives.

PROVIDED, further, that for any reason the operations of the Association are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to the Nova Scotia Salmon Association, or to some other charitable organization in the watershed areas of the Medway River, having objectives similar to those of the Medway River Salmon Association.

3) The activities of the Association are to be carried out in the watershed areas of the Medway River and its tributaries within the province of Nova Scotia.

4) The registered office of the Association shall be: P.O. Box 93, Mill Village, N.S., B0J 2H0.

## **Membership**

- 5) Membership in the Association is open to any person who subscribes to the objectives of the Association.
- 6) The membership fee shall be set at \$10.00 per annum, unless otherwise determined by the membership at the annual meeting.
- 7) The membership year shall be from the first day of April to the 31<sup>st</sup> day of March next following.
- 8) Membership in the Association shall cease on the death of the individual, upon written notice of resignation of membership, or when the individual ceases to qualify for membership.
- 9) A person may be awarded an Honorary membership of Life membership in the Association in recognition of services to the Association or to the promotion of the objectives of the Association, such award shall be made at the annual meeting.

## **Finance**

- 10) Funds for the general operation of the Association shall be derived from the annual membership fees.
- 11) Besides the revenue from membership fees, contributions of money or other assets may be accepted by the Association and used to further the objectives of the Association.
- 12) Contributions may be earmarked by the donor for special purposes, approved by the executive of the Association, and separately accounted for by the Treasurer, in the financial statements of the Association.
- 13) The fiscal year of the Association shall be the 12 month period from the first day of January to the 31<sup>st</sup> day of December, both dates inclusive.

14) All checks, documents and negotiable securities of the Association must be signed by any two of the Executive Officers, named in these by-laws.

15) The financial records shall be audited by an auditor, and a report of the audit shall be given at the annual meeting.

16) The auditor shall be appointed by the Executive.

## **Administration**

17) The officers of the Association shall be a President, Vice President, Treasurer and Secretary.. These officers shall be known as the Executive. Their role shall be to administer the business of the Association under the direction of the membership.

18) For the purpose of Incorporation the five signing officers of the Association shall be the Executive and the Chair of the Environment Committee.

19) The officers of the Association shall be elected at the annual meeting and shall take office immediately following the annual meeting and shall hold office for one year.

## **Meetings**

20) The Annual Meeting of the Association shall be held in January of each year.

21) All members in good standing shall have the right of casting a single vote at meetings of the Association. Proxy voting is not allowed.

22) A quorum at any meeting of the Association shall be 15 members in good standing. In addition, to the Annual Meeting the Association shall hold two other membership meetings in the months of May and September.

## Duties

23) The Executive shall govern the Association in such a way as to best further the objectives of the Association. The Executive shall meet no fewer than eight times during the year. The Executive shall administer the affairs of the Association; to provide liaison with Government Departments, and other bodies interested in the Atlantic Salmon; to form committees to carry out specific duties and projects. The Executive shall represent the Association at the Nova Scotia Salmon Association meetings and meetings of other Organizations.

24) The Executive shall be the contact between the Association and the media.

25) It shall be the duty of the President to preside at all general meetings of the Association, at all meetings of the Executive, to perform such duties as usually fall to the lot of this office and any other duties which may be specifically allotted to him/her by these By-Laws.

26) It shall be the duty of the Vice-president to act as the duly authorized representative of the President in his/her absence or in the event of his/her disability. He/she shall be thoroughly familiar with the affairs of the Association and shall assist the President in the performance of his/her duties. He/she shall also perform such duties as may be allotted to him/her from time to time. He/she shall sit on the Environment Committee.

27) The Treasurer shall be responsible for the receipt and custody of all revenue for the Association and shall keep the Executive fully advised of all matters pertaining thereto. He/she shall keep an accurate book record showing all receipts and disbursements and shall see that all monies received are deposited to the account of the Association in such depositories as the Executive decides. He/she shall see that all bills and invoices against the Association are paid upon the authority of the Executive. He/she shall have prepared financial reports at such times and in such a manner as required by these By-Laws. The Treasurer shall sit as a member of the Membership/Communications Committee.

28) The Secretary shall be responsible for the proper recording of the minutes of the meetings at the Annual meeting, and other general meetings of the Association and the Executive meetings. He/she shall be responsible for the general correspondence of the Association and shall operate an adequate system of records and filing for the minutes, correspondence and other non-fiscal papers of the Association.

29) In the event of an absence of any officer of the Association or for any other reason that may be deemed sufficient, the Executive may delegate the powers or duties of any such officer, member or committees for the time being.

30) It shall be the duty of the Secretary to forward to the Secretary of the Nova Scotia Salmon Association, a copy of the minutes of each membership meeting.

## **Committees**

31) The Association shall have the following committees:

Environment

Membership/Communications

Fund-raising

32) The Membership/Communications and Fund-raising Committees shall have a minimum of three members and a maximum of five members. The Environment Committee shall have a minimum of seven and a maximum of eleven members. They shall be selected by the membership at the Annual Meeting and serve for a period of one year. They shall select among themselves a Chairperson and a Secretary. They shall meet a minimum of four times a year. They shall prepare a report for all general meetings of the membership.

33) The Environment Committee shall be responsible for all aspects of the water quality of the Medway River/watershed and its tributaries. In addition, they shall be responsible for Liming Projects, Adopt A Stream, Incubation Box and other stocking initiatives, Rotary Screw Trap (Smolt Wheel), access problems due to Power Dam at McGowan Lake and any and all related matters.

34) The Membership/Communications Committee shall be responsible for membership recruitment and maintaining up to date membership lists, including, mailing addresses, e-mail address and phone numbers. The development and maintenance of a web site.

35) The Fund-raising Committee shall be responsible for all fund-raising initiatives on behalf of the Association.

36) Other committees to deal with specific duties or projects may be appointed by the Executive from time to time.

## **Order of Business at Membership Meetings**

37) The order of business at membership meetings of the Association shall be as follows:

- a) Call to order and Presidents Report
- b) Minutes of previous meeting
- c) Business arising from the minutes
- d) Treasurer's Report
- e) Auditor's Report (annual meetings only)
- f) Committee Reports
- g) New Business
- h) Election of Officers
- i) Adjournment

## **Affiliations**

38) The Association shall affiliate with the Nova Scotia Salmon Association and other Associations deemed appropriate by the membership.

## **Borrowing Powers**

39) The Executive may, from time to time, in their discretion, raise or borrow money to further objectives of the Association, securing the repayment of such monies by mortgage of real property of the Association, providing such borrowing and mortgaging is sanctioned by a resolution presented to a general membership meeting, specifying the intention. Adoption of such resolution will require an affirmative vote of a majority of not less than two-thirds of the members in good standing that are present at the meeting.

## **Removal of Member**

40) If a member is perceived to be in breach of the objectives of the Association, that member's name shall be submitted to an ad-hoc Committee comprised of one member of the Executive and the Chairpersons of the Environment and Membership/Communications Committees, who will review/investigate the members status and report their findings to the Executive. The Executive will then vote on the named members status which could be recommended to continue, terminate or receive a reprimand. The member will be given an opportunity to be heard by the Executive before a final vote is taken by the membership. The decision of the membership shall be final with no further appeals. Removal of an Executive Officer can only take place through a special resolution.

## **Amendments to By-Laws**

41) Amendments to these By-Laws shall be proposed in a resolution at the Annual Membership Meeting. Adoption of the resolution shall require an affirmative vote of not less than two-thirds of the members in good standing present at the meeting.

42) These By-Laws were adopted at a Founding Meeting of the Medway River Salmon Association held in Charleston, Nova Scotia, March 27, 2007 and amended, from time to time, at Annual Membership Meetings.