

**BY-LAWS
OF
FUSION HALIFAX NETWORKING ASSOCIATION**

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DEFINITIONS

1. In these by-laws, unless there be something in the subject or context inconsistent therewith:

- (a) "Committee" means designated committees established by the Association to promote certain goals in accordance with the objectives of the Association;
- (b) "Association" means FUSION Halifax Networking Association;
- (c) "Board" means the Board of Directors of the Association;
- (d) "Director" means a director of the Association;
- (e) "Executive Board" means a board conformed by the Officers of the Association;
- (f) "In Writing" means any communication in written form including all electronic communication;
- (g) "Member" means any individual who submits his/her contact information by signing up for the Fusion newsletter or through a membership enrolment mechanism as determined by resolution of the Board and wishes to uphold the objectives of the Association and confirms his/her support of the Association in the manner determined by the Association;
- (h) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- (i) "Resolution" means a resolution passed by a simple majority of individuals entitled to vote; and
- (j) "Special Resolution" means a resolution passed by not less than three-fourths of Directors entitled to vote as are present in person or by proxy, where proxies are allowed, at a board meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- (k) "Strategic Pillars" mean each of the three cornerstones that ground the Association's programming and activities; Connect, Grow, and Thrive.

MEMBERSHIP

Eligibility for Membership

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be Members of the Association, and their names shall be entered in the Registry of Members accordingly.

3. For the purposes of registration, the number of members of the Association is unlimited.

Rights and Privileges of Members

4. Every Member of the Association shall be entitled to attend any meeting of the Association and to vote at the Annual General Meeting in person.

5. A Member is permitted to hold any office.

6. Membership in the Association shall not be transferable.

Termination of Membership

7. Membership in the Association shall cease upon
 - (a) death of a member;
 - (b) notice to the Association demonstrating intent to renounce membership;
 - (c) Special Resolution of the Board; or
 - (d) if the member ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

8. The fiscal year of the Association shall be the period from November 1 to October 31.

GENERAL MEETINGS

Annual General Meeting

9. The Annual General Meeting (“AGM”) of the Association shall be held within three months after the end of each fiscal year of the Association.
10. At the AGM of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - (a) Minutes of the preceding AGM;
 - (b) Consideration of the annual report of the directors;
 - (c) Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - (d) Appointment of Directors for the ensuing year;
 - (e) Appointment of officers; and
 - (f) Appointment of auditors;
11. 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 an SGM of the Association.
12. No business shall be transacted at any AGM of the Association unless a quorum of 10 members is present at the commencement of such business.

Special General Meeting

13. A Special General Meeting (“SGM”) of the Association may be called by the Board at any time by a Special Resolution of the Board or shall be called by the Board if requisitioned In writing by at least fifty (50) members of the Association.

Notice

14. Two weeks' notice of an AGM or SGM, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be deemed provided so long as the details above have been posted in a conspicuous place. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
15. Any proposal by a member at the AGM shall be included in the items of business and may include nominations for the appointment of directors:
 - (a) If the proposal is signed by not less than 20 members entitled to vote at the meeting at which the proposal is to be presented; and
 - (b) If the member gives two weeks' notice of such business to the Chairperson.

Quarterly General Meetings

16. The Chairperson shall call a quarterly general meeting of Members for the purpose of determining the programming and events of the Association and of creating Committees that will be tasked with executing said programs and events.

Notice

17. Thirty days' notice of such meeting shall be given to the members and the Board.
18. A Member or Director may participate in meetings of the Board by means of telephone or other communications facilities and shall be deemed to be present at the meeting.

BOARD MEETINGS

Frequency of meetings

19. The newly appointed Officers and Directors shall meet within one month of appointment at the AGM.
20. Meetings of the Board shall be held as often as the business of the Association may require but at least on a monthly basis.
21. A meeting of a Board shall be called if requisitioned by at least fifty (50%) of the Directors of the Board.

Notice

22. A Board meeting may be held at the close of every AGM or SGM of the Association without notice.
23. Notice of all other Board meetings shall specify the time and place of the meeting, but non receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.
24. Notice of all Board meetings must be given at least seven (7) days ahead of a meeting unless such notice is waived by 50% plus 1 of Directors In Writing.
25. A Director may participate in meetings of the Board by means of telephone or other communications facilities and shall be deemed to be present at the meeting and counted towards meeting quorum.

Quorum

26. No business shall be transacted at a Board meeting of the Association unless a quorum of 50% plus 1 of Directors are present, excluding the Chairperson from the count.
27. If within one-half hour from the time appointed for the meeting, a quorum of Directors is not present, the meeting shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the Directors shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned without a specific date.

Regrets

28. If a Director is unable to attend a scheduled meeting, they must provide regrets in writing to the Chairperson within 48 hours of the start of the meeting.

Presiding Officer

29. Meetings of the Board shall be called by the Chairperson.
- (a) The Chairperson of the Association shall preside as Chairperson at every meeting of the Association and shall determine the procedure for the meeting;
 - (b) If there is no Chairperson or if at any meeting the Chairperson is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;
 - (c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the Executive shall appoint a Chairperson.
30. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
31. The Chairperson may, with the consent of the majority of the attendees, be entitled to vote at the monthly board meeting, adjourn any board meeting from time to time and from place to place, but no business shall be transacted at any adjourned monthly board meeting, other than the business left unfinished at the board meeting from which the adjournment took place, unless notice of such new business is given to the Directors.

Resolutions

32. A simple majority vote by those present and entitled to vote at such meeting during agenda adoption will adopt the motion.
33. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to the effect in the minutes of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
34. If a poll is demanded in manner aforesaid, the same shall be held in such a manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Association in board meeting.
35. A resolution in writing signed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. A resolution so effected shall be deemed to constitute a waiver of any notice required under these by laws or law to have been given for such a meeting.

Meeting Minutes

36. Meeting minutes will be recorded by the Governance Officer. If the Governance Officer is unavailable, the Treasurer will be designated to take meeting minutes. If both the Governance Officer and Treasurer are unavailable, a temporary person may be appointed from the Directors in attendance by a simple majority vote.

VOTES OF DIRECTORS

37. Only Directors have voting privileges at monthly board meetings of the Association.
38. Each Director shall have one vote, unless the Director holds proxy voting rights in accordance with these By-laws.
39. Members may vote by proxy provided that all of the following rules are adhered to:
 - (a) the Director has made their best efforts to avoid being absent from the scheduled meeting.
 - (b) the member shall be permitted, subject to a justified denial by the Chair following deliberation with the executive, to allocate proxy-voting authority to any Director other than the Chair for any motion heard at the meeting of for which notice of motion was given in the agenda circulated prior to the meeting.
 - (c) The holder of one or more proxies must declare any and all proxy votes held by that Member at the beginning of the meeting in order for the proxies to be validly used.
 - (d) The proxy holder will exercise their proxy vote authority in accordance with wishes of the allocating member at all times and in compliance of Robert's Rules of Order.
 - (e) Should an alteration or amendment occur to a motion that is beyond the contemplation of the member who has allocated their voting right to a proxy holder, the proxy holder will not exercise the proxy without confirmation from that member.
 - (f) A proxy is not tradable or transferable from one proxy holder to another without consent from the member allocating proxy-voting authority.
 - (g) The member allocating proxy may revoke proxy rights at any time but are forbidden from reassigning their proxy to another proxy holder once the meeting has been called to order.
 - (h) All declarations of proxy holding will be reported in the minutes and will include the name of the holder and which member(s) they have proxy-voting authority.

DIRECTORS

Eligibility

40. Any member of the Association shall be eligible to be appointed a Director of the Association.

Term of Office

41. Unless otherwise determined by a monthly or AGM, the number of Directors shall not be less than five or more than fifteen.
42. The subscribers to the Memorandum of Association of the Association shall be the first Directors of the Association.
43. All Directors shall be appointed for a term of two years except for the Chair and Vice- Chair who shall be appointed for a term of one year.
44. Any Director, other than an Officer, shall serve no more than 4 years in the same position, or more than a total of 6 years in any Director position.
45. At the first AGM of the Association and at every succeeding AGM, Directors whose term is expiring as of that meeting shall retire from office but shall hold office until the dissolution of the meeting at which their successors are appointed and retiring Directors shall be eligible for reappointment.
46. A replacement director to fill a vacant position shall be exempt from term limits for the period of unexpired portion of the term in which they assume the role.
47. The terms of office for specific positions are as follows:
 - (a) The Chair shall be elected for a term of 1 year and serve no more than two terms.
 - (b) The Vice-Chair shall be elected for a term of 1 year and serve no more than two terms.
 - (c) The Treasurer shall be elected for a term of 2 years and serve no more than two terms.
 - (d) The Governance Officer shall be elected for a term of 2 years and serve no more than three terms
 - (e) The Director of Member Relations shall be elected for a term of 2 years and serve no more than three terms
 - (f) The Director of Diversity and Inclusion shall be elected for a term of 2 years and serve no more than two terms
 - (g) The Director of Marketing and Communications shall be elected for a term of 2 years and serve no more than two terms
 - (h) The Director of Development shall be elected for a term of 2 years and serve no more than two terms

Recruitment

48. New Directors will be recruited to the Board in accordance with the association's "Recruitment Policy"
49. In recruiting new directors, as long as the total number of directors does not exceed 15, the Association is able to appoint "Directors", with the intent that they may later be assigned to a specific role.

Vacancies

50. In the event that a Director resigns from office or ceases to be a member in the Association, whereupon their office as Director shall as a result be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the members of the Association. The replacement Director shall be exempt from term limits for the period of unexpired portion of the term.
51. Vacant positions will be filled according to the association's "Recruitment Policy"

Removal of a Director

52. The Association may, by Special Resolution, remove any Director before the expiration of their period of office and appoint another member of the Association in their stead. The person so appointed shall hold office during such time only as the Director in whose place there are appointed would have held office had they not been removed. The replacement Director shall be exempt from term limits for the period of unexpired portion of the term.
53. Attendance at Board Meetings and General Meetings shall serve as part of the criteria to remove a Director. Should a Director fail to attend two (2) Board Meetings and/or General Meetings within a fiscal year. A Director can be determined to be exempt from this for medical and personal emergencies.

Conflict of Interest of Directors

54. Directors who have, or reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration shall be made to the members upon nomination, and if serving as Director, when the possibility of a conflict is realized.
55. A conflict of interest does not prevent a member from serving as a Director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Remuneration of Directors

56. Directors and Officers shall serve without remuneration and shall not engage in any profit serving venture for personal financial gain without written approval by the Executive Committee. However, a Director or Officer may be paid reasonable expenses incurred in the performance of their duties.

OFFICERS

56 - 58. Repealed

Roles and Responsibilities

Chairperson

59. The Chairperson shall preside at all meetings of the Association and of its Executive Board. The Chairperson shall be responsible for the proper observance at all times of the Association and its Bylaws, and shall arrange for such meetings as may be deemed necessary for the advancement of the objectives of the Association. The Chairperson is responsible for any duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office.

Vice-Chairperson

60. The Vice-Chairperson shall, at the request of the members and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period as the Chairperson may request them to do so.

Treasurer

61. The Treasurer shall ensure that accurate records of all receipts and disbursements of the Association are kept at all times. The Treasurer shall disburse the funds of the Association under the direction of the Board, and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Association. The Treasurer shall also have prepared for the presentation to the membership, a financial statement each year to the Annual General Meeting of the Association.

62. The Treasurer will act as the Governance Officer for meetings where the Governance Officer is absent.

Governance Officer

63. The Governance Officer shall keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to them by the members. The Governance Officer shall monitor the Board of Directors' compliance with the association's By-laws and oversee by-laws and policy changes. The Governance Officer shall also advise on issues pertaining to the proper and legal conduct of the operations of the Association.

64. The members shall appoint the Governance Officer and may also appoint the Treasurer of the Association to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of Governance Officer and Treasurer.

65. If the Governance Officer and Treasurer are absent from meetings, the Directors may appoint a temporary substitute for the Governance Officer who shall, for the purposes of these by-laws, be deemed to be the Governance Officer for the period determined by the Directors.

66. The Governance Officer shall be responsible to update the association's registration with the Registry of Joint Stocks as required.

Director of Member Relations

67. The Director of Member Relations shall oversee the Association's member communications, spearhead the Association's membership recruitment and retention strategy, assign Strategic Pillars to Directors of Programming pending approval of the assignment by the Chairperson and the Board, and liaise between the Association's members and its Board of Directors.

Director of Communications

68. In collaboration with the Director of Social Media, the Director of Communications shall be responsible for all matters related to the marketing and communications' strategy of the Association, as well as for building and overseeing the Association's Communications and Marketing team.

Director of Development

69. The Director of Development shall be responsible for developing and maintaining the relationships of the Association with sponsors and partners. They shall lead efforts to secure funding and sponsorship for the Association.

Director of Diversity

70. The Director of Diversity shall act as a strategic advisor for the Board for all matters related to the association's diversity and inclusion policy. They shall lead efforts to foster inclusiveness and diversity in the Association's programming and events.

Director of Social Media

71. In collaboration with the Director of Communications, the Director of Social Media shall support and align the Association's social media activities, as well build and oversee the Association's Communications and Marketing team.

Directors of Programming

72. The Association shall appoint 6 Directors of Programming to manage the event affairs of the Association under the general direction of the Board.
73. The Programming Directors shall be elected for a term of 2 years and serve no more than two terms
74. The Directors of Programming shall be responsible for proposing, planning, and delivery of the Association's programming and events of. They shall oversee the Committees created by the Association for the execution of such programs and events.
75. Two Directors of Programming shall be assigned to each of the Association's three Strategic Pillars to ensure their proper representation in the Association's programming activities.

OPERATIONS DIRECTORS

76. The Operations Directors shall provide strategic advice to the Board and support the Directors of Programming of the Association
77. The Operations Directors of the Association shall be the Director of Diversity and Inclusion, the Director of Marketing and Communications, and the Director of Development.
78. The Operations Directors shall be elected for a term of 2 years and serve no more than two terms

POWERS, DUTIES AND PROTECTION OF DIRECTORS

General and Specific Powers

79. The management of the activities of the Association shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as any be exercised or done by the Association and are not hereby or by law expressly directed or required to be exercised or done by the Association in board meeting. In particular, the Directors shall have power to engage a co-ordinator and to determine the coordinator's duties and responsibilities and their remuneration.
80. The Board may appoint an executive committee, consisting of Officers and such other persons as the Board decides. The Board shall have the power to establish other committees as determined by the Directors to be necessary to promote the objectives of the Association. The membership and composition of each committee may be determined by the Board or by the members of the committee.
81. The Board shall approve the assignment of Strategic Pillars to Directors of Programming by resolution.
82. Contracts, deeds, bills of exchange and other instruments and documents may, only with the approval of the Board, be executed on behalf of the Association by the Chair and the Treasurer or otherwise as prescribed by resolution of the Board.

Accountability of Directors

83. Neither the Board nor any person acting on their behalf shall sell, exchange or otherwise alienate the real property of the Association without the approval of the Board by way of special resolution duly passed at a Board Meeting, notice of which meeting has been given In Writing to all members in good standing at least twenty days prior to the meeting.
84. Every Director or Officer, former Director or Officer, or person who acts or acted at the Association's request, as a Director or Officer of the Association, a body corporate, partnership or other association of which the Association is or was a member, partner or creditor, and the heirs and legal representatives of such person, in the absence of any dishonesty on the part of such person, shall be indemnified by the Association against, and it shall be the duty of the Directors out of the funds of the Association to pay, all costs, losses and expenses, including an amount paid to settle an action or claim or satisfy a judgment, that such Director, Officer or person may incur or become liable to pay in respect of any claim made against such person or civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Association or such body corporate, partnership or other association, whether the Association is a claimant or party to such action or proceeding or otherwise; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as against the members over all other claims.

Protection of Directors

85. No Director or Officer, former Director or Officer, or person who acts or acted at the Association's request, as a Director or Officer of the Association, a body corporate, partnership or other association of which the Association is or was a member, partner or creditor, in the absence of any dishonesty on such person's part, shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or such person, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or through the insufficiency or deficiency of any security in or upon which any of the funds of the Association are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any funds, securities or effects are deposited, or for any loss occasioned by error of judgment or oversight on the part of such person, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of such person or in relation thereto.

86. The Board may by Resolution give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Association. 87. The Association may acquire reasonable insurance to fulfill its obligations under these by-laws.

COMMITTEES

Mandate and Composition

88. The Board may establish standing and/or ad-hoc committees to plan and execute the Association's programming and events.
89. The Board has the power to determine the scope of a Committee's mandate, the composition of the Committees, and all other criteria applicable to such Committees, as needed.
90. Committees shall be composed of Members of the Association recruited to execute the planning and tasks needed to deliver the programming or event that the Committee has been tasked with executing.
91. Committees shall have at a minimum one representative Director on the Board to oversee its operations.

Creation

92. Committees may be established by approval of a resolution at a Board or General Meeting

Dissolution

93. Committees shall be dissolved by approval of a motion at a Board or General Meeting

Meeting

94. The Board will meet regularly, as is necessary to carry out the mandate and objectives of the Society. Committees will determine the frequency and schedule of their meetings, as needed.
95. Committee meetings may be attended by means of simultaneous communication, where the individual participating in such a meeting is deemed to be present

Quorum

96. Quorum for meetings shall be three Committee Members, at least one of whom must be Directors of the Association;

Reporting to the Board

97. Committees must report to the Board at regular intervals, as determined by the Board upon their creation.

FINANCE

98. The Treasurer shall present to the members, at the AGM, a written report on the financial position of the Association. The report shall be in the form of:
- (n) A balance sheet showing its assets, liabilities and equity, and
 - (o) A statement of its income and expenditure in the preceding fiscal year.
99. A copy of the financial report shall be signed by an auditor or, if there is no auditor, by two Directors.
100. A signed copy of the financial report shall be filed with the Registrar within one month after each annual meeting.
101. Custody of the books of the Association shall be the responsibility of the Treasurer.
102. The books and records of the Association may be inspected by any member at any reasonable time within two days prior to the AGM at the registered office of the Association.
103. The borrowing powers of the Association may be exercised by Special Resolution.
104. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) of the following members: the Chair, the Treasurer and any other member of the Executive.

AMENDMENT OF BY-LAWS

105. The Association has power to make, add to, repeal or amend any of these by-laws by Special Resolution.

MISCELLANEOUS

106. The Association shall file with the Registrar its Annual Statement a list of its Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.

107. The Association shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the resolution is passed.

108. The seal of the Association shall be in the custody of the Governance Officer and may be affixed to any document upon Resolution of the Board.

109. Preparation of minutes, custody of records, and custody of the minutes of all the meetings of the Association and of the Board shall be the responsibility of the Governance Officer.

110. Words importing the singular include the plural and vice versa and words importing gender include all genders, unless the context requires otherwise.