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EAC Annual General Meeting
September 15, 2026

Proposed EAC Bylaw Amendments

The EAC Board of Directors proposes a Special Resolution to amend our Society's Bylaws. The proposed amended bylaws are attached here starting on page 4. They were last amended in 2020.

There are six main changes in 2026 indicated in red, in the bylaws themselves (pages 4-13), which seek to clarify some key governance principles and practices. They are:

- Membership engagement (Article 1)
- Voting or consensus at membership meetings (Article 15)
- Term of Office of directors -exception (Article 17)
- Election of new and continuing directors (Article 21)
- Role of Executive Committee (Article 29)
- Board commitment to consensus decision-making (Article 35)

Also indicated are several minor edits that have no substantive impact on our governance.

Main Changes

1. Member engagement (inserted following Article 5)

The society is committed to the engagement of the membership on matters pertaining to the relevance of its mission and objectives.

This addition underscores the importance of the membership in determining the overall direction of the Society.

2. Membership meetings (Article 15)

The co-chairs, or in their absence, another officer, director or member chosen by the those present, shall preside at such meetings and shall have a vote. In the absence of unanimity or consensus, and unless the matter is urgent, the presiding member shall refrain from casting a deciding vote and the matter shall be referred for further study to a group of at least 3 members reflective of the range of opinions present.

This change to a somewhat awkward but necessary article adds clarity to the role of presiding over membership meetings and how a decision, if one be required, should be handled.

3. Board member terms (Article 17)

The term of office for Directors shall be three years and Directors may serve a maximum of two consecutive terms in office, unless extended by a decision of the board, after which they will be ineligible for reappointment for a period of one year.

This amendment allows the board, in special circumstances, to extend the term of office of an individual board member including an officer.

4. Election of directors (Article 21)

At each Annual General Meeting, the Members present shall confirm by majority vote the appointment of those directors previous elected whose terms are not yet complete
and, in a separate vote, elect the new directors nominated.

This amendment adds needed clarity to the process of electing the board of directors. It recommends that the Society separately elect (re-elect) board members whose terms are not yet complete and then those nominated as new directors.

5. Executive Committee (Article 29)

The Executive Committee shall consist of the Board Co-Chairs, Treasurer and Secretary, as well as the Executive Director, as a non-voting member. It is responsible for *supporting effective governance and executive leadership* ~~managing the work of the Board of Directors including setting the agenda for board meetings, and director development and succession.~~

This amendment clarifies the role of the Executive Committee of the board, by removing responsibilities that lie elsewhere.

6. Directors' meetings (Article 35)

At Directors' meetings decisions will be made by consensus unless it is decided that a matter is urgent and must be decided by a majority vote. Routine decisions that reflect the directions the board has previously set out in policy may be decided with a show of hands. The means of approval shall be reflected in the minutes.

This amendment underscores the Board's commitment to making decisions by consensus.

Minor edits (Not substantive)

Article 14
No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of business by ~~the chairperson~~ one or both of the Co-chairs.

Article 43
The Seal of the Society, *if one exists*, shall be in such form as shall be prescribed by the Board of Directors and shall be in the custody of the Executive Director and used when required for the purposes of the Society.

Article 45
The Secretary of the Society shall ~~keep minutes~~ *ensure the recording* of the proceedings of all meetings of the board of Directors and the Annual General, General Membership and Special Meetings of the Society.

Ecology Action Centre Bylaws

Date last amended: October 2020

Proposed revisions for September 2026 AGM

DEFINITIONS

a. "The Act" means the Societies Act of Nova Scotia and amendments thereto;

b. "The Directors" means the Board of Directors of the Society, and includes the Chairperson, Co-Chairperson, Secretary, Treasurer, and any other persons who shall be elected as Directors.

c. "The Register" means the Register of Members to be kept pursuant to section 18 of the Act;

d. "Meeting" means an Annual General, General Membership or Special Meeting of the Society as provided by these Bylaws and does not include Directors' meetings;

e. "Bylaws" include these Bylaws and any amendments thereto;

f. "Special Resolution" has the meaning assigned by the Act;

g. "Days" means clear days, and in calculating the number of days there shall be excluded the days on which the events happen;

h. Words importing the singular only, include the plural number and versa;

i. "Member" means any person on the current Register of Members;

j. "Committee" means any three or more Members sanctioned by the Board to come together to pursue a specific interest in accordance with the Society's objects as stated in the Memorandum of Association.

MEMBERSHIP

1. Any person who supports the objectives of the Society may become a member and their name will be recorded in the Registry of Members.

The Society is committed to engaging the Membership on matters relevant to its mission and objectives.

2. Every Member of the Society shall have the right to address any Annual General, General Membership or Special Meeting of the Society, in accordance with Article 10 (a) & (b). Each Member is entitled to one vote on a motion, resolution or question put to a meeting. There shall be no proxy voting.

3. Each Member shall contribute a membership fee to the Society in the respective amounts established by the Directors. A Member shall enjoy all rights and privileges designated to Members for the following 12 months after the contribution is made. Membership shall cease for failure to pay membership fees one month after membership fees come due. Under special circumstances the Executive Director may waive membership fees and grant a membership to interested persons who make a formal request.

4. Every person who wishes to become a Member of the Society shall make an application that states their full name, postal and e-mail address and telephone number. This information shall be recorded in the Register of Members, with the date on which each person is admitted as a Member and date on which each person ceases to be a Member.

5. No Member may transfer his/her membership; however, any Member may resign at any time. Resignation shall be effective by giving notice in person, by telephone by mail or e-mail to staff.

6. The Board of Directors may terminate a membership as it sees fit.

MEETINGS

7. A General Meeting of the Society shall be held at least once in every calendar year at such time and place as may be determined by the Directors. Such a meeting shall be called the Annual General Meeting.

8. Other General meetings of the Society may be held at a time and place determined by the Directors. These meetings shall be called General Membership Meetings, the overall purpose of which shall be to bring the Board of Directors and interested members of the Society together to reflect on broader issues of policy pertaining to the environment and the Society's role in meeting its stated objectives.

9. A Special Meeting shall be called at the discretion of the Directors and must be called by the Directors upon a written request signed by at least twenty-five Members of the Society.

10. (a) Motions may be introduced by Members at an Annual General, General Membership or Special Meeting. Motions that ask for action by the organization must be included in the notice of meeting as outlined below in 10 (b).

(b)Notice of the time, place and purpose of Annual General and General Membership Meetings shall be given by the Secretary to all Members at least 30 days prior to each meeting. Notice of the time, place and purpose of Special Meetings shall be given to all Members at least 5 days prior to each meeting. The mode of notice shall be by e-mail, through Society publications and other means decided by the Board.

11. The accidental omission to give notice to any of the Members or the failure of the Members to receive notice shall not invalidate any resolution or motion passed at any such meeting.

12. A quorum of all Annual General, General Membership and Special Meetings of the Society consists of twenty-five Members.

13. Matters before Annual General, General Membership and Special Meetings of the Society requiring a decision, with the exception of Special Resolutions as required by the Societies Act, require the approval, by vote, of a simple majority of the Members of the Society present. Special Resolutions require the approval of three quarters of the Members present. Each Member shall be entitled to have one vote.

14. No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of business by one or both ~~the Chairperson~~/Chairpersons.

15. ~~The Chairperson, or in his/her absence the officer provided for by these Bylaws, or any other Member of the Society chosen by the Members present at the meeting, shall preside at meetings, and shall have a vote. If a tie occurs in the vote of the Members present at the meeting, including the vote of the presiding officer, the presiding officer may cast the deciding vote.~~

The co-chairs, or in their absence, another officer provided for by these Bylaws or any other Member of the Society chosen by the Members present at the meeting, shall preside at meetings, and shall have a vote. In the absence of unanimity or consensus a matter shall be referred for further study to a group of at least three (3) Members reflective of the range of opinions present.

DIRECTORS

16. There shall be no more than 17 Directors of the Society and no less than 3. The Executive Director shall be a non-voting member**.**

17. The term of office for Directors shall be three years and Directors may serve a maximum of two consecutive terms in office, unless extended by a decision of the board, after which they will be ineligible for reappointment for a period of one year.

18. The Directors shall choose among themselves two Co-Chairs, a Secretary, and a Treasurer.

19. The Board may, from time to time establish committees with specific tasks and time frames to assist in in the governance of the society.

20. At least three months before the Annual General Meeting the Directors shall appoint a Nominations Committee to:
    a. solicit and review from Members, Staff and Volunteers prospective applications to the Board of Directors;
    b. present to the Members, Staff and Volunteers, 30 days prior to the Annual General Meeting, nominations for Directors for the succeeding year.

21. ~~At each Annual General Meeting, the Members present at the meeting shall elect by majority vote a new Board of Directors from the persons nominated.~~

At each Annual General Meeting, the Members present shall confirm by majority vote the appointment of those directors previous elected whose terms are not yet complete and, in a separate vote, elect the new directors nominated.

22. The Board of Directors shall be responsible for all the conduct and business of the Society except as otherwise stated in these Bylaws. In particular, the Board of Directors is responsible to:
    a. oversee the operation of the Society;
    b. ensure progress on the mission of the Society;
    c. assume responsibility for other duties as determined by the Board

d. set operational goals, policies and objectives in consultation with Members and staff;
e. oversee the financial status of the organization, including preparation, approval and updating of the Annual Operating Budget;
f. review and approve in principle the draft financial statements prepared by the staff and the Treasurer and submit for review at the Annual General Meeting;
g. encourage and support Member involvement and growth in the size of membership;
h. be responsible overall for the hiring of staff, staff work contracts, evaluation, and dismissal on the understanding that these functions may be delegated to staff members and/or other Board committees.
i. ensure the hiring, supervision, and evaluation of the Executive Director;
j. ensure the organizational development of the Society in the three areas of environmental action, operations, and financial management;
k. ensure the good reputation of the Society is maintained.

23. The Board shall ensure that the duties of staff include:
    a. to abide by the provisions of internal governance documents recognized and approved by the Board;
    b. to be responsible for the day-to-day administration of the Society in accordance with their contracts and job descriptions;
    c. to maintain proper records and accounts as may be required from time-to-time by the Board;
    d. to report to the Board of Directors on matters pertaining to the operation of the Society.

24. A Director may be removed from office for cause at any time by a two-thirds majority vote of Directors or by a two-thirds majority vote of Members at a meeting duly called. Any vacancy on the Board of Directors may be filled at the meeting so called or, failing that, by the members of the Board of Directors.

25. A Director who misses three consecutive regular Board meetings shall be asked his/her intention regarding his/her term on the Board of Directors.

26. The Directors shall not receive any remuneration from the Society for their services as Directors and no Director shall directly or indirectly receive any profit from their position as a Director, provided that a Director may be paid reasonable expenditures incurred by her/him in the performance of their duties.

27. The Board shall enforce and review regularly the Board of Directors Conflict of Interest Policy.

28. To fill Director vacancies between annual general meetings up to three interim Directors may be appointed to the Board by a majority vote of existing Directors. In the event that more than three directors are required to fill vacancies between annual general meetings they shall be elected to the Board by a majority vote at any duly called Special or General Membership meeting. The three-year term of Directors elected or appointed to fill vacancies will begin after the next Annual General Meeting.

BOARD OF DIRECTORS' EXECUTIVE

29. ~~The Executive Committee shall consist of the Board Co-Chairs, Treasurer and Secretary, as well as the Executive Director, as a non-voting member. It is responsible for managing the work of the Board of Directors including setting the agenda for Board meetings and director development and succession.~~

The Executive Committee shall consist of the Board Co-Chairs, Treasurer and Secretary, as well as the Executive Director, as a non-voting member. It is responsible for supporting effective governance and executive leadership. At the discretion of the Executive Director, other members of the senior staff team may be invited as standing or ad hoc non-voting members of the committee.

30. Duties of the Co-Chairs:
    a. to preside as Chairperson at meetings of the Society;
    b. to report to each Annual General and General Membership Meeting of the Society on the activities of the Board of Directors;
    c. to call Executive Committee meetings at least once between Board meetings;
    d. to serve as spokespersons of the Society on behalf of the Board;
    e. to be responsible for other applicable duties as described in the Board policy handbook.

31. Duties of the Secretary:

a. to be responsible for insuring the preparation and safe custody of minutes of meetings of the Directors and Members of the Society and other Board records;
b. to be responsible for other applicable duties as described in the Board policy handbook.

32. Duties of Treasurer:
a. to be responsible for advising the Board of Directors and the Executive Committee on fiscal matters;
b. to be responsible for insuring the preparation and safe custody of financial books and records of the Society.
c. to be responsible for other applicable duties as described in ~~the~~ Board policies ~~handbook~~.

DIRECTORS' MEETINGS

33. At least 48 hours notice shall be given of every Directors' meeting, unless all Directors agree to other arrangements concerning notice. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

34. The Board of Directors shall meet at least quarterly, and it is recommended that it meet once a month to conduct the business of the Society.

35. ~~At Directors' meetings, each director personally present shall be entitled to one vote and questions arising at any meeting of Directors shall be decided by a majority vote.~~

At Directors' meetings, decisions, in the absence if unanimity, will be made by consensus unless it is decided that a matter is urgent and must be decided by a majority vote. Routine decisions that reflect the directions the board has previously set out in policy may be decided with a show of hands. The decision and means of approval shall be reflected in the minutes.

36. The quorum necessary for the transaction of business shall be fifty percent plus one of the number of the Society's Directors. `

37. A meeting of the Directors at which a quorum is present shall be competent to conduct all or any of the business of the Society within the

powers of the Society as determined by the Act and the Bylaws of the Society except where the powers of the Directors are limited by the Bylaws or by the Act.

VOLUNTEER INVOLVEMENT

38. Staff are required to provide regular engagement opportunities for volunteers to be active in the work of the organization.

BORROWING POWERS AND EXECUTION OF DOCUMENTS

39. The Board of Directors of the Society, at their discretion, may by a majority vote:
    a. raise or borrow money for any purpose or purposes of the Society;
    b. secure the repayment of money so raised or borrowed in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the execution and delivery of mortgages of the Society's real or personal properties;
    c. assign or endorse bills, notes, acceptances, cheques, contracts and other dividends of, or securities for, money borrowed or to be borrowed for the purpose of the Society.

40. The Board of Directors shall regulate the banking practices of the Society and shall determine, at their discretion, the signing authority of such persons as they may designate to sign any documents or any instruments for and on behalf of the Society.

41. The assets of the Society shall never be pledged as security or collateral for any personal loan for any Member.

AUDIT OF THE SOCIETY

42. The Society may at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting and such auditor or auditors shall have the qualifications of a chartered accountant or equivalent.

THE SEAL

43. The Seal of the Society, if one exists, shall be in such form as shall be prescribed by the Board of Directors and shall be in the custody of the

Executive Director and used when required for the purposes of the Society.

BYLAWS

44. The Bylaws may be amended or repealed and new Bylaws added by a Special Resolution passed at an Annual General or Special Meeting of the Society.

MINUTE BOOK, ETC.

45. The Secretary of the Society shall ensure the keeping of ~~keep~~ minutes of the proceedings of all meetings of the Board of Directors and of Annual General, General Membership, and Special Meetings of the Society.

INSPECTION OF BOOKS AND RECORDS

46. Copies of the minutes of board meetings, policies, and audited financial statements may be inspected by Members at any time during regular business hours, with three-business days notice, at the offices of the Society.

BANKING AND CONDUCTING BUSINESS

47. A bank account in the name of the Society shall be opened and may be operated by the signature of designated staff of the Society, and any other person(s) appointed by the Board of Directors, for the purpose of signing cheques, depositing cheques and other related activities.
48. Any person as determined by the Board of Directors may execute contracts, deeds, bills of exchange or any other instruments and documents and affix the Society's Seal on behalf of the Society.

CONSERVATION EASEMENTS

49. Further to the statement of dissolution in the organization's Memorandum of Association, upon dissolution, or upon the revocation of its designation under the Conservation Easements Act S.N.S. 2001, the organization will make all reasonable efforts to have any easement(s) or covenant(s) acquired by the organization pursuant to the Act, assigned to another eligible body or, failing this, assigned to the Minister of Natural Resources.

INDEMNIFICATION

50. The Society shall indemnify a present or former director, officer, volunteer or employee of the Society against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment,

reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Society, so long as the individual:

a. acted honestly and in good faith and with a view to the best interests of the Society;

b. acted in compliance with the Society's policies; and

c. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.