

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.
- 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.

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.
- 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.

6) MEETINGS OF 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) For meetings of the Board of Directors, a total of nine members of the Board, one of whom must be the President or Vice President, and Support Volunteers, shall constitute a quorum.
- 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.

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) Election to the Board of Directors shall be by acclamation, or by ballot of those attending the Annual General Meeting.
- c) The Board of Directors shall hold office for one year.
- d) The inaugural meeting of the Board of Directors shall be held immediately following the conclusion of the AGM.

9) DUTIES OF BOARD OF DIRECTORS

- a) At its inaugural meeting the Board of Directors shall elect from its members the following positions: President, Vice-President, Secretary, Treasurer, Director from Club, Trail Co-ordinator, Landowner Relations Director, Land Stewardship Co-ordinator, Volunteer Co-ordinator, Membership Director, Hiking Director, Social Convener(s), Publicity Director, and such other positions as the Board of Directors shall from time to time determine.
- b) Duties for Club President, Vice-President, Secretary and Treasurer are as described below and as assigned by the Board of Directors.

President: The President shall have the direction of the affairs of the Club, subject to its By-laws; shall prepare agendas and preside at all meetings of the Board and at all meetings of members if no other person is appointed; may attend committee meetings in an *ex officio* capacity; shall prepare and present a report on behalf of the Club to the BTC at its Annual General Meeting; and may assign duties to the Vice-President.

Vice-President: The Vice-President shall assist the President in the duties of that office; shall assume the duties of the President during the President's absence or inability to function; and

may attend committee meetings in an *ex officio* capacity. The Vice-President shall normally be the President Elect.

Secretary: The Secretary shall be responsible for recording and distribution of the minutes of all Annual and Special General Meetings of the Club and of the Board of Directors; shall notify members of the Club and of the Board of the time and place of all meetings; shall be responsible for keeping a record of the names, email addresses and phone numbers of Directors; and shall perform such other duties as may be assigned by the Board.

Treasurer: The Treasurer shall be responsible to the Board of Directors for the custody of the funds of the Club; shall present at each Annual General Meeting a statement showing the receipts and disbursements of the Club for the preceding year; shall present at each Annual General Meeting a budget for the current calendar year; shall present a financial report to the Board at each meeting of the Board of Directors; shall pay all approved bills; shall ensure that all monies received for Club activities are credited to the Club; and shall perform such other duties in connection with the finances of the Club as the Board may require.

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.
- ii) Support Volunteer positions shall include Archivist, Fundraising Co-ordinator, Tuesday Hike Co-ordinator, Webmaster, Website Liaison, Newsletter Editor, E-Newsletter Editor, Advertising Co-ordinator, Trail Maintenance Quadrant Leader, or any other position as may be required by the Board of Directors.
- iii) Support Volunteers shall hold office for one year.
- iv) During their term of office, Support Volunteers shall be entitled to full voting rights at meetings of the Board of Directors.

d) Past President

The Immediate Past President will be *ex officio* a member of the Board.

e) Signing Authority

Cheques must be signed by any two of the following: President, Vice-President, or Treasurer.

10) AMENDMENTS TO CLUB BY-LAWS

Amendments to the Club bylaws 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.

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 adopted upon the approval of a majority of the members voting on their adoption at the 2011 Annual General Meeting.

ENACTED this date, 3rd April 2011

Jean Kerins

President

Robert Gillespie

Secretary