

Salmo Valley Trail Society

Bylaws

Constitution:

The Society shall be : Salmo Valley Trail Society

The purpose(s) of the society is (are):

- to develop, maintain and promote recreational trails and trail networks in and around the communities of Salmo and Ymir for self-propelled activities including walking, hiking, biking, equestrian, skiing and snowshoeing;
- to develop, maintain and promote facilities that support learning and progression for self-propelled activities including walking, hiking, biking, equestrian, skiing and snowshoeing;
- to work cooperatively with other trail user groups to manage user conflicts and support mutual trail opportunities where compatible

Part 1: PRELIMINARY AND DEFINITIONS

1.1 In the Constitution and these Bylaws:

- a) the singular includes the plural, and vice versa
- b) "persons" includes incorporated bodies
- c) "the Society" means the Salmo Valley Trail Society
- d) "the directors" means the current Board of Directors of the Society
- e) "the Act" means the Societies Act.
- f) "executive" means those persons elected or appointed by, and answerable to,

1.2. The Constitution and Bylaws are subject to the Act, and the Act contains provisions, including definitions, not repeated in the Bylaws.

1.3. The Constitution and Bylaws may be changed only by special resolution.

Part 2: BECOMING A MEMBER

2.1. To be a member, a person must:

- a) agree to uphold the Constitution and Bylaws, and
- b) pay the membership dues set by the Society.

2.2. Application for membership must be made in a manner decided by the directors.

2.3. The directors may approve or refuse an application for membership

Part 3: MEMBERSHIP DUES

3.1. The members of the Society in general meeting must determine, by ordinary resolution, the amount of membership dues. If the members have not set the amount of membership dues, the directors must do so.

3.2. The period of time to which membership dues apply is set by members at an Annual General Meeting, or by directors until the next Annual General Meeting.

3.3. Unless further dues are paid, a person ceases to be a member on expiry of the period of time covered by the membership dues.

Part 4: CEASING TO BECOME A MEMBER

4.1 A person may withdraw from membership by notifying the directors in writing.

4.2. a) A member may be expelled by special resolution at a general meeting.

- b) Notice of a special resolution for expulsion must be accompanied by a brief statement of the reasons for the resolution.

c) The member who is subject to a resolution for expulsion must be given an opportunity to be fairly heard at the general meeting before the resolution is put to a vote.

Part 5: CALLING A GENERAL MEETING OF THE MEMBERS

5.1. An Annual General Meeting must be held each year at a date, time and place set by the directors subject to the Act.

5.2. a) The directors may call a special general meeting.

b) The directors must call a special general meeting within 10 days of being presented with a request signed by no less than 10% of the members in accordance with the Act.

5.3 Notice of a general meeting must state the place, day and hour of the meeting, and the nature of the business to be conducted.

5.4. The directors must give the members 14 clear days notice of all general meetings, and of continued meetings to which Bylaw 6.4 applies.

5.5 Persons who became members at least 30 days before the date of the meeting are entitled to receive notice of the meeting.

5.6. Accidental omission to give notice of a meeting to a member, or non-receipt of notice by a member, does not invalidate proceedings at the meeting.

Part 6: PROCEEDINGS AT GENERAL MEETINGS

6.1. The quorum at a general meeting is 5 members.

6.2. If a quorum is not present, no business, other than the appointment of a chair and the adjournment or termination of the meeting, may be carried out.

6.3. A meeting may be adjourned to another time and place, but only for the purpose of completing the business not completed before the meeting was adjourned.

6.4. If a meeting is adjourned for more than 10 days, notice of its continuation must be given as though it were a newly-called meeting.

6.5. Quorum at a meeting which has been adjourned and reconvened consists of those members present when the meeting reconvenes.

6.6. Persons who became members at least 30 days before the date of the meeting are entitled to vote.

6.7. Every member present and entitled to vote has one vote on each matter voted upon.

6.8. Proxy voting is not allowed.

6.9. The members may decide the procedure for voting. If the members do not decide otherwise, voting must be by show of hands.

6.10. The President or Vice-President must preside as the Chair of the meeting. If neither is willing or able to preside, the members present must choose another person to preside.

6.11. The members present may adopt rules of order. If the members present do not adopt other rules, or if the rules adopted do not cover the point raised, Robert's Rules of Order (Newly Revised) must be used as the rules of order.

Part 7: ELECTION AND APPOINTMENT OF DIRECTORS

7.1 To qualify for election or appointment as a director, an individual must be a member in good standing of the Society.

7.2 The chair, vice-chair and three or more other persons are the directors of the society. The number of directors shall be five (5) or and no more than eight (8) directors..

7.3 A person becomes a director by:

- a) election by the members at an annual general meeting, or,
- b) appointment by the current directors under Bylaw 7.7.

7.4 Directors are elected for two-year terms. As each director's term expires, he or she must retire from office at the annual meeting when his or her successor is elected. An

election may be by acclamation, otherwise it shall be by ballot. If a successor is not elected, the person previously elected or appointed continues to hold office.

7.5. If a quorum feels its is needed: Each year at the first meeting following the Annual General Meeting, the directors shall appoint a Nominating Committee composed of Society member(s) to nominate candidates for the positions of director to be filled at the next Annual General Meeting.

7.6. Elections shall be conducted in the following manner:

a) At the Annual General Meeting, the Chair shall ask for nominees for the position of director. The Chair of the Nominating Committee may present a slate of candidates for the available positions.

b) The Chair shall ask for nominations from the floor. Nominations from the floor must be seconded.

c) If there are nominations from the floor an election is required, and the Chair shall appoint a Returning Officer and two scrutineers from among the members present.

d) An election may be by acclamation, otherwise it must be by ballot.

e) The Returning Officer shall distribute one ballot to each member present. The ballots shall be identified as such and shall contain a number of spaces for names to be written equal to the number of Directors to be elected.

f) The Returning Officer shall legibly write the names of all nominated candidates, in alphabetical order, on an available whiteboard, easel, or some similar device in letters large enough to be visible from the back of the room.

g) Each member shall write the name(s) of candidate(s) of choice in the spaces provided on the ballot. The number of names written shall be no more than the number of Directors

to be elected.

h) A ballot shall not be considered spoiled if the only objection is the misspelling of a candidate's name, unless such misspelling could be mistaken for the name of another candidate.

i) The members shall place their completed ballot in a receptacle provided for the purpose.

j) When all members have voted, the Returning Officer, in the presence of the scrutineers, shall open the ballots and count the number of votes for each candidate.

k) The Returning Officer, in the presence of the scrutineers, shall make a list of the vote totals for each candidate. The list shall include an accounting of the number of ballots distributed and the number spoiled. The number of ballots counted must be equal to, or less than, the number of members present at the meeting. The Returning Officer shall present the completed list to the Chair.

l) The Chair shall announce the names of the candidates, equal in number to the number of Directors to be elected, who had the highest vote totals. Those members shall be declared to be elected.

m) Directors elected at an Annual General Meeting shall hold office beginning at the adjournment of that meeting.

7.7 The directors may appoint a member to fill a director's position which becomes vacant between elections. No more than 3 directors appointed under this Bylaw may hold office at the same time.

Part 8: CEASING TO HOLD OFFICE AS DIRECTOR

8.1 A director may resign from office by giving written notice to the directors.

8.2 a) A director may be removed from office by special resolution.

b) A director may be removed from office by a vote of the directors if no less than 5 of the directors determine that the director's conduct has been contrary to bylaw 10.3.

Part 9: MEETINGS OF DIRECTORS

9.1 The quorum for a meeting of directors is a majority of the directors. A quorum must be present in the meeting at all times.

9.2 Directors may participate in a meeting by electronic means. Each participant taking part in this way must be able to communicate with all the others, and is deemed to be present at the meeting.

9.3 There must be at least four meetings of directors each year.

9.4 Decisions of the directors are by majority vote of those present, unless otherwise specified in the Bylaws.

9.5 A resolution approved in writing by at least 4 of the directors is as valid as if it had been passed at a directors' meeting. Approval may be by facsimile, electronic mail, or similar method, provided that it is recorded and verifiable.

Part 10. POWERS AND DUTIES OF THE DIRECTORS

10.1 The directors may:

- a) conduct the business of the Society, b) delegate their powers, and
- c) regulate their meetings and affairs.

10.2. The directors must:

- a) elect a President and Vice-President from among their number,
- b) appoint a Secretary and Treasurer, and

- c) set the powers and duties of the President, Vice-President, Secretary and Treasurer.

10.3. A director must:

- a) act honestly and in good faith in the best interests of the Society,
- b) exercise the care, diligence, and skill of a reasonable and prudent person in exercising the powers and performing the functions of a Director, and
- c) attend 2/3rds of Board meetings.

10.4. A director who is directly or indirectly interested in a proposed contract or transaction of the Society must disclose promptly and fully the nature and extent of his or her interest to the directors and comply with the Societies Act.

10.5. No director shall be remunerated for acting as a Director, but may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society if the directors have approved the expenses in advance.

Part 11. DUTIES OF MEMBERS OF THE EXECUTIVE

11.1. The President must preside at all meetings of the Directors unless the directors decide otherwise.

11.2. The Vice-President must carry out the duties of the President during the absence or disability of the President.

11.3. The Secretary must:

- a) keep Minutes of all meetings of the Society and Directors,
- b) have custody of the Common Seal of the Society,
- c) maintain the register of Members, and
- d) file all documents as required with the Registrar.

11.4. The Treasurer must:

a) ensure that full and accurate financial records are kept, as are necessary to comply with the Societies Act, and

b) render financial statements to the Directors, members, and others when required.

11.5. The directors may appoint other persons to function as part of the executive, and may set their powers and duties.

Part 12: FINANCIAL

12.1. In order to carry out the purposes of the Society, the directors may cause the Society to borrow money, and to secure the repayment of money borrowed.

12.2. No debentures shall be issued without the passing of a special resolution.

12.3. The directors may deposit or invest the funds of the Society in such manner and on such terms as they deem to be in the best interests of the Society.

Part 13: COPIES OF FINANCIAL STATEMENTS AND BYLAWS

13.1. The Society, on written request by a member, but no more than once a year, must provide a copy of the latest financial statements of the Society.

13.2. The Society must, on written request by a member, provide a copy of the Constitution and Bylaws.

Part 14: NOTICE

14.1. A notice under the Act or these Bylaws, unless otherwise required, may be delivered:

a) personally, or

b) by mail to the address given by the member, or

c) by e-mail to the address given by the member.

Part 15: SEAL

15.1. The Directors may provide a common seal for the Society, and may destroy a seal and replace it with a new seal.

15.2. The seal must be affixed only pursuant to a directors' resolution, in the presence of those persons authorized by the directors, and accompanied by their signatures.

Part 16: Dissolution

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 given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes as this Society as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provided however that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada as being qualified as such under the provisions of the Income Tax Act (Canada) from time to time in effect. This provision was previously unalterable.