

BY LAWS
OF
FEDERATION OF FOSTER FAMILIES OF NOVA SCOTIA

ARTICLE 1: INTERPRETATION

- 1- 1 In these Bylaws, unless there is something in the subject, or context, inconsistent therewith:
- a) “Board” means the Board of Directors of the Society.
 - b) “Chair” means the person voted by the Board to supervise the activities of the Society
 - c) “Director” means a member of the Board of the Society.
 - d) “Executive Director” means the individual employed by the Board who manages the day to day operations of the Society as determined by policy.
 - e) “Federation” means the Federation of Foster Families of Nova Scotia.
 - f) “Official Representative” means any formally appointed agent or representative.
 - g) “Region” means those geographic regions of Nova Scotia, determined as follows:
Eastern, Northern, Central, Western, and Mi’kmaw.
 - h) “Registrar” means the Registrar of Joint Stocks Companies appointed under the Nova Scotia Companies Act
 - i) “Society” means the Federation of Foster Families of Nova Scotia.
 - j) “Special Resolution” means a resolution passed by not less than three fourths (3/4) of such members entitled to vote as are present, in person, at a general meeting, of which notice specifying the intention to propose the resolution as a special resolution, has been given.

ARTICLE 2: MEMBERSHIP

- 2 - 1 The Society shall consist of its present members and such persons as shall be admitted to the membership in accordance with these Bylaws and none other shall be members of the Society. The names and contact information of all members shall be entered in Registry of Membership accordingly.

- 2 – 2 For the purpose of this registration, the number of members of the Society is unlimited.
- 2 – 3 Membership in the Society shall not be transferable.
- 2 – 4 Membership in the Society is reviewed and renewed regularly, subject to eligibility.
- 2 – 5 There shall be two classes of members: Active Members, as defined in Article 2-6 of these Bylaws, and Honorary Members.
- 2 – 6 Active Members shall be those persons who are approved as foster parents in the province of Nova Scotia by the Office of The Child Welfare, (or their agent) or by a Mi'kmaw agency (or their agent.)
- 2 – 7 Honorary Members shall be all others, who have an interest in supporting the goals and objectives of the Federation and who have been nominated and granted Honorary membership by the Board.
- 2 – 8 Membership in the Society may be revoked by a vote of the Board.
- 2 – 9 Membership in the Society shall cease upon notice in writing to the Society, from the member, indicating their desire to end their membership
- 2 -10 Every Active Member of the Society shall be entitled to attend meetings of the Society and shall have voting privileges at any Annual General Meeting, or Extraordinary Meeting of the Society and be eligible to hold office, subject to the policies of the Society. Honorary Members, shall be entitled to attend meetings of the Society, but shall not have voting privileges, nor be eligible to hold office.
- 2 -11 All further references to members in these Bylaws shall be deemed to refer to Active Members and not to Honorary Members.

ARTICLE 3: FISCAL YEAR

- 3 –1 The fiscal year of the Society shall be the period from 01 April in any year, to 31 March of the next year.

ARTICLE 4: MEETINGS

- 4 – 1 Minutes and reports from a meeting must be forwarded to the Federation office within thirty (30) days after the meeting is held. This includes all Federation meetings, be it an Annual General Meeting, a Regional Meeting, or an Extraordinary Meeting.

ANNUAL GENERAL MEETINGS

- 4 – 2 The Annual General Meeting of the Society shall be held within three (3) months after the end of the fiscal year.
- 4 – 3 Fourteen (14) day's notice of any Annual General Meeting, specifying place, day and hour of the meeting and, in the case of additions to the agenda, the nature of such additions, shall be given in writing by sending it electronically, or through an alternative means of communication, addressed to members at their registered address. Notice shall be deemed to have been given at the time when the letter containing the same would have been delivered in the ordinary course of post, or other forms of communication. Non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting.
- 4 – 4 At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be general business:
- Welcome.
 - A Moment of silence.
 - Approval of agenda.
 - Minutes of the preceding Annual General Meeting and any Extraordinary Meetings which were held in the preceding year.
 - The Annual report of the Directors.
 - The financial statements, including the balance sheets and operation statements, and the report of the auditors thereon.
 - Ratification of the new Directors for the coming year.
 - Swearing in of the Board of Directors.
 - Ratification of the Provincial Committee Representatives
 - Appointment of the auditors.
 - Any other business placed on the agenda.
 - Adjournment
- 4 - 5 No business shall be transacted at any Annual General Meeting of the Society unless a quorum of members is present at the commencement of such and such quorum shall consist of thirty (30) members
- 4 – 6 If, within one half hour, from the time appointed for the Annual General Meeting, a quorum is not present; the meeting shall be dissolved. The meeting shall stand adjourned to such a time and place as the majority of the voting members then present shall direct and if at such adjourned meeting a quorum is not present, it shall be dissolved without another meeting being set.
- 4 – 7 The Chairperson of the Society shall preside at every General Meeting of the Society.
- 4 – 8 If there is no Chairperson, or, if at any meeting the Chairperson is not present at the time

of the holding of the same, the Vice Chairperson shall preside as Chairperson.

- 4 – 9 If there is no Chairperson or Vice Chairperson or, if at any meeting, neither the Chairperson or the Vice Chairperson is present at the holding of the same, the voting members shall choose one of their own to be Chairperson.
- 4 -10 At all meetings of the Society, the Chairperson shall have no vote, except in the case of a tied vote, in which case the Chairperson shall have a vote to break the tie.
- 4 -11 The Chairperson may, with the consent of the majority of the members present, adjourn the meeting from time to time and place to place. Business left unfinished at the meeting from which the adjournment took place will take place at the next agreed upon meeting.
- 4 -12 At any Annual General 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 that effect documented in the book of proceedings of the Society, shall be evidence of the fact, without proof of the number or proportion of the voting members in favour, or against such resolution.
- 4 -13 If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chairperson shall prescribe and the result of such poll shall be deemed to be the resolution of the Society in an Annual General Meeting

BOARD MEETINGS

- 4 -14 Meetings of the Board shall be held as often as the business of the Society may require, but not less than four (4) meetings yearly, and shall be called by the Chairperson. Notices of all other meetings, specifying the time and place thereof, shall be given in writing to each Director within two (2) weeks before the meeting is to take place.
- 4 -15 No business shall be transacted at any meeting of the Board unless a majority of the Board Members are present.
No decision affecting a Region shall be made unless there is a representative from that region present at the meeting
- 4 -16 The Chairperson, or in his / her absence, the Vice Chairperson, or in the absence of both of them, any Director appointed from among those Directors present, shall preside at meetings of the Board.
- 4 -17 The Chairperson shall not be entitled to vote as a Director at meetings of the Board, but may vote to break a tie.
- 4 -18 At each Board meeting of the Society, the following items of business shall be dealt with and shall be deemed to be general business:

- Welcome and roll call.
- Approval of the agenda.
- Minutes of the previous meetings
- Old business
- Correspondence
- Treasurer's report.
- Committee reports.
- Executive Directors report.
- New business.
- Any other business placed on agenda.
- Date of the next meeting.
- Adjournment.

EXTRAORDINARY MEETINGS

- 4 -19 An Extraordinary Meeting of the Society may be called by the Chairperson at any time if requested in writing by at least twenty-five percent (25%) of the active membership.
- 4 -20 Fourteen (14) days notice of any Extraordinary Meeting specifying place, day and time of the meeting and, in the case of additions to the agenda, the nature of such additions, shall be given in writing by sending it electronically, or through an alternative means of communication, addressed to members at their registered address. Notice shall be deemed to have been given at the time when the letter containing the same, would be delivered in the ordinary course of post, or other forms of communication containing the notice, and was properly addressed and placed in the most efficient form of communication. Non receipt of any notice shall not invalidate the proceedings at any Extraordinary Meeting.
- 4 -21 All business transcribed at an Extraordinary Meeting of the Society shall require a special resolution in order to be passed and accepted by the Society.

REGIONAL MEETINGS

- 4 -23 Regional Meetings shall be held as often as may be required, but not less than one (1) and no more than four (4) meetings yearly, one of which shall be deemed to be the Annual Meeting of the Region. Either, or both of the duly elected representatives of the Region shall call the meetings. Notice of all Regional Meetings shall be given to all foster parents in that region at least fourteen (14) days prior to the meeting, specifying the date, time and place of the meeting thereof. The Annual Regional Meeting shall be held no earlier than sixty (60) days before, and not later than fifteen (15) days prior to the Annual General Meeting of the Society.

If a Board member is to be replaced, or is up for re-election, the Annual Regional Meeting shall be held in that area of the Region where the replacement Board member is to come from.

NB. If no one comes forward for that area, the seat shall remain vacant until such time as another meeting can be called.

4 -24 At each Annual Regional Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be general business:

- Welcome and introductions
- Approval of agenda
- Minutes of preceding Annual Regional Meeting
- Annual report of the Regional Directors
- Annual report of the Regional Provincial Committee Representatives
- Annual report of the Chairperson of the Society
- Annual report of the Executive Director of the Society
- Election of one Director for the ensuing three (3) years
- Election of Regional Provincial Committee Representatives for the ensuing two (2) years
- Any other business placed on the agenda
- Adjournment

4 -25 At each Annual Regional Meeting of the Society, all of the following shall apply:

- a) The Chairperson of the meeting shall be the Board Member for that Region who is not up for re-election.
- b) The outgoing Board Member must be in attendance, in order to present her / his written report
- c) All regional Representatives of Provincial committees, or their designates, must be in attendance to provide their written reports.
- d) The Chairperson of the Society, or their designate, shall be in attendance and shall speak on behalf of the Society.
- e) The Chairperson of the Society, or their designate, shall preside at the elections for the Regional Board Member and the Regional Representatives for the Provincial Committees.
- f) In the event of a dispute, it shall be the task of the Chairperson of the Society, or their designate, to mediate the dispute.
- g) The designated Chairperson of the meeting shall also be the chief organizer of the meeting. Whenever possible, every effort should be made to ensure that the incoming nominee / replacement Board Member, should come from a different geographical area of the region, than the ongoing Board Member.

ARTICLE 5: VOTES OF MEMBERS.

5 – 1 Every member will be entitled to attend and Active members will have one vote at the

Annual General Meeting, or at any Extraordinary Meeting of the Society. There will be no Proxy voting.

- 5 – 2 Every member in a region is entitled to attend and Active members will have one vote at the Annual Regional Meeting of their Region. There will be no proxy voting.

ARTICLE 6: DIRECTORS

- 6 – 1 The Society shall be managed by a Board who will be responsible for the governance of the organization, in keeping with the Mission, Objectives and Principles of the Society.

- 6 – 2 Indemnification of Board Members:

When performing, in good faith, the duties of his or her office, every Director, Officer and member of a committee (hereinafter referred to as an Official) shall at all times be indemnified and saved harmless by the Federation, at the Federation's cost, in the following manner.

The indemnification shall be for, inter alia, all cost, charges, expenses and damages that an Official incurs as a result of any action, suit or proceeding that is brought against him or her in relation to the performance, in good faith, of the duties of his or her office.

The indemnification shall extend to an Official's heirs assigns, executor/administrator and estate. This indemnification does not apply where the cost, charges, expenses or damages are as a result of either wilful neglect or default on the part of the Official.

- 6 – 3 a) The Directors shall be as follows: Two (2) Directors from each Region as defined in Article 1-1., with each Director residing in, and representing different ends / areas of the Region. The two (2) Directors representing the Mi'Kmaq Region shall be one residing in Cape Breton and one residing on the Mainland.

- 6 – 3 b) There shall also be two additional Black Nova Scotian Directors, one of whom shall be Indigenous. (Indigenous refers to those individuals who are Black and were born and raised in Nova Scotia, or who have a substantial connection with a historically Black community in Nova Scotia.) The two additional Black Directors shall reside in two different recognized Regions of The Federation of Foster Families of Nova Scotia.

- 6 – 4 Elections for Directors shall be held at the Annual Regional Meetings and the names of the elected shall be sent to the Administrative Assistant of the Executive Director, seven (7) days prior to the Annual General Meeting.
Only those so elected, shall be presented for ratification at the Annual General Meeting.

- 6 – 5 New Directors shall be ratified by members at each Annual General Meeting of the Society and existing Directors shall have their ongoing status confirmed.

- 6 – 6 Any member of the Society is entitled to be elected as a Director of the Society, subject to the criteria of the Society for eligibility. (see appendix)
- 6 – 7 Directors shall receive no remuneration for acting as such.
- 6 – 8 A Director's term of office shall be for three (3) years. Directors may serve for two (2), consecutive terms, with re-election each term, and are eligible to be re-elected after an absence of one year.
- 6 -9 At every Annual General Meeting the retiring Directors shall hold office until the dissolution of the meeting, at which time their successors shall take office.
- 6 –10 The Society may, by special resolution, remove any Director before the expiration of the period of office and elect another person in their stead. The person so elected shall hold office only during such time as the director in whose place they are elected, would have held office, if they had not been removed.
- 6 -11 The Society may accept the resignation of any Director before the expiration of the period of office and elect another person in their stead. The person so elected shall hold office only during such time as the Director in whose place they are elected, would have held office, if they had not resigned.

ARTICLE 7: POWERS OF THE DIRECTORS

- 7 – 1 The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities given by these Bylaws, or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be required to be exercised or done by the Society and are not hereby, or by statute, expressly directed, or required to be exercised, or done by the Society in General Meetings.
- The Directors may appoint Standing Committees consisting of Directors and such other persons as the Directors decide, to assist in the carrying out of those duties and responsibilities and to determine the duties and responsibilities of said committees.
- In particular, the Directors shall have the power to engage an Executive Director and to determine his /her duties, responsibilities and remuneration.
- 7 – 2 Signing Officers for the Society shall be the Executive Director and one of two (2) members of the Board who have signing authority.

ARTICLE 8: OFFICERS

8 – 1 The Officers of the Society shall be a Chairperson, a Vice Chairperson, a Treasurer and a Secretary.

- a) The Directors shall elect one (1) of their number to be the Chairperson of the Society.
The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to them by the Board of Directors from time to time.
- b) The Directors shall also elect from their number, a Vice Chairperson.
The Vice Chairperson shall, at the request of the Board and subject to its direction, 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.
- c) The Directors shall elect from their number, a Secretary of the Society, who shall keep the minutes of the meetings of the Society and shall perform such other duties as may be assigned to them by the Board.
- d) The Directors shall elect from their number, a Treasurer of the Society, to carry out such duties as may be assigned to them by the Board.

8 – 2 The Directors shall elect from their number a representative for the Province to the Canadian Foster Family Association, (CFFA) for a two (2) year term. The Provincial representative shall not be the same person as the Chairperson, or Vice Chairperson of the Society.

8 – 3 In the event that the CFFA. Provincial Representative has to leave the Board, another person shall be elected as the Provincial Representative for a new two (2) year term. Board Members with less than two years left on their second term cannot be elected as the Provincial representative.

ARTICLE 9: AUDIT OF ACCOUNTS

9 - 1 The auditor of the Society shall be appointed annually by the voting members of the Society at the Annual General Meeting and, on failure of the voting members to appoint an auditor, the Directors may do so.

9 – 2 The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and an income statement.
The auditors shall make a written report to the members on the balance sheet and the income statement and in every such report they shall state whether, in their opinion, the balance sheet is a full fair balance sheet containing the particulars required by the

Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the Annual General Meeting.

A copy of the balance sheet, showing the general particulars of its liabilities and assets, and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the Annual General Meeting in each year as required by law.

ARTICLE 10: REPEAL AND AMENDMENT OF BY-LAWS

10 -1 The Society has the power to amend any of these By-laws by a special resolution passed in the manner prescribed by law.

ARTICLE 11: MISCELLANEOUS

11 -1

- a) The Society shall file with the Registrar, with its annual statement, a list of the Directors, with their addresses, occupations and duties of appointment or election and, within fourteen (14) days of a change of Directors, the Society shall notify the Registrar of the change.
- b) The Society shall file with the registrar a copy, in duplicate, of every special resolution, within fourteen (14) days after the resolution is passed.

11 -2 The seal of the Society shall be located in the office of the Society and may be affixed to any document upon resolution of the Board of Directors.

11 -3 Preparation of minutes, custody of books and records of minutes of all meetings of the Society and of the Board of Directors, shall be the responsibility of the Secretary. The minutes of Directors meetings shall be distributed to all Directors within one (1) month after the meeting.

11 -4 The books and records of the Society may be inspected with two (2) days notice, in writing, by any member, during regular business hours, at the registered office of the Society.

11 -5 Contracts, deeds, bills of exchange and other instruments and documents, may be executed on behalf of the Society by the Chairperson, or the Vice Chairperson, or the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

11 - 6 The borrowing powers of the Society may be executed by special resolution of the voting members.

- 11 - 7 At any Annual General Meeting, or Extraordinary Meeting of the Society, each Active member present shall be entitled to one vote.
At any Annual General Meeting of the Society, a bare majority is all that is needed for a resolution or motion to pass.
At any Extraordinary Meeting of the Society, three quarters (3/4) of the members present must vote in support of a resolution or motion for a resolution or motion to pass.
In no event shall proxy voting be allowed.