

February 10/02 updated 04/04
Draft BLT Rails to Trails Assoc. By-laws

INTRODUCTION

The Members shall be the governing body of the Beechville, Lakeside, Timberlea Rails to Trails Association. To enable the Association to operate effectively, the Members delegate to the Directors authority to manage the affairs of the Association consistent with the established principles and policies of the Association. The Members reaffirm this delegated authority each year at the Annual General Meeting through their election or re-election of Directors.

DEFINITIONS

1. In these by-laws, unless there be something in the subject or context inconsistent therewith:
 - a. "Association" means the Beechville, Lakeside, Timberlea Rails to Trails Association.
 - b. "Registrar" means the Registrar of Joint Stocks, appointed under the Nova Scotia Companies Act.
 - c. "Member" means any person (and their immediate family living in HRM) residing in the area between Bayers Lake Park and Bear Cliff Crossing in Hubble (where the old rail bed crosses the St Margarets Bay Rd) who upholds the objectives of the Association and pays dues in the amount determined by the Members at the Annual General Meeting.
 - d. "Friend of the Association" means any individual who upholds the objectives of the Association but does not wish to become a Member of the Association. A Friend of the Association may attend and participate in General Meetings, but does not pay dues and has no vote.
 - e. "General Meeting" shall include the Annual General Meeting, other General Meetings, Special Meetings, and Meetings of the Directors.
 - f. "Director" means a Member who is at least 18 years of age, who is elected at an Annual General Meeting to hold special responsibilities for the operations of the Association as defined in these by-laws.
 - g. "Officer" mean those Directors who serve as Chair, Vice-Chair, Secretary and Treasurer of the Association.
 - h. "Special Resolution" means a resolution passed by not less than three fourths of such Members who are entitled to vote and are present in person at any meeting of which notice specifying the intention to propose a resolution as a Special Resolution has been duly given.
 - i. "Executive Committee" means a committee duly established by the Directors consisting of the Chair of the Association and other Members chosen by the Directors.

MEMBERSHIP

1. Membership in the Association is open to any resident of Beechville, Lakeside, Timberlea, Lake of Woods, Sheldrake Lake, Five Island Lake as far west as Bear Cliff Crossing in Hubley (where the old rail bed crosses the St Margarets Bay Rd.) and any place in between who upholds the objectives of the Association and contributes to the support of the Association in an amount to be determined at the Annual General Meeting.
2. No formal admission to membership shall be required. An individual who pays the current annual dues and whose name is entered in the Register of Members of the Association shall be considered a Member in good standing for the duration of the fiscal year.
3. Other individuals who wish to support the building and maintenance of Trails in Nova Scotia but do not wish to be Members are encouraged to become a Friend of the Association. In particular, Government officials and any others acting in an advisory role or offering voluntary support to the Association are welcome as Friends of the Association without prejudice to their political or professional responsibilities.
4. Every Member of the Association shall be entitled to attend any General Meeting of the Association, to vote at such meetings and to hold office.
5. Membership in the Association shall not be transferable.
6. Membership in the Association shall cease if the Member should die, send a written notice of resignation to the Secretary of the Association, or cease to qualify for membership in accordance with these by-laws.
7. Members of the Association shall not be remunerated for being Members of the Association or for carrying out the ordinary business of the Association in any capacity.
8. Members are not agents of the Association and accordingly cannot enter into agreements, or make representation on behalf of the Association.

MEETINGS

9. The business of the Association will be conducted at one of the four following types of meeting :
 - a) The Annual General Meeting of the Association, which shall be held within four months following the end of the fiscal year.
 - b) General Meeting of the Association, which shall be scheduled as required by the Association.
 - c) Special Meeting of the Association, which shall be scheduled as required to deal with any business requiring approval by Special Resolution.
 - d) Meetings of the Board of Directors, which shall be scheduled regularly to act on behalf of Members in conducting the business of the Association.

10. Special Meetings shall be called by the Chair in response to any written request signed by ten or more Members of the Association. Such a meeting will be held within 30 days of the Chair's receipt of the request.
11. All General Meetings of the Association require at least seven days public notice. Public notice shall consist of publishing the day, hour and place of the meeting and, in the case of Special Meetings, the nature of the business. Public notice shall be given to Members by e-mail or phone, supplemented by other means such as advertisements in local newspapers and written notice on the Association web site. Failure to receive notice by any Member shall not invalidate the proceedings at any General Meeting.
12. At each Annual General Meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a. Minutes of preceding Annual General Meeting;
 - b. Presentation of the annual reports of the Chair of the Association and each active committee;
 - c. Presentation of the financial statements, including balance sheet and operating statement and the report of the auditors;
 - d. Election of Directors to vacancies for the ensuing year;
 - e. Appointment of Auditors.
13. No business of the Association shall be transacted at any General Meeting of the Association unless a quorum of Members is present at the commencement of such business and such a quorum shall consist of twenty percent of the Members.
14. If within one-half hour from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened upon the request of the Members, shall be dissolved.
15. The Chair of the Association, or his or her designate, shall preside as Chair at every General Meeting of the Association. If there is no Chair or designate present, the Members present shall choose someone of their number to be Chair *pro tem*.

RESOLUTIONS

16. Matters related to the By-laws and Constitution, general policy, organizational structure, and the performance of Directors, as well as any other issues designated at the discretion of the Board of Directors, shall be dealt with by Special Resolution at duly constituted Annual General Meeting or Special Meeting.
17. The Board of Directors is not empowered to incur a deficit or borrow funds except as approved by Special Resolution.
18. Decisions of the Board of Directors that are referred by the Board to a General Meeting but are not approved may be made subject of a Special Resolution.

VOTING

19. Every Member shall have one vote.
20. Ordinary business at General Meetings of the Association, shall be dealt with by a vote of those present with decision by a simple majority
21. Special Resolutions, at any Annual General Meeting or Special Meeting, shall be adopted upon acceptance by at least three quarters (3/4) of the Members present and voting.
22. The Chair shall have no vote except in the case of an equality of votes when the President shall have the casting vote.
23. There shall be no voting by proxy.

DIRECTORS

24. At the Annual General Meeting, the Members shall elect Directors to fill vacant positions on the Board of Directors for a term **of three years**.
25. Unless otherwise determined at the Annual General Meeting, the number of Directors shall not be less than five or more than fifteen.
26. Any Member of the Association over 18 years of age shall be eligible to be elected a Director.
27. At each Annual General Meeting of the Association, all the Directors whose term has expired shall retire from office but continue to hold office until the dissolution of the meeting at which their successors are elected.
28. Retiring Directors shall be eligible for re-election.
29. In the event that a Director resigns his or her office or ceases to be a Member in the Association, his or her office as a Director shall *ipso facto* be vacated. The Board of Directors may fill the vacancy thereby created from among the Members of the Association for the unexpired portion of the term.
30. The Board of Directors is responsible for determination of the organizational structure of the Association, including the creation of Committees and the appointment of Directors and Members to them, subject to ratification at the next General Meeting.
31. The Board of Directors is responsible for enforcing discipline over Members of the Association. A Member found to be acting in a manner that is contrary to the published policies or procedures of the Association, the Board of Directors may, by Special Resolution, be reprimand, suspended, or dismissed.

32. Similarly, the Board of Directors may dismiss a Director and appoint another person in his or her place. The person so appointed shall hold office during such time only as the Director in whose place he or she is appointed would have held office if the dismissed Director had not been removed.
33. Meetings of the Board of Directors shall normally be held on a monthly basis, but may be held as often as the business of the Association may require.
34. The Chair of the Board of Directors shall call a meeting of the Board in response to a written request by two or more Directors. The Chair will call such meetings within seven days receipt of the request.
35. A meeting of the Board of Directors may be held at the close of every General Meeting of the Association without notice. Notice of all other meetings of the Board of Directors, specifying the time and place thereof shall be given by e-mail or telephone to each Director within a reasonable time before the meeting is to take place. However, non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
36. No business shall be transacted at any meeting of the Board of Directors unless at least one-third of the Directors are present.
37. In the absence of the Chair, or his or her designate, any Director appointed from among those Directors present shall preside at meetings of the Board of Directors.
38. Decisions at meetings of the Board of Directors shall normally be decided by a simple majority vote.
39. The Chair shall have no vote at meetings of the Board of Directors except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.

POWERS OF THE BOARD OF DIRECTORS

40. The management of the activities of the Association shall be vested in the Directors acting as a Board, who may exercise all such powers and do all such things as may be done by the Association and are not required to be at an Annual General or Special Meeting.
41. In particular, the Directors are responsible for formulating policy, subject to ratification by the Members at the Annual General or Special Meetings creating committees and assigning Directors and Members to committees as well a planning, assigning tasks and managing the affairs of the Association.
42. In particular, the Directors shall have power to engage a manager and support staff, as deemed necessary, and to determine their duties and responsibilities.

EXECUTIVE COMMITTEE

43. The Directors may appoint an Executive Committee, consisting of the Chair and such other persons as the Directors decide, to expedite the business of the Association between meetings of the Board of Directors.
44. All authority conveyed to the Directors is vested in the Executive Committee on the behalf of the Directors and is subject to ratification at the next meeting of the Board of Directors.

OFFICERS

45. The Officers of the Association shall consist of at least a Chair, Secretary and Treasurer appointed by the Board of Directors from the Directors elected by Members at the Annual General Meetings.
46. The Chair shall have general supervision of the activities of the Association, including the Board of Directors and the Executive Committee. In addition, he shall perform such duties as may be assigned by the Members from time to time.
47. The Members may also appoint a Vice President who shall, at the request of the Board of Directors, perform the duties assigned to the Chair in the event of his or her absence illness or incapacity or during any period at the request of the Chair.
48. The Secretary of the Association shall keep the records of membership, record attendance at meetings, send out notices of meetings, make arrangements for meeting venues, keep records of the minutes of meetings of the Association and Directors, and handle routine correspondence, as well as perform such other duties as the Chair or Directors may require.
49. The Secretary shall file on an annual basis with the Registrar a list of Directors, with their addresses and dates of appointment or election, as well as a list of **Members**.
50. The Secretary shall also file with the Registrar, a copy of every Special Resolution within 14 days after the resolution is passed and a notice of any change in the Directors within 14 days of the change.
51. In the absence of the Secretary, the Directors may appoint a temporary substitute to record the minutes of meetings and, for the purpose of these by-laws, the substitute would be deemed to be the Secretary.
52. The Treasurer shall maintain custody of all funds belonging to the Association, keep records of all financial transactions, provide financial reports and statements and carry out such other duties relating to the finances of the Association as required to comply with Provincial Regulations.
53. The Chair, Secretary and Treasurer shall have signing authority, any two of their signatures being required.

INDEMNITIES TO MEMBERS AND DIRECTORS

54. Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, and administrators and estate and effects respectively shall from time (upon agreement of the Members by resolution) and at all times, be held indemnified and saved harmless from:
 - a. All costs, damages, charges and expenses which such Director, Officer or other person incurs relative to any action, claims, suits, demands or proceedings which are brought against them, in or relating to the execution of the duties of their office; and
 - b. All other costs, damages, charges and expenses which they incur in or about or in relation to the execution of the duties of their office, except such costs, charges or expenses as are caused by their own willful neglect or default.

FINANCES

55. Funds of the Association shall be maintained in an account established in the name of the Association at a Chartered Bank. The various committees of the Association will be responsible for managing and accounting for funds allocated to them.
56. All expenditures from the Association account must be authorized by any two of the signing officers of the Board of Directors.
57. No financial commitments shall be undertaken until funding is in possession of the Association.
59. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by any two of the Chair, Secretary and Treasurer as signing officers, or otherwise as prescribed by the Board of Directors.
60. The borrowing powers of the Association may be exercised only by Special Resolution of the Members.
61. The Association does not have an official seal.
62. Any Member may inspect the financial records of the Association at any reasonable, pre-arranged time following seven days written notice to the Chair.

FISCAL YEAR

63. The fiscal year of the Association shall be the period from January 1 in any year to 31 December in that year.

AUDIT OF ACCOUNTS

64. **The auditor** of the Association shall be appointed annually by the Members of the Association at Annual General Meeting and, on failure of the Members to appoint an auditor, the Directors may do so.
65. The Treasurer shall make a written report to the Members at the Annual General Meeting as to the financial position of the Association and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the Members upon the balance sheet and operating account, and in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs, and such report shall be read at the Annual General Meeting. A copy of the balance sheet, showing the general particulars of the liabilities and assets of the Association and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the Annual General Meeting in each year as required by law.

MISCELLANEOUS

67. The Association has power to repeal or amend any of these by-laws by a Special Resolution passed in the manner prescribed by law.