



## **By-Laws**

### **1. NAME**

The organization shall be known as the Beaver Valley Bruce Trail Club, hereinafter called “the Club”.

### **2. PARENT BODY**

The Club shall be a Bruce Trail Club (BTC) within the BTC.

### **3. OBJECTIVES**

The objectives of the Club shall be:

- To support the BTC’s Mission, Vision, Values and Strategic Priorities.
- To develop and maintain that section of the Bruce Trail assigned to the care of the Club by the BTC.
- To steward the properties assigned to the care of the Club by the BTC.
- To foster positive relationships with local landowners and other local groups and individuals.
- 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.
- To work cooperatively with the BTC in establishing the conservation corridor containing the Bruce Trail along the Niagara Escarpment.
- To work cooperatively with the BTC to secure the Bruce Trail through purchases and/or donations of properties where the Optimum Route exists.
- To recruit members and club volunteers and support their activities.
- To document, maintain and share a record of the Club’s history and activities.

### **4. STRUCTURE**

The structure of the Club shall consist of:

#### **A) Members**

Those individuals, families or organizations that become a member of the BTC and then choose to join the Club as a “club supporter”, as defined in the BTC By-Laws.

#### **B) Board of Directors**

The Board of Directors shall consist of not less 5 and not more than 11. Positions and titles to be determined by the needs of the Board and the Club. The BTC Representative Nominee will be a non-voting position.

Nomination and election of Directors shall proceed as described in 8. GOVERNANCE, Sec. C.

The Board of Directors of the Club may appoint from its Directors, or from Club members, persons to fill such other positions as it may from time to time create. These supporting positions are not voting members of the Board, unless the person who fills them is already a Director.

Vacancies on the Board occurring within the course of a Club year may be filled by the Board from the Club membership provided a quorum of Directors remains in office. If there is no quorum of Directors, a Special General Meeting, hereinafter called "SGM", shall be called to fill the vacancies.

### **C) Volunteer Positions**

Volunteers will be recruited for a variety of operational and committee roles. These volunteer positions typically support a specific member of the Board. The number and nature of these positions may vary according to needs.

## **5. SIGNING AUTHORITY**

All Club cash disbursements require the approval of two Directors.

## **6. CONFIDENTIALITY**

In the normal course of their duties, Directors and other volunteers may receive information that is confidential to the Club and the BTC. All Directors must sign a Confidentiality Agreement. For some defined volunteer roles, the volunteer must sign a Confidentiality Agreement.

## **7. CONFLICT OF INTEREST**

When a Club Director or volunteer has a conflict of interest involving potential monetary or non-monetary matters, either business or personal, the conflict must be declared in accordance with the BTC Conflict of Interest policy.

## **8. GOVERNANCE**

### **A) Governing Authority**

The affairs of the Club shall be governed by its members in the following manner:

- Through action taken at the Annual General Meeting, hereinafter called "AGM", or through action taken at an SGM.
- Through actions and decisions made by the Board of Directors between AGMs.

The actions and decisions of the Board of Directors between AGMs may be overruled at the next AGM.

For just cause, 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 Directors present.

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.

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.

In situations where the Club By-Laws do not apply, the BTC By-Laws shall govern.

Any proposed changes to the By-Laws shall be approved by the Club Board and then made available to members a minimum of 21 days prior to the AGM. At the AGM, the changes shall be presented for a vote and shall be confirmed by a majority of those present. A show of hands shall determine the vote. Any By-Law amended by the Board shall be in effect until approved or rejected by the membership at the next AGM.

## **B) Meetings**

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.

Meetings of the Board of Directors shall be called as required, with a minimum of 5 days notice, by the President or by a quorum of Directors, no fewer than four times a year. Any Director who is unable to attend a meeting shall notify the President or the Secretary.

Board of Directors Quorum: 50 % plus one voting member of the Board will form a quorum. One of the President or Vice-President must be present.

Club volunteers and other Club members may attend Club Board meetings by invitation only with agreement from the President or Vice-President, and in a non-voting capacity.

Each year, following a notice period of at least 21 days, the AGM will be held for the purpose of hearing a report of Club operations, election of Directors, and any other business that might arise.

AGM Quorum: 20 members.

Each year the inaugural meeting of the Club's Board of Directors shall be held within two weeks following the Club's AGM.

SGMs may be called by a majority vote of the Directors or by petition signed by 5% of Club members who are in good standing. Upon receipt of the petition, the Directors shall give notice of an SGM within 21 days. The meeting shall take place within 60 days of receipt of the petition at a time and place to be selected by the Board of Directors.

The Chairperson at Club Board Meetings, AGMs or SGMs will be the President or Vice-President.

Questions arising at any meeting of the Board of Directors, AGM, or SGM shall be decided by a majority of members in attendance. In cases of a tie, the Chairperson shall cast the deciding vote. Otherwise, the Chairperson shall not vote on motions.

Governance matters requiring a resolution by Directors between meetings may be decided by an electronic motion and vote. The same requirements for quorum, participation by at least one of the President or Vice-President and tie breaking of votes will apply as for meetings.

### **C) Nomination and Election of the Board of Directors**

The Board of Directors shall appoint a Nominating Committee, to be chaired by a Vice-President, which shall produce a list of members in good standing who are willing to serve on the Board of Directors of the Club. Nominations for the position of Director may also be made by a member in good standing, at an AGM, if the nominee consents and is duly seconded by one other member. Nominees shall be subject to election at the AGM.

Election to the Board of Directors shall be by acclamation, or by ballot of those attending the AGM.

The Board of Directors shall hold office for one year with the exception of the BTC Club Nominee who shall serve a three-year term consistent with the BTC By-Laws. The BTC Club Nominee shall be subject to term limits as set out in BTC By-Laws.

### **9. ADOPTION OF BY-LAWS**

These By-Laws shall be adopted upon the approval of a majority of the members voting on their adoption at an AGM.

ENACTED this date:

Signature: \_\_\_\_\_ Print Name: \_\_\_\_\_

PRESIDENT

Signature: \_\_\_\_\_ Print Name: \_\_\_\_\_

SECRETARY