

**MEMORANDUM OF ASSOCIATION
OF THE
NOVA SCOTIA WOMEN'S HISTORY SOCIETY**

1. The name of the Society is "**Nova Scotia Women's History Society.**"
2. The objects of the Society are:
 - a. To promote diversity and inclusivity in our community and recognize the historical relevance and contributions of women in Nova Scotia, through:
 - i. Facilitation of the design, construction and maintenance of plaques and other interpretive materials;
 - ii. Research, education, and commemoration by way of workshops, conferences, speaking services, school presentations, , projects and/or other activities;
 - iii. Operation of a website for the general public;
 - iv. Such other activities, as appropriate;
 - b. To acquire by way of grant, gift, purchase, bequest, devise or otherwise, property, whether real or personal, immovable or movable, of every class and description whatsoever and to use and apply, exclusively for the charitable purposes herein mentioned, the principal thereof as well as the income therefrom;
 - c. To make expenditures by way of grant or gift and to contribute any kind of property and assistance to charitable organizations;
 - d. to invest moneys of the Society not immediately required for such charitable purposes in real or personal property of every nature and kind whatsoever, and for purposes incidental to such holding to purchase or otherwise acquire and to sell or otherwise dispose of any such real or personal property; and
 - e. to do all such other acts or things to support or facilitate achieving these objects.
3. Nothing in this memorandum permits the Society to carry on any trade, industry or business.

4. The Society's objects and affairs will be carried on without purpose of personal gain to any of the Members and any surplus funds of the Society will be used in accordance with this memorandum.
5. The activities of the Society are to be carried on in in Nova Scotia.
6. The registered mailing address of the Society is P.O. Box 60022, Halifax Professional Centre PO, Halifax, NS, B3H 4R7.
7. In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be distributed or disposed of to qualified donees described in Subsection 149.1 (1) of the *Income Tax Act (Canada)*.

SOCIETIES ACT
NOVA SCOTIA
WOMEN'S HISTORY SOCIETY

BY-LAWS

1. INTERPRETATION

1.1 In these By-laws, unless the context otherwise requires:

- i. "Director" means a person elected or appointed to the Board of Directors;
- ii. "Member" means a person who is admitted to membership in the Society pursuant to these By-laws, and "Members" means more than one Member;
- iii. "Board of Directors" means all Directors of the Society;
- iv. "Registered Address" of a Member means his/her/their address as recorded in the Register of Members.
- v. "Registrar" means the Registrar of Joint Stock Companies appointed under the Companies Act (Nova Scotia) R.S., c. 81.;
- vi. "Societies Act" means the Societies Act, R.S.N.S., c. 435, as amended;
- vii. "Society" means the Nova Scotia Women's History Society;
- viii. "Special Resolution" means a resolution passed at a general meeting held in accordance with these By-laws.

1.2 In construing these By-laws, reference shall be had to the Societies Act and words and expressions used in these By-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

1.3 Words importing number include both the singular and the plural and words importing gender include all genders.

1.4 Anywhere these By-laws require written confirmation of an action or direction, writing shall include confirmation by electronic means.

1.5 Anywhere these By-laws require a meeting, the meeting may be convened at such place and time and by such means as appropriate for the dispatch of

business, including, but not limited to, teleconferencing or other electronic means.

2. SOCIETY MEMBERSHIP

2.1 The Members of the Society are the subscribers to the Memorandum of Association of the Society and all Directors in good standing of the Board of Directors.

2.2 Membership is open to individuals who support the objects of the Society. To become a Member, an individual must:

i. Complete and submit membership registration information, as approved by the Board of Directors from time to time;

ii. Provide the Society with their mailing address and/or electronic mail address and to advise the Society in writing of any change thereof; and

iii. Provide payment of the membership fee, as approved by the Board of Directors from time to time.

2.3 For the purposes of registration, the number of Members of the Society is unlimited.

2.4 Membership in the Society shall not be transferable.

2.5 Every Member must uphold the Memorandum of Association and comply with these By-laws.

2.6 Except as otherwise provided in these By-laws, Members enjoy the full rights and privileges of membership in the Society, including:

i. The right to attend and vote at an Annual General or Extraordinary General meeting of the Society;

ii. To be nominated for and hold any office of the Society, as long as they are in good standing and the legal age of majority in Nova Scotia.

2.7 A person shall cease to be a Member of the Society:

i. upon death of the Member;

ii. by delivering or mailing a resignation in writing to the Society;

iii. if, by a resolution of the Members of the Society, or a resolution passed by not fewer than three-quarters of the Directors of the

Society, at a meeting for which notice of the proposed action has been given, the Member's Membership in the Society is terminated. A Member whose membership is terminated pursuant to this section shall be given an opportunity to be heard before a resolution under this section is put to a vote.

- 2.8 No funds of the Society shall be paid to or be available for the personal benefit of any Member, unless pursuant to a written contract for services.

3. MEETINGS OF SOCIETY MEMBERS

- 3.1 Meetings of Society Members (Society Meetings) may be either Annual General Meetings or extraordinary meetings. Annual General Meetings shall be called by the Chair. Every Society Meeting other than an Annual General Meeting is an extraordinary general meeting.
- 3.2 The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting shall be held within three months after every fiscal year end.
- 3.3 An Extraordinary General Meeting of the Members may be held at any time and shall be called:
- i. if requested by the Chair, or
 - ii. if requested by a majority of Directors, or
 - iii. if requested in writing by 15 Members.
- 3.4 Notice of Society Meetings (both Annual and Extraordinary) must be provided to Members as follows:
- i. The notice must specify the forum, date and time of the meeting;
 - ii. The notice must be given to Members seven days prior to the meeting;
 - iii. The notice must be given to Members by telephone, electronic means, and/or whatever means deemed appropriate by the Board of Directors; and
 - iv. The notice must specify the nature of the business to be addressed and/or any proposed resolution(s);
- 3.5 The non-receipt of notice of any Member shall not invalidate the proceedings.
- 3.6 The Members may waive or reduce the amount of notice required for a particular Society Meeting by unanimous consent in writing.

- 3.7 At any Society Meeting, quorum shall consist of 12 Members.
- 3.8 In the case of any Society Meeting, if, within thirty minutes of the time appointed for the meeting to begin, a quorum is not present, the meeting shall be adjourned for one week at the same hour and forum. If, at the adjourned meeting a quorum is not present within thirty minutes of the time appointed, the Members then present shall form a quorum.
- 3.9 No business, other than the adjournment or termination of the meeting, shall be transacted at any Society Meeting unless a quorum of Members is present. If, at any time during a Society Meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.
- 3.10 Any person entitled to attend a Society Meeting may participate in the meeting by telephone, electronic means or other communication means that permits all participants to communicate adequately with each other during the meeting. A person participating in a Society Meeting by such means is deemed to be present at the meeting.
- 3.11 The Chair shall preside over all Society Meetings as chair. If the Chair is unable or unwilling to act as chair, or is absent, the Vice-Chair shall act as chair. In the absence of the Chair and Vice-Chair, the Members present shall, by simple majority, elect one of their number to be chair.
- 3.12 At the Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- i. meeting called to order;
 - ii. approval of the minutes of the previous Annual General Meeting;
 - iii. business arising out of the minutes of the previous Annual General Meeting;
 - iv. Review of the annual report of the Directors;
 - v. approval of annual financial statements and Financial Report of the Society;
 - vi. acceptance of auditor's report on financial statements;
 - vii. appointment of auditor for current fiscal year;
 - viii. election of new directors, if required; and
 - ix. new business.

- 3.13 Where there is an equality of votes, the Chair shall cast the deciding vote.
- 3.14 A declaration by the Chair that a resolution has been carried, or carried unanimously, or defeated, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the passing or defeating of the resolution, unless a poll is demanded by at least three Members. If a poll is demanded it shall be held by show of hands or by secret ballot, as the Chair may decide.
- 3.15 The Secretary shall cause minutes of every Society Meeting to be taken and forward the minutes for consideration at the next succeeding Annual General Meeting or extraordinary meeting, as applicable. Upon approval of the minutes, they shall be signed by both the chair and the recording secretary of the meeting at which the minutes are approved.
- 3.16 At any general meeting, any Member in good standing shall be entitled to one vote and may cast such vote in person or by proxy provided that the holder of a proxy is a Member in good standing and any Member in good standing may act as proxy holder for any number of other Members in good standing.
- 3.17 A proxy must be in a form reasonably satisfactory to the Secretary and must be delivered to the Secretary before the beginning of the meeting. In the event that a Member must leave during a Society Meeting, the Secretary shall accept their proxy. Proxies are only valid for the Society Meeting for which they are given. A Member can void their given proxy at any time by giving notice to the Secretary.
- 3.18 The Directors shall retire from office at, but shall hold office until, the conclusion of the Annual General Meeting that completes six years as a Director.
- 3.19 The Chair shall nominate for approval at a Society Meeting those Members who wish to hold the position of Director. Additional nominations may be made from the floor.
- 3.20 It is customary at any Society Meeting for any vote to be decided by consensus. In the event that a consensus vote of those Members present cannot be accomplished and/or the chair determines it to be appropriate, Robert's Rules of Order shall apply to all Society Meetings.

4. BOARD OF DIRECTORS

- 4.1 The governance and management activities of the Society shall be vested in the Board of Directors. The Directors, in addition to the powers and authorities conferred by these By-laws, may exercise all such powers and do all such acts and things that the Society may exercise and do, or are lawfully directed or required to do, but subject, nevertheless, to:

- i. the Societies Act; and
 - ii. these By-laws;
- 4.2 The management of the Society is the responsibility of the Directors. The Directors may engage employee(s), and determine their duties, responsibilities and remuneration.
- 4.3 Any Member of the Society, having reached the age of majority in Nova Scotia, shall be eligible to be elected a Director of the Society, unless such Member is also an employee of the Society.
- 4.4 The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.
- 4.5 The number of Directors shall be a minimum of six and a maximum of thirteen. No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.
- 4.6 Directors shall be elected to a two-year term. Directors shall hold office for no more than three consecutive terms, or six consecutive years as a Director.
- 4.7 In the event that the Chair or other officers have resigned, a meeting of the Board of Directors (Board Meeting) shall be held and a new Chair or officer, as the case may be, will be chosen by the Directors present at the meeting to hold office until the next Annual General Meeting.
- 4.8 Nominations for Directors may be made from the floor. An election may be by acclamation; otherwise it shall be by vote.
- 4.9 The Board of Directors may at any time, and from time to time, appoint a qualified person as Director to fill a vacancy in the Board of Directors. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society but is eligible for re-election at the Annual General Meeting. The maximum number of appointees under this section shall not exceed one-third (1/3) of the total number of directors elected at the previous general meeting.
- 4.10 Directors who have, or could reasonably be perceived to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Chair, or in the case of the Chair to the Board of Directors:
 - i. upon nomination, and
 - ii. if serving as a Director, when the possibility of a conflict is realized.

- 4.11 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.
- 4.12 A person shall cease to be a Director if that person:
- i. Misses three consecutive meetings without a justifiable reason;
 - ii. ceases to be a member of the Society;
 - iii. resigns as a Director by delivering a notice in writing to the Chair;
 - iv. dies;
 - v. is declared to be incompetent by a Court;
 - vi. is removed from office in accordance with these By-laws; or
 - vii. has their term of office expire.
- 4.13 Any Director may be removed from office either by a resolution passed by not fewer than three quarters (3/4) of the Directors in office or by a resolution of the Members of the Society. A Director to be removed pursuant to this section shall be given an opportunity to be heard before a resolution under this section is put to a vote.
- 4.14 Directors shall serve without remuneration and shall not receive any profit from their positions. However, a Director may be reimbursed for reasonable expenses incurred in the performance of their duties.
- 4.15 No Director shall be an employee of the Society.

5. PROCEEDINGS OF BOARD OF DIRECTORS

- 5.1 The Board of Directors shall meet no less than four times each year.
- 5.2 All Board Meetings, subject to these By-laws, shall be called by the Chair.
- 5.3 Notice of Board Meetings shall be provided in advance of the meeting and shall:
- i. Specify the date, forum and time of the meeting;
 - ii. Be given to the Directors by email correspondence, telephone fax and/or other electronic means; and

- iii. The non-receipt of notice by any Director shall not invalidate the proceedings.
- 5.4 A Board Meeting may be held at any time without notice if all Directors are present or those absent have in writing waived notice or agreed to the lesser period of notice, or have signified their consent in writing to the meeting being held in their absence.
- 5.5 Board Meetings may be held in person, virtually, or by such other means considered appropriate. Directors may adjourn and otherwise regulate Board Meetings as they deem appropriate.
- 5.6 A majority of the Directors then in office shall form a quorum for the transaction of business and unless a quorum of directors is present at the time the Board Meeting proceeds to business, no business shall be transacted.
- 5.7 The Chair shall be chair of all Board Meetings, but if the Chair is unable or unwilling to attend, the Vice-Chair shall act as chair. In the absence of the Chair and Vice-Chair, the Directors present shall, by simple majority, elect one of their number to be chair.
- 5.8 The order of business at all Board Meetings shall be as follows:
- i. Review, amend and approve of minutes of the last meeting;
 - ii. Address business arising out of the previous meeting's minutes;
 - iii. Receive reports of officers;
 - iv. Receive reports from committees;
 - v. Address old business; and
 - vi. Address new business;
- provided, however, that the order of business may be altered or suspended in whole or in part at any Board Meeting as determined by the Chair.
- 5.9 Questions arising at Board Meetings shall be decided by consensus. In the event the Board of Directors cannot reach a consensus, the Chair shall cast the deciding vote.
- 5.10 The Recording Secretary shall cause the minutes of every Board Meeting to be taken and shall forward the minutes for consideration for the next succeeding meeting.

- 5.11 A resolution in writing signed or cast by electronic means, by a majority of the Directors shall be as valid and effective as if it had been passed at a meeting of the Directors duly convened and held. Such resolution may be in one or more counterparts, which together shall be deemed to constitute one instrument.
- 5.12 All acts done at any Board Meeting, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid and effective as if every such person had been duly appointed and was qualified to be a Director.
- 5.13 The Directors may make such rules and regulations for the conduct of their affairs and the affairs of the Society as they deem appropriate, provided that such rules and regulations are not inconsistent with these By-laws or the Societies Act. All Directors must adhere to such rules and regulations.
- 5.14 Upon a minimum of one third (1/3) of the Directors requesting, in writing, to the Chair or Recording Secretary that a Board Meeting be called, the Chair or Recording Secretary shall convene a Board Meeting of the Board of Directors within fourteen calendar days.
- 5.15 No rule or motion made by or passed by the Society in a Society Meeting shall invalidate a prior act of the Directors that would have been valid if that rule or motion had not been made or passed.
- 5.16 The Board of Directors shall include the following officer positions, elected from and by Directors:
- i. Chair;
 - ii. Vice-Chair;
 - iii. Recording Secretary;
 - iv. Corresponding Secretary; and
 - v. Treasurer;
- 5.17 The officer positions of Treasurer and Recording Secretary may be held by the same person, in which event such person may be known as the Treasurer/Recording Secretary.
- 5.18 Officers shall hold their position for a two-year term, for no more than three consecutive terms, or six consecutive years as an officer and/or Director.
- 5.19 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and

the Recording Secretary, or otherwise as prescribed by resolution of the Board of Directors.

5.20 A person shall cease to hold an officer position on the Board if such person:

- i. resigns by delivering a notice in writing to the Chair or Vice-Chair;
- ii. ceases to be a Director; or
- iii. is removed in accordance with these By-laws.

5.21 The Directors of the Society shall be subject to removal from office by resolution of the Board of Directors at any time.

CHAIR

5.22 The Chair shall supervise the Board in the execution of their duties and:

- i. shall act as chair of Board Meetings and the Society Meetings;
- ii. shall be responsible for the effectiveness of the Board;
- iii. shall fulfill such duties as may be prescribed by these By-laws;
- iv. shall have such additional powers and responsibilities as may be prescribed by the Board of Directors from time to time;

VICE-CHAIR

5.23 In the absence of the Chair, or in the event of their death, inability or refusal to act, the Vice-Chair shall carry out the duties of the Chair. The Vice-Chair shall also undertake such duties as from time to time may be prescribed by the Chair or the Board of Directors.

RECORDING SECRETARY

5.24 The Recording Secretary shall have responsibility for:

- i. Issuing notices of Society Meetings and Board Meetings;
- ii. give notice in writing to each auditor of the Society, if any, from time to time of his or her appointment, and notices of every Society Meeting, together with all other communications relating to the meetings that the Members are entitled to receive;
- iii. the preparation and custody of the minutes of all meetings;

- iv. to keep and maintain the Register of Members as provided for by these By-laws; and
- v. to keep and maintain the Register of Directors as provided for by these By-laws.

5.25 The Recording Secretary shall undertake such duties as from time to time may be prescribed by the Chair or the Board of Directors.

CORRESPONDING SECRETARY

5.26 The Corresponding Secretary shall have the responsibility for:

- i. Conducting the correspondence of the Society;
- ii. Filing with the Registrar:
 - 1. within 14 days of the Annual General Meeting, the annual financial statement of the Society;
 - 2. within 14 days of their election or appointment, a list of Directors with their address, occupations and dates of election or appointment;
 - 3. any such other information, reports, notices, statements and resolutions as may be required from time to time thereunder.

5.27 The Corresponding Secretary shall have custody of the common seal of the Society, if any, which may be affixed to any document upon resolution of the Board of Directors.

5.28 The Corresponding Secretary shall undertake such duties as from time to time may be prescribed by the Chair or the Board of Directors.

TREASURER

5.29 The Treasurer is responsible the overall financial management of the Society and shall:

- i. collect all fees, charges and other receipts, and deposit the same to the credit of the Society with its bankers;
- ii. keep regular financial records and books of account of the transactions and funds of the Society;
- iii. be responsible for the preparation of financial statements of the Society required to be forwarded to each member with the notice

of the Annual General Meeting, or otherwise required to present to the members, Directors or others from time to time. Such financial statements shall include a balance sheet, a statement of income and expenditures, and a statement of surplus, prepared in accordance with Generally Accepted Accounting Principles for not for profit organizations;

- iv. have custody of all financial books and records of the Society; and
- v. undertake such duties as from time to time may be prescribed by the Chair or the Board of Directors.

6. REGISTER OF MEMBERS

6.1 The Board of Directors shall keep a register in which the names of the Members of the Society are recorded. In such register, the Recording Secretary shall enter the names of the subscribers to the Memorandum of Association and the By-laws of the Society and the name of every other person who is admitted as a Member of the Society, together with the following particulars:

- i. the full name and address (electronic or otherwise) of each Member;
- ii. the date on which such Member is admitted as a Member;
- iii. the date on which any Member ceases to be a Member;
- iv. any change of address provided to the Society by a Member; and
- v. any such other information as may be required from time to time by the Societies Act.

7. REGISTER OF DIRECTORS

7.1 The Board of Directors shall keep a register in which the names of the Directors of the Society are recorded, together with the following particulars:

- i. the full name and address (electronic or otherwise) of each Director;
- ii. the date upon which each Director was elected and/or appointed;
- iii. the officer position held by the Director, where applicable;
- iv. the date on which such Director ceases to be a Director;

- v. any changes of address provided to the Society by a Director; and
- vi. any such other information as may be required from time to time by the Board of Directors.

8. SEAL

8.1 The Directors may provide for a common seal of the Society and shall have the power from time to time to destroy it and to substitute a new seal in place of the seal destroyed. The common seal, where applicable, shall be affixed only when authorized by resolution of the Directors or as otherwise prescribed by these By-laws, and then only in the presence of the persons authorized by the Board of Directors, or if no persons are authorized, in the presence of any two Directors of the Society.

9. BANKING AND FINANCES

9.1 The Directors shall administer the funds and property of the Society and shall designate the place or places at which the bank accounts and any investments of the Society shall be kept, which may be at a chartered bank, trust company or credit union. Unless and until the directors otherwise determine, all cheques drawn on the Society bank accounts shall be signed by at least two of the Chair, Vice-Chair, Recording Secretary, Corresponding Secretary or Treasurer.

9.2 The Directors shall have full responsibility and authority to determine the manner in which income and funds of the Society shall be invested or distributed and to carry on the purposes of the Society and any determination of the Directors made or authorized under these By-laws shall be final.

9.3 In order to carry out the purposes of this Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide including, but without limitation, by the issue of debentures provided that no debenture or mortgage of its real property shall be issued without the sanction of a special resolution.

10. FISCAL YEAR AND AUDITORS

10.1 The fiscal year of the Society shall end on December 31 in each year.

10.2 The Directors shall annually present to the Members a written report on the financial position of the Society. The report shall be in the form of:

- i. a balance sheet showing its assets, liabilities and equity, and
 - ii. a statement of its income and expenditure in the preceding fiscal year.
- 10.3 A copy of the financial report shall be signed by the Auditor and by two Directors.
- 10.4 A signed copy of the financial report shall be filed with the Registrar within 14 days after each Annual General Meeting.
- 10.5 At each Annual General Meeting the Members shall appoint an auditor to hold office until the close of the next Annual General Meeting and, if at that meeting, an appointment is not made, the auditor in office shall continue as auditor until a successor is appointed. The Directors may fill a vacancy in the office of auditor created by resignation, death, or otherwise.
- 10.6 Any Member may inspect the annual financial statements and minutes of Members and Directors meetings with one week's written notice.
- 10.7 The Society shall not make loans, guarantee loans or advance funds to any Director or Member.

11. LIMIT OF LIABILITY AND INDEMNITY

- 11.1 No Director or Officer of the Society shall be liable for acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Society or through the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects shall be deposited, or for any loss occasioned by error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such person's office or in relation thereto unless the same happened through such person's own dishonesty or gross negligence.
- 11.2 Every Director, Officer, Manager and servant of the Society shall be indemnified by the Society in respect of, and it shall be the duty of the Board of Directors out of the funds of the Society to pay, all costs, losses and expenses which any Director, Officer, Manager or servant may incur or become liable to by reason of any contract entered into, or act done by him/her as such Director, Officer, Manager or servant, or in any way in the discharge or his/her duties, except such costs, losses and expenses as are occasioned by such person's dishonesty or gross negligence.

11.3 The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is, or is serving as, a Director, Officer, employee or agent of the Society, such person's heirs or personal representatives, against any liability incurred by him/her in that capacity.

12.NOTICES

12.1 Unless otherwise provided in these By-laws, notices may be given to a Member, either personally, by mail at the member's Registered Address, or electronically, and to a Director, either personally, by mail at the address for such Director as listed in the register of Directors, or electronically. Any notice mailed postage prepaid shall be deemed to have been received three days following the date on which the notice is posted; provided that if at the time of mailing or within three days of mailing a mail strike, slowdown or other labour dispute which might affect the delivery of the notice by mail occurs, then the notice shall only be effective if actually delivered.

13.AMENDMENTS TO BY-LAWS

13.1 These By-laws may be amended by the general membership, provided that notice of motion with regard to the proposed amendment is provided 14 days prior to the Society Meeting at which the amendment is to be considered and provided that the motion amending the By-laws is passed by a majority of quorum.