

# BYLAWS

## REVISED BYLAWS OF THE WASKAHEGAN TRAIL ASSOCIATION

Revised April 13,2007

### **ARTICLE 1 GENERAL**

#### 1.1 Powers of the Association

The Association has the power to make arrangements with landowners, borrow money, hold property, coordinate program activity and administer the Waskahegan Trail system.

#### 1.2 Seal of the Association

The Association will have no seal.

### **ARTICLE 2 MEMBERSHIP**

#### 2.1 Classes of Membership

- a) Individual Adults. Any person over 18 years of age upon payment of an annual membership fee set by the Association at the annual general meeting.
- b) Adults in one Household. All adults in one household upon the payment of one annual membership fee set at an annual general meeting provided that only one copy of each newsletter is required by the household.
- c) Honorary Members. Honorary memberships may be conferred and revoked by the Board of Directors. Honorary members are exempted from paying annual membership fees.
- d) Organizations. Any organization may join the Association after being accepted by the Board of Directors and upon payment of a fee as set by the Board.

#### 2.2 Voting Privileges

All members in Classes (a) (b) and (c) of Section 2.1 have voting privileges. Each organization in Class (d) of Section 2.1 has a single vote.

#### 2.3 Obligation of Members

- a) Members are expected to assist in building and maintaining the Waskahegan Trail, and to assist the Association in its other activities.
- b) In using the Waskahegan Trail, members are expected to avoid unnecessary disturbance of livestock and wildlife and to do nothing to lose the goodwill of the landowners.

## 2.4 Termination of Membership

The Board of Directors may by a 2/3 majority of those present and voting at a Board meeting terminate the membership in the Association of any individual or organization that, in the opinion of the Board, fails to comply with the obligations of membership.

One month after the annual general meeting, members in arrears will be automatically suspended. Reinstatement will be made upon payment of any arrears in membership fees.

Members may resign at any time by notifying the membership secretary.

## **ARTICLE 3 BOARD OF DIRECTORS**

### 3.1 Powers of the Board

The Board of Directors has the same powers as the Association, with the exception of those powers which, by statute or under the terms of the Association's by-laws, may be exercised only by the membership at large, through a general meeting.

### 3.2 Limitation on the Borrowing Powers of the Board

The Board is empowered to borrow sufficient money to cover the cost of printing an edition of the Waskahegan Trail Guide. For other purposes, it is limited to borrowing in one year no more than the average yearly expenditure as calculated

### 3.3 Composition of the Board

The Board consists of an elected president, the immediate past president, and ten elected directors and up to four additional directors co-opted by the Board.

### 3.4 Eligibility to Serve on the Board

Any member with voting privileges is eligible to serve on the Board.

### 3.5 Election of the President

The president is elected at an annual general meeting for a two-year term and may be re-elected for a further two-year term. After these two consecutive terms there must be a break of at least two years before any further election of that person to be president.

### 3.6 Election of Ten Directors

Ten Board members are elected at the annual general meeting for one year terms. After four consecutive terms in the same position on the Board whether by co-option or election, there must be a break of one year before any further election of these persons to be directors. An exception may be made if the Board member moves from one position to another on the Board. An example would be from vice-president to president or president to immediate past president. No director shall serve more than six consecutive years without a break of at least one year.

### 3.7 Co-option of Up to Four Additional Directors

The Board may co-opt up to four additional directors to serve until the next annual general meeting. At that time they may be elected to the Board or wait further co-option by the Board. After four consecutive terms, whether by co-option or election, there must be a break of at least one year before any further election of these people to be directors.

### 3.8 Termination of Membership on the Board

The president or any of the ten elected directors may be removed from their position by a 2/3 majority vote of those present and voting at an annual or special general meeting.

Any co-opted director may be removed from that position by a 2/3 majority vote of those present and voting at a Board meeting.

### 3.9 Remuneration

All Board members will serve without remuneration.

### 3.10 Meetings of the Board

Board meetings must be held at least quarterly. Five members constitute a quorum. Board members must be notified at least five days in advance of a meeting.

### 3.11 Vacancies on the Board

So long as five elected Board members remain, vacancies on the Board, however caused, may be filled by the Board from among the qualified members of the Association or be left unfilled until the next annual general meeting. If the number of elected Board members falls below five, a special general meeting of the Association must be called within two months to fill the vacancies..

### 3.12 Committees

The Board may establish committees of members-at-large and/or Board members to help with specific aspects of its operations.

### 3.13 Nominations

The Board will appoint a nominating committee at its first meeting after the annual general meeting. Throughout its term of one year, the committee may submit to the Board names of members-at-large that the Board might consider when forming committees and co-opting directors.

After gaining nominee consents, it will submit to the next annual general meeting at least one nominee for the position of president, if that position will be vacant, and at least ten nominees for the position of director.

Additionally, nominations for president and directors will be called for from the floor of the annual general meeting.

## **ARTICLE 4 OFFICERS OF THE ASSOCIATION**

### 4.1 Election of Officers

The Board of Directors will elect a vice-president, secretary, treasurer, membership secretary and such officers as are deemed necessary from time to time, from among its directors. Their terms of office expire at the first meeting of the Board after the annual general meeting. They may be re-elected provided they are continuing as directors on the Board.

### 4.2 Duties of the President

The president's duty is to direct the affairs of the Association subject to its regulations and to preside at all general and Board meetings.

### 4.3 Duties of the Vice President

The vice president will exercise the powers and duties of the president in the president's absence.

### 4.4 Duties of the Secretary

The secretary will handle the correspondence of the Association, notify members of the Association of general meetings, notify Board members of Board meetings, record the minutes of all general and all Board meetings and perform such other duties as may be assigned by the Board.

The secretary's records are open to any member upon two days' notice in writing.

### 4.5 Duties of the Treasurer

The treasurer will handle the funds of the Association, maintain and keep custody of the financial books of the Association, present a financial statement at the annual general meeting, submit the necessary yearly documents to the Federal and Provincial Governments and perform such other duties in connection with the finances of the Association as the Board may require.

The treasurer's records are open to any member upon two days' notice in writing.

4.6 Duties of the Membership Secretary

The membership secretary will keep a record of paid-up members. This record must include names, addresses, telephone numbers and any other information required by the Board or the Alberta government. The record is open to any member upon two days' notice in writing.

4.7 Remuneration of Officers

All officers will serve without remuneration.

4.8 Dismissal of Officers

Any officer other than the president may be removed from office by a 2/3 majority vote of the Board members present and voting at a Board meeting.

**ARTICLE 5 ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

5.1 Rules of Order

The general meetings are governed by Robert's Rules of Order.

5.2 Quorum

The quorum for the transaction of business at any general meeting is 5% of the members holding voting privileges.

5.3 Voting

Voting is by show of hands except in the case of election of the president and directors, which is by secret ballot unless the meeting by a 3/4 majority of those present and voting passes a motion waiving this requirement.

5.4 Date of the Annual General Meeting

The annual general meeting will be held sometime between March 10 and the end of April.

## 5.5 Agenda of the Annual General Meeting

The agenda must contain these minimum sections:

- a) minutes of the previous annual general meeting and any special general meeting held in the previous year
- b) financial statement and auditor's report
- c) reports by other committees and the president
- d) business arising from the minutes and reports
- e) new business
- f) election of the president, if necessary
- g) election of ten directors
- h) installation of a new president

## 5.6 Special General Meetings

A special general meeting may be called at any time by the president, and must be called within twenty-one days if a written request for such a meeting is submitted to the secretary by 5% of the members of the Association holding voting privileges.

## 5.7 Notice of Meeting

Written notice of any general meeting must be sent to each member at least fourteen days before the time set for the meeting.

# **ARTICLE 6 FINANCES**

## 6.1 Signing Authorities

Each cheque must be signed by the treasurer and one of these three: the president, vice president or secretary

## 6.2 Fiscal Year

The fiscal year of the Association ends on the last day of February.

## 6.3 Audit

The Board must select two members to audit the treasurer's records and the financial statement. Each of these may be a member-at-large or a member of the Board but neither may be the treasurer or any of the other cheque-signing authorities. The audit is to be done annually between the end of February and March 10.

#### 6.4 Dissolution of the Association

In the event of the dissolution of the Association and after payment of all debts and liabilities, all funds and assets of the Association will be transferred to an eligible charitable group.

### **ARTICLE 7 AMENDMENTS OF THE BYLAWS**

#### 7.1 Special Resolution

These bylaws may be amended by the passing of a special resolution at a general meeting by 3/4 of the members present and voting, provided that written notice of intent was sent to members at least twenty-one days prior to the meeting.

#### 7.2 Verification of the Proposed Amendment

After the amendment has been duly passed by a general meeting it is dated and verified by the secretary and then sent to the registrar of the Alberta Corporate Registry.

#### 7.3 Effective Date

Only when an amendment is accepted and processed by the registrar can it become effective.

**Note:** Also on February 6, 1992, the set of objectives on the February 26, 1969 Certificate of Incorporation was amended as shown on the next page. (500055306 is our Corporate Registry Access Number).

**NOTICE**

TAKE NOTICE that by special resolution dated the 24<sup>th</sup> day of January, 1992, passed by the members of WASKAHEGAN TRAIL ASSOCIATION, that the existing objectives be rescinded in their entirety and a new set adopted in their stead.

1. to build and maintain a hiking trail in the Edmonton district;
2. to provide for its members and other interested people a program of hikes and other outdoor activities in the Edmonton district and elsewhere, as well as audio-visual shows and other general social events;
3. to share information on hiking and other outdoor activities by issuing a newsletter to members and making presentations to non-member groups
4. to forward to the appropriate authorities some of the concerns of hikers and others who enjoy the quiet outdoors regarding the use of public lands;
5. to assist other groups in developing hiking trails.”

GIVEN UNDER my hand and  
seal at Edmonton, this sixth  
day of February, one thousand  
nine hundred and ninety-two

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OFFICE OF THE REGISTRAR OF  
CORPORATIONS