

Bylaws of the Dufferin Hi Land Bruce Trail Club

1. NAME.

The organization shall be known as the Dufferin Hi-Land Bruce Trail Club, hereafter called "the Club".

2. AFFILIATION.

The Club shall be a Trail Club within the Bruce Trail Conservancy.

3. MEMBERSHIP.

(a) An individual, a family, or an organization becomes a member of the Club by first becoming a member of the Bruce Trail Conservancy and then choosing to join the Dufferin Hi-Land Bruce Trail Club as a "club supporter", as defined in the Bruce Trail Conservancy bylaws.

(b) Each Club member shall be entitled to 1 vote per individual, family, or organization, as the case may be, at every annual or special general meeting of the Club. Proxy votes shall not be permitted or accepted. No member shall be entitled to vote at meetings of the Club unless all dues, if any then payable, have been paid.

4. BOARD of DIRECTORS.

(a) The affairs of the Club shall be managed by a board of directors which may exercise all such powers and do all such acts and things as may be exercised or done by the Club and are not, by the bylaws of the Club or bylaw, expressly directed or required to be done by the Club at annual or special general meetings of members, including but not limited to, support volunteer positions, honorary director positions, and committees and task forces

(b) The Board shall normally number between 18 to 21 Directors. Of these, two Directors, the Past President and the Dufferin representative to the BTC Board, shall be members ex-officio. All other Directors shall be elected.

(c) Concurrent with the formation of a Nominating Committee, the Board may for the forthcoming term only, temporarily increase or decrease the number of elected Directors by one or two outside the normal limits.

5. APPOINTMENT/ELECTION OF DIRECTORS.

(a)The directors shall be elected to named positions, including the officers, at a general meeting of the Club. The general meeting for the election of directors and officers shall be held

together with the annual meeting of the Club and shall be designated the "annual and general meeting" (AGM).

(b) Immediately after the AGM the Board shall meet to appoint a Director as Chair. The new Board shall then appoint Directors to fill Board positions.

6. ELIGIBILITY TO SERVE ON THE BOARD OF DIRECTORS

To be eligible to serve as a director, a person:

- (a) shall be a member (or belong to a family or organization that is a member) in good standing of the Club;
- (b) shall be at least 18 years of age;
- (c) shall not have been previously terminated from the Club's board within the last three years.

7. NOMINATIONS FOR BOARD OF DIRECTORS

The candidates for election as directors shall be determined as follows:

- (a) The board of directors shall define the core competencies and desired skills of nominees that best match the requirements of the board. The board will appoint not less than 4 months in advance of the annual general meeting a nominating committee of 3 members of the Club, of which not more than 2 shall be members of the current board.
- (b) The nominating committee shall cause to be published in the Club's newsletter and the Club's official website, a call for nominations to the board of directors of the Club. When any member has no email address, notification shall be sent by mail to the member's postal address. The nominating committee shall ensure that the publication of the call for nominations provides a reasonable amount of time for members to submit nominations to the nominating committee prior to the deadline for receipt of nominations. Such deadlines shall be established from time to time by the board of directors and published in the Club's newsletter and the Club's official website. Until changed in accordance with this bylaw, the deadline shall be July 31st.
- (c) Nominations to the board of directors shall be in writing and shall be signed by 3 members of the Club who are in good standing. Nominees shall certify that they meet the qualifications set out in bylaw 6 and shall consent to the nomination in writing. Each nominee shall also provide such information as the nominating committee may require to prepare a profile of the nominee for distribution to the members. All nominations must be received by the Club by hand, mail, or email by the deadline established under this bylaw. The nominating committee shall interview all nominees and shall confirm the nomination of those whose qualifications comply with Bylaw 6. The committee may note how nominees match the skills and competencies desired by the board. Nominations from the floor may be accepted if they are also supported by 2 other members in good standing in addition to the member proposing the nomination.
- (d) The nominating committee shall publish a nominating committee report in the issue

of the Club's newsletter and the Club's official website immediately prior to the AGM setting out the names and profiles of individuals recommended by the nominating committee.

8. ELECTION OF BOARD OF DIRECTORS

The process for the election of directors at the AGM shall be as follows:

- (a) The election shall be supervised by the chair of the meeting with reference to voting as described in bylaw 27.
- (b) Copies of the nominating committee report shall be distributed during the registration of the members attending the AGM.
- (c) Prior to the election, each candidate standing for election as a director shall have the opportunity to address the AGM for a short period of time.
- (d) If there are more candidates for director than there are positions, the election shall be by ballot.
- (e) In the case of an election where a ballot is cast, a majority of members present must also elect a scrutineer other than a member of the nominating committee.
- (f) The parliamentary references for the club shall be Bourinot's rules of Order, 4th or later edition, and Robert's Rules of Order 12th or later edition.
- (g) The results of the election shall be posted immediately upon the conclusion of the election and also posted to members by email and on the club's website.

9. TERM OF OFFICE OF BOARD OF DIRECTORS

All directors shall hold office from the end of the AGM at which they were elected until the end of the following AGM unless terminated. If for any reason an AGM is not held at the proper time, the directors shall continue in office, unless they have been terminated, until their successors are elected or appointed, as the case may be.

10. MEETINGS of DIRECTORS

A majority of directors shall form a quorum for the transaction of business. Except as otherwise required bylaw, the board of directors may hold its meetings in such place or places as it may from time to time determine. Notice of such meetings shall be sent to each director at least 10 days before the meeting is to take place.

11. Questions arising at a regular meeting of the board of directors shall be decided by a majority of votes cast. In the case of a tie, the chair shall have the deciding vote.

12. If all the directors of the Club present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means shall be deemed to be present at the meeting.

13. Notwithstanding any other bylaw, the board of directors may declare vacant the directorship of any director who without providing excuse or explanation. No such declaration shall be made unless such director has been given at least 10 days' notice in writing that their seat may be declared vacant at the next meeting of the board of directors.

14. If a director ceases to be a member of the Club, or is terminated from the board, that director ceases to be a director and the provisions of bylaw 15 shall apply.

15. As long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office from among the members of the Club who meet the qualifications set out in bylaw 6. The responsibilities of the vacant position may also be temporarily filled by another member of the board of directors. Otherwise, such vacancies shall be filled at the next AGM or general meeting.

16. Whenever there is not a quorum of directors in office, the director or directors then in office shall forthwith call a general meeting of the members to fill the vacancies.

17. A director may be removed from the board for cause by the board of directors. In most cases, a vote of termination will only occur after warning has been issued to the director in question. First warning shall consist of informal verbal expectation of conduct. Second warning shall consist of formal written expectation of conduct. The Club's members must be informed of any successful vote of a director's termination.

18. A director may be removed from the board at a meeting of the board of directors by a two-thirds (2/3) majority vote of all directors, for which notice of intention to remove the director has been given to all directors at least 10 days in advance of the meeting date. A meeting called to consider the termination of a director can only be held if the director in question shall be offered an opportunity to defend their position at the meeting. The director may offer alternative meeting dates, up to 4 weeks after the originally proposed date. If no alternative date/time can be agreed to after 4 weeks less 10 days, then the meeting may proceed without the director.

19. The directors of the Club shall receive no remuneration for acting as such.

20. EXECUTIVE COMMITTEE

The executive committee may convene and shall include the president, vice-president, secretary and treasurer and as many directors as deemed appropriate by the board of directors. The executive committee shall have the powers of the Club's board of directors between meetings. The Club's board of directors may delegate to the executive committee such specific powers, for specific purposes and for limited periods of time, as it sees fit.

21. Questions arising at any meeting of the executive committee shall be decided by a majority of votes cast. In the case of a tie, the chair shall have the deciding vote. A quorum for executive committee meetings shall be a majority of the committee members.

22. OFFICERS

The officers shall consist of the Club's president, vice president, secretary, and treasurer.

(a) The president shall have the direction of the affairs of the Club and, subject to these bylaws, shall preside at all meetings of members and, if no other chair is appointed, at meetings of the board.

(b) The vice-president shall be responsible to the president to exercise the powers and the duties of the president in their absence and to carry out such other duties as the board of directors may determine from time to time.

(c) The secretary shall be responsible to the president for the custody of all documents; for the correspondence of the Club; for notifying members of the Club, the board of directors, and the executive committee of the time and place of all meetings; for recording the minutes of the meetings of the board of directors and the executive committee as well as the AGM; for keeping a record of the names and addresses of all members; and for such other duties as the board of directors may determine from time to time.

(d) The treasurer shall be responsible to the president for the custody of the funds of the Club for the presentation at each meeting of the board of directors and AGM of a statement showing the receipts and disbursements of the Club for the preceding year and its assets and liabilities; and for such other duties in connection with the finances of the Club as the board of directors may determine from time to time.

(e) An officer may be removed from their office by a majority vote of all directors, and voting at a meeting of the board of directors for which notice of intention to remove the officer has been given to all directors at least 10 days in advance of the meeting date.

23. COMMITTEES AND WORKING GROUPS

In addition to the committees specifically mentioned in these bylaws, the board of directors may from time to time establish additional committees and working groups and designate support volunteers to carry out mandates as the board may determine from time to time.

24. ANNUAL AND GENERAL MEETINGS OF MEMBERS

The annual or any general meeting of the members shall be held at a location in Ontario as the board of directors may determine and on such days as the board of directors shall appoint.

(a) The board of directors may at any time call a general meeting of the members of the Club for the transaction of any business, the general nature of which is specified in the notice calling the meeting. The directors must send out a notice to the Club members, at least 30 days in advance of such meeting.

(b) The members of the Club may request the directors to call a general meeting for any proper purpose by depositing with the president or secretary a requisition signed by not less than 20 members of the Club entitled to vote at the meeting proposed to be held stating the general nature of the business to be presented at the meeting. Upon deposit of the request, the directors shall call forthwith a general meeting of the members of the Club for the transaction of the business stated in the requisition. If the directors do not within thirty days from the date of the deposit of the request call and hold such meeting, any of the requestors may call such meeting, which shall be held within 60 days from the date of deposit of the requisition.

(c) No public notice or advertisement of member's meetings, annual or general, shall be required. Announcement of such meeting may be posted on the club's website, but such announcement shall not constitute official notice given to each member. The notice of the time and place of every such meeting and the general business to be presented at the meeting shall be sufficiently given to each of the members if:

- (i) Emailed to the member's email address or included in the club's emailed newsletter,
- (ii) mailed to the postal address of members without an email address.

25. QUORUM

A quorum for the transaction of business at any general meeting of members shall consist of 20 members of the Dufferin Hi-Land Bruce Trail Club.

26. At all meetings of members every question shall be decided by a majority of the votes of the members present and voting in person unless otherwise required by these bylaws or law. Every question shall be decided in the first instance by a show of hands (which may include the use of voting cards) unless a poll is demanded by any member.

Upon a show of hands, every member having voting rights shall have one vote and, unless a poll is demanded, a declaration by the chair that a motion has been carried or not carried and an entry to that effect in the minutes of the Club shall be sufficient evidence of the fact without

proof of the number or proportion of the votes accorded in favour or against such motion. The demand for a poll may be withdrawn, but if a poll is demanded and is not withdrawn, the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such manner as the chair shall direct and the results of such poll shall be deemed the decision of the Club in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chair shall be entitled to a tie breaking vote.

27. FISCAL YEAR

- (a) The fiscal year of the Club shall end on the on the same day as the Bruce Trail Conservancy fiscal year end in each year.
- (b) The financial report shall be reviewed at the end of each fiscal year by the Bruce trail Conservancy.

28. PROTECTION OF OFFICERS AND DIRECTORS

No director or officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act of conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the board of directors for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Club shall be deposited, or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of the officer or in relation thereto unless the same shall happen through the director's dishonesty, wrongful and willful act, or through the director's wrongful and willful neglect or default.

29. CHANGES IN BYLAWS

Changes in bylaws may be proposed by:

- (a) the board of directors
- (b) by written submission, signed by 10 members of the Club who are in good standing.
- (c) Changes in bylaws shall be in the hands of the Secretary 30 days prior to the annual or special general meeting and shall be circulated to the membership in HI LAND VIEWS and the Club's official website prior to the meeting.
- (d) Any changes in bylaws received under this bylaw shall be presented at the AGM, or a meeting called for that purpose and must be confirmed by a majority.
- (e) Changes in cross-reference and numbering engendered by other changes in the bylaws shall be accepted without a vote as amendments, allowing them to be made

automatically.

30. INTERPRETATION

In these bylaws and in all other bylaws of the Club hereafter passed, unless the context otherwise requires, references to persons shall include firms and corporations.

31. DISSOLUTION

If dissolution of the Club is required and after payment of all debts and liabilities, the remaining property of the Club shall become the property of Bruce Trail Conservancy.

ENACTED this date, _____

President

Secretary