

**Estey's Bridge Recreation  
Association Inc.  
By-law 1  
Revised**

A by-law relating generally to the conduct of the affairs of **Estey's Bridge Recreation Association Inc.** (herein after referred to as the "Association"), a company incorporated pursuant to the laws of New Brunswick by Letters Patent dated September 16, 1971 (Reference No 1. 71-560)

**WHEREAS** on December 17, 2021 the Legislature of New Brunswick enacted the ***Local Governance Reform Act (Bill 81)***;

**WHEREAS** as a result of this legislation the *Local Service District of Estey's Bridge* will cease to exist on January 1, 2023;

**WHEREAS** on January 1, 2023, the Estey's Bridge Recreation Association Inc. is physically located within the newly created *Rural Community of Central York*, the by-laws of the Estey's Bridge Recreation Association are hereby revised as follows:

**BE IT ENACTED** as a by-law of the Association as follows:

1. All previous bylaws previously made pertaining to the operation and function of the Estey's Bridge Recreation Association are hereby revoked.

**DEFINITIONS**

2. Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

"Act" means the *Companies Act, RSNB 1974, c. C-13* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"Board" means the Board of Directors of the Association and

"by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"director" means a member of the board;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Member" is an individual who: (a) is 18 years of age or older; (b) resides in the Rural Community of Central York; (c) has applied for membership to the Board and has been approved as a member; (d) has paid the annual member ship fee

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(as applicable) and (e) is a member in good standing as defined in the sections herein.

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" a project or such other activity suggestion that will require support from the membership for adoption such as, but not limited to, an emergency support facility for the community.

"registered address" of the Association shall be determined by the Board.

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

**INTERPRETATION**

3. Interpretation In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

**STATEMENT OF PURPOSE**

4. (a) To establish, maintain, and conduct a club for accommodation of its members and their friends, and to provide suitable facilities and other conveniences, and generally to afford to members and their friends all the usual privileges, advantages, conveniences and accommodation of a recreational club;
- (b) To purchase, acquire, take on lease, or in exchange, hire or otherwise, acquire any real or personal property, or any rights or privileges, which the corporation may think necessary or convenient for the purpose of its undertaking, to let, lease and mortgage, pledge or sell the same or any part thereof;
- (c) To enter into any arrangements with any authorities municipal, local or otherwise that may seem conducive to the corporation's objects, or any of them, and to obtain from any such authority and rights, privileges, and concessions which the Association may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges, and concessions;
- (d) To promote sporting recreation facilities and encourage participation in sports and recreation;
- (e) To affiliate with Provincial or other like associations;
- (f) To provide, maintain and continue the emergency warming/cooling station designation and to continue to prepare and support the local community for emergency situations.

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**ORGANIZATION AND STRUCTURE  
MEMBERSHIP**

5. **Membership Conditions:**
  - a. Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available to persons interested in furthering the Association's purposes and who meet the qualifications as defined by the term member above.
  - b. Each person desiring to be a member shall apply for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.
  - c. Each applicant for membership must submit a written application for membership to the Board for consideration. This application shall include, but is not limited to, full name, address and proof of address, contact information specifically for the purposes of providing information of Association business in the future.
  - d. A member in good standing is a member who (a) has a demonstrated interest in furthering the the purposes of the Association in public, whether oral or written, including, but not limited to, to all social media platforms; (b) attends 25 percent of the regular member meeting and the annual meeting; (c) abides by the Code of Conduct adopted by the Board.
  - e. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association. It is the responsibility of each member to insure that their individual member information is updated as necessary. Failure to deliver information to a member shall be deemed delivered when said information has been forwarded pursuant to the information provided by the member. The Association cannot be held liable for any failure to deliver information.
6. **Members Calling a Members' Meeting:** The Board of Directors shall call a special meeting of members on written requisition of 10 members of the Association. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
7. **Membership Dues:** Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Association.
8. **Termination of Membership:** A membership in the Association is not transferable and is terminated when:
  - a the member dies or resigns;

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- b the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
  - c the member's term of membership expires; or
  - d the Association is liquidated and dissolved under the Act.
9. **Effect of Termination of Membership:** Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.
10. **Discipline of Members:** (1) The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:
- a. violating any provision of the articles, by-laws, or written policies of the Association;
  - b. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
  - c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.
- (2) In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

**BOARD OF DIRECTORS**

11. **Appointment of Directors:** The Directors of the Board are to be elected at the annual meeting of the members as their terms expire or at such time as the officer decides to step aside. A member must be a member in good standing in order to stand for election and be nominated in accordance with policy established for nominations by the Board.
12. The affairs of the Association shall be managed by the Board of Directors who shall exercise all such powers and do all such acts as may be exercised and

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done by the Association in accordance with the laws of New Brunswick or such other regulating statute, or by any special resolution of the Association as passed at the annual members meeting.

13. Directors: Unless otherwise specified by the Board (which may modify, restrict or supplement such duties and powers), directors shall have the following duties and powers associated with their positions:
- a. **President**– The president shall be a director. The president, when present, shall preside at all meetings of the Board of Directors and of the members. The president shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Association. The president shall have such other duties and powers as the board may specify.
  - b. **Vice-president** – The vice-president shall be a director. If the president is absent or is unable or refuses to act, the vice-president of the Board, shall, when present, preside at all meetings of the Board of Directors and of the members. The vice-president shall have such other duties and powers as the Board may specify.
  - c. **Secretary** – The secretary shall be a director. The secretary will attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary may delegate another director or member to assist with their various duties as necessary. The secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members and directors, and members of committees; the secretary shall maintain and keep up to date a membership roll and present membership applications to the Board for approval as required; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The secretary shall be responsible for all documents required to be filed in accordance with the laws of New Brunswick with relation to the Association.
  - d. **Treasurer** – The Treasurer shall be a director. The treasurer is responsible for the financial affairs of the Association including, but not limited to, the day to day banking requirements of the Association, the payment of invoices as approved by the Board or such other approval or review mechanism that is determined to be applicable by the Board from time to time; the presentation of financial reports and statements as required; shall report to the members at the annual meeting of members as to the finances of the Association; shall be the chair of the Financial Oversight Committee. The treasurer shall have such powers and duties as the Board may specify.

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- e. **Directors at large** - In addition to the elected positions listed above, the Board may consist of directors at large elected at the annual meeting of members for specific terms and duties as required.
- 14. **Director Vacancies:** (1) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of: (a) the director's successor being appointed; (b) the director's resignation; (c) such director ceasing to be a director; or (d) such director's death.  
(2) If the office of any director of the Association shall be or become vacant, the Board may appoint a person to fill such vacancy or agree to fill the vacancy from the current directors for the remainder of the term of the director who has left. Should circumstances arise whereby a member of the Board no longer meets the essential membership qualification and there are not other directors or members willing to assume their duties, the Board may appoint a person as a special member to fulfil those duties until another member is found enabling the business of the association to continue.
- 15. **Number of Directors:** There shall be a minimum of 4 directors and a maximum of 10. The number of directors shall be determined by ordinary resolution at the annual meeting of members as required from time to time.
- 16. **Term of Office of Directors:** The directors shall be elected to hold office for a term expiring after a period of transition as determined by the Board, in their sole discretion, enabling a newly elected director transition into the position and providing for the smooth transition of business, including but not limited to banking forms and other such documentation updates.
- 17. **Directors shall hold office for a term of two to three years renewable two to three times, unless a suitable volunteer cannot be found, at the discretion of the members at the annual meeting of the members.**
- 18. **Calling of Meetings of Board of Directors:** Meetings of the Board may be called by the president, the vice-president or any two (2) directors at any time.
- 19. **Notice of Meeting of Board of Directors:** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Association not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the

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adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

20. Regular Meetings of the Board of Directors: The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be determined. When the need arises, a Board meeting may be conducted by electronic means including but not limited to on-line meetings.
21. Voting at Meetings of the Board of Directors: At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
22. Execution of documents, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its directors. Any signing director may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.
23. Committees of the Board of Directors: (1) The Board will establish either standing or advisory committees for financial review and the nomination for the Board of Directors vacancies at the annual meeting.  
(2) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by the Board of Directors.

**REGULAR MEETINGS OF MEMBERS**

24. There will be regular meetings of the members chaired by either the president or the vice-president. If neither are able to attend, another director shall be appointed by the Board to chair.
25. The regular meeting of members will called at the discretion of the Board and will be held quarterly or such other time interval as determined by the Board.
26. Each committee of the Association will report to the members on the progress of their assigned projects and responsibilities as determined by the Board or these bylaws.

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27. Agenda items are to be submitted to the secretary or their delegate, at least 7 days prior to the scheduled meeting.
28. The agenda is to be circulated by email and posted on the website and any other means deemed necessary and appropriate by the Board 7 days prior to the meeting.

**FINANCIAL OVERSIGHT COMMITTEE**

29. There shall be a standing committee comprised of a minimum of 3 maximum of 5 members including the Treasurer who shall comprise the Finance Oversight Committee.
30. The Finance Oversight Committee shall meet annually (or more often at the discretion of the Treasurer in consultation with the other members of the committee) at such time and place as determined by the Treasurer to review the expenses, invoices and other financial items of the Association. They will be responsible to analyze any proposal as requested by the Board and provide a report. They will review and determine any of the required investment obligations of the Association.
31. Banking Arrangements: The banking business of the Association shall be transacted at such bank, trust company or other form or Association carrying on a banking business in New Brunswick as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by two or more directors of the Association as the Board may from time to time designate, direct or authorize.
32. Financial Year End: The financial year end of the Association shall be December 31 each year or such other time as determined by the Board.
33. Annual Financial Statements: The Association may provide copies of the annual financial statements and other annual reports as determined by the Board for the annual meeting of members in a timely manner on the Estey's Bridge Recreation Association website or any member may, on request, obtain a copy, free of charge from the Treasurer, by prepaid mail.
34. Borrowing Powers: If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Association may from time to time:
  - a borrow money on the credit of the Association;
  - b issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and



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- c mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

**ANNUAL MEMBER MEETING AND MEMBER MEETINGS**

- 35. **Notice of Members Meeting:** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by pre-paid mail.
- 36. **Place of Members' Meeting:** Meetings of the members will be held at Estey's Bridge Recreation Center or such other place as determined by the Board.
- 37. **Persons Entitled to be Present at Annual Members' Meetings:** The only persons entitled to be present at the annual meeting of members shall be members in good standing for the purposes of voting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
- 38. **Chair of Members' Meetings:** In the event that the president and the vice-president are absent, another director shall assume the chair for the specific meeting.
- 39. **Quorum at Members' Meetings:** A quorum at any meeting of the members is 10 percent of the membership. If a quorum is not present at the opening of a meeting of members, the meeting shall be re-scheduled and at the time of the re-scheduled meeting, the meeting shall proceed whether or not there is a quorum of members present and may proceed with the business of the meeting.
- 40. **Voting at Members' Meetings:** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 41. **No Proxy Voting:** There will be no voting by proxy at any meeting of the association.
- 42. **Participation by Electronic Means at Members' Meetings:** Participation at meetings of members may not be by telephonic, electronic or other communication facility.

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43. **Members' Meeting Held Entirely by Electronic Means:** Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.
44. **Omissions and Errors:** The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**DISPUTE RESOLUTION**

45. Mediation and arbitration of disputes or controversies among members, directors, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this section on dispute resolution mechanism of this by-law.
- (1) **Dispute Resolution Mechanism:** In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
  - The number of mediators may be reduced from three to one or two upon agreement of the parties.
  - If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

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(2) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**EFFECTIVE DATE**

46. By-laws and Effective Date: Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Pursuant to a membership meeting of Estey's Bridge Recreation Association Inc., By-Law No. 1 Revised (generally relating to the conduct of the affairs of the association) was approved and implemented on August 8, 2024 by the members present.

Charlotte Crouse

President

A Goodspeed

Secretary

Dated this 08 day of August, 2024