

CALEDON HILLS BRUCE TRAIL CLUB BY-LAWS

1. Name

The organization shall be known as the Caledon Hills Bruce Trail Club, hereinafter called "the Club".

2. Affiliation

The Club shall be a Bruce Trail Club within the Bruce Trail Conservancy, hereinafter called "the BTC".

3. Objectives

The objectives of the Club shall be:

- a) to maintain that section of the Bruce Trail assigned by the BTC to the Club;
- b) to foster positive relationships with local landowners;
- c) to foster and encourage the preservation and appreciation of the natural environment with Club members and the general public through hiking, social and educational programs;
- d) to work with the BTC in establishing the conservation corridor containing the Bruce Trail along the Niagara Escarpment.

4. Structure

The structure of the Club shall consist of:

a) Members

An individual, a family or an organization becomes a member of the Club by first becoming a member of the BTC and then choosing to join the Club as a 'club supporter', as defined in the BTC By-laws.

b) Board of Directors

- i. The Board of Directors of the Club shall consist of a maximum of 20 Club members elected at the Annual General Meeting or, in the case of a vacancy, appointed by the Board of Directors until the next AGM.
- ii. To be eligible to serve as a Director, a person shall be a member (or belong to a family or organization that is a member) in good standing of the Club.

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- c) Support Volunteer Positions
 - i. At its first meeting following the Annual General Meeting, or at subsequent meetings, the Board of Directors shall appoint from its members, or from the general membership, persons to fill Support Volunteer positions as required.
 - ii. Support Volunteers shall hold office for one year.
 - iii. During their term of office, Support Volunteers shall be entitled to full voting rights at meetings of the Board of Directors.
- d) BTC Director Position

As required from time to time, the BTC will request that the Club nominate an individual from the Club to be on the BTC Board of Directors. The Club Board of Directors will nominate an individual from the club membership, based on the BTC's preferred capabilities at the time, to be on the BTC slate. Following the election at the BTC Annual Meeting, the successful candidate will automatically become a full Board member of the Club.

5. Governing Authority

- a) The affairs of the Club shall be governed by its membership in the following manner:
 - i. through action taken at the Annual or Special General Meeting;
 - ii. through actions and decisions made by the Board of Directors between Annual General Meetings.
- b) The actions and decisions of the Board of Directors between Annual General Meetings may be overruled at the Annual General Meeting.
- c) For just cause, the members of the Board of Directors may remove a member of the Board of Directors from his/her position by a two-thirds (2/3) majority vote of the members of the Board of Directors present at a Board Meeting.
- d) Any member of the Board who is absent from three (3) regularly scheduled Board meetings during the year, without prior notice to the President, will not be permitted to stand for re-election for the next year.
- e) The Board of Directors may, by resolution and for just cause, recommend to the BTC Board of Directors the suspension and/or termination of any member of the Club.
- f) In situations where the Club By-laws do not apply, the BTC By-laws shall govern.

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6. Meetings for the Board of Directors

- a) All meetings and any other business of the Club shall be conducted in conformity with these By-laws and the BTC By-laws and according to Robert's Rules of Order.
- b) The Board of Directors shall meet not less than six times per annum.
- c) To constitute quorum at a Club Board Meeting the Club President or Vice President must be present along with 8 members who are Directors or Support Volunteers.
- d) Questions arising at any meeting of the Board of Directors shall be decided by a majority vote of Board members and Support Volunteers in attendance. In cases of a tie, the Chairperson shall cast the deciding vote. Otherwise the Chairperson shall not vote on motions.

7. Annual and Special Meetings of Members

- a) The Annual General Meeting (hereinafter referred to as the "AGM") of the Club shall be held on a Saturday or Sunday in April, at a time and place to be selected by the Board of Directors.
- b) Special meetings may be called by a majority vote of the Directors or by petition signed by 20 Club members who are in good standing. Upon receipt of the petition, the Directors shall give notice of a special meeting within 21 days. The meeting shall take place within 90 days of receipt of the petition at a time and place to be selected by the Board of Directors.
- c) An agenda and notice of the time and place of every such annual general meeting or special meeting shall be given to each member in the Club's regular magazine, or by a separate mailing, or by email, to the member's address as recorded on the books of the BTC, at least 30 days before the time appointed for the holding of such meeting.
- d) Questions arising at any Annual or Special Meeting of members shall be decided by a majority vote of members in attendance. In cases of a tie, the Chairperson shall cast the deciding vote. Otherwise the Chairperson shall not vote on motions.
- e) The number constituting a quorum for an Annual or Special Meeting shall be 20 members.
- f) Membership meetings shall be conducted in conformity with these By-laws and the BTC By-laws and according to Robert's Rules of Order.

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8. Nomination and Election of Board of Directors

- a) The Board of Directors shall appoint a Nominating Committee from among the members of the Club which shall produce a slate of members in good standing who are willing to serve on the Board of Directors of the Club. These nominees shall be subject to election at the Annual General Meeting.
- b) Nominations from members in good standing will be accepted from the floor at the AGM. Nominations must be seconded by another member also in good standing.
- c) Election to the Board of Directors shall be by acclamation, or by ballot of those attending the Annual General Meeting.
- d) The Board of Directors shall hold office for one year.
- e) The inaugural meeting of the Board of Directors shall be held immediately following the conclusion of the AGM.

9. Duties of Directors

- a) At its inaugural meeting the Board of Directors shall elect from its members the following positions: President, Vice-President, Secretary, Treasurer, Trail Maintenance Director, Landowner Relations Director, Land Steward Director, Hiking Director, Fundraising Director and such other positions as the Board of Directors shall from time to time determine are required for club operations.
- b) Past President: The Immediate Past President will be an ex officio member of the Board.
- c) Signing Authority: Cheques must be signed by any two of the following: President, Vice-President or Treasurer.

10. Amendments to the Club By-Laws

Amendments to the Club By-Laws may be made by the Board of Directors, and must be approved by a majority vote of the members at the next Annual or Special Meeting.

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11. Fiscal Year

The fiscal year of the Club shall be from January 1 to December 31 of each year.

The financial records shall be reviewed at the end of each fiscal year by an individual approved by the Board of Directors. The results of such review shall be presented to the Board of Directors.

12. Dissolution

Upon the dissolution of the Club and after payment of all debts and liabilities, the remaining property of the Club shall become the property of the BTC.

13. Adoption

These by-laws shall be confirmed upon the approval of a majority of the members voting on their adoption at the next Annual General Meeting.

ENACTED this date, __January 16, 2021_____

President __Marilyn Ross_____

Secretary __Sally Cohen_____