

**Grand Valley Trails Association By-Law No. 3**

A by-law relating generally to the transaction of business and affairs of Grand Valley Trails Association

BE IT ENACTED as a by-law of Grand Valley Trails Association (hereinafter referred to as “the Association”) follows:

**HEAD OFFICE**

1. The head office of the Association shall be in the City of Kitchener, in the Province of Ontario, P.O. Box 1233, N2G 4G8.

**SEAL**

2. The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate Seal of the Association.

**BOARD OF DIRECTORS**

3. (a) The affairs of the Association shall be managed by a Board of twelve directors, each of whom at the time of his or her election or within ten days thereafter and throughout his or her term of office shall be a member of the Association. Each director shall be elected to hold office until the first Annual Meeting after he or she shall have been elected or until his or her successor shall have been duly elected and qualified. The whole Board shall be retired at each Annual Meeting, and shall be eligible for re-election if otherwise qualified, but only for a maximum of six successive terms after which the said director shall not be eligible for re-election until after a vacation of at least one year from the said Board of Directors.
- (b) The election may be by a show of hands unless a ballot be demanded by any member. The members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting -of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

- (c) A Nominating Committee consisting of three members of the Association, one of whom shall be named Chairperson, shall be appointed by the Board of Directors at least ninety days before the date of the Annual General Meeting. The Nominating Committee shall recommend a slate of nominees, one nominee for each office on the Board of Directors then in existence. The nominees will stand for election to the Board of Directors at the Annual General Meeting. Additional nominations may be made by any member of the Association to the Nominating Committee prior to or at the Annual General Meeting provided that such nominations be accompanied by the nominee's confirmation of willingness to serve upon the Board.

#### VACANCIES, BOARD OF DIRECTORS

- 4. (a) Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Association, if the Board shall see fit to do so. Otherwise such vacancies shall be filled at the next Annual Meeting of the members at which the directors for the ensuing year are elected. But if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancies.
- (b) If any director misses two consecutive meetings without valid reason, said director may be deemed no longer to be a member of the Board of Directors and may be replaced at the sole discretion of the Board of Directors. A director who feels that he or she can no longer fulfill his or her obligations as a director, can submit in writing his or her notice of resignation to the President.

#### QUORUM AND MEETINGS, BOARD OF DIRECTORS

- 5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being called in their absence. Directors' meetings may be formally called by the President or Vice-Presidents or by the Secretary on direction of the President or Vice-Presidents, or by the Secretary on direction in writing of two directors. Notice of such meeting shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than seven days before the meeting is to take place. A Statutory Declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Association. The directors may transact any business either special or general at any meeting of the Board.

VOTING, BOARD OF DIRECTORS

6. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his or her original vote, shall have a second casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the votes shall be taken in the usual way by assent or dissent. In the absence of the President, his or her duties may be performed by the First Vice-President or such other director as the Board may from time to time appoint for the purpose.

POWERS

7. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

REMUNERATION OF DIRECTORS

8. The directors shall receive no remuneration for acting as such. However, they may, from time to time by resolution provide for payment from the revenues of the Association of their expenses in attending directors' meetings, or other expenses incurred in carrying out their duties as directors.

OFFICERS OF THE ASSOCIATION

9. There shall be a Past-President, a President, two Vice- Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine from time to time. One person may hold more than one office except the offices of President and Vice-President. In electing the Board of Directors at the Annual General Meeting, the members of the Association shall elect each director to a particular office.

DUTIES OF OFFICERS

10. The President shall have the direction of the affairs of the Association, subject to its regulations; shall preside at all meetings of members, and, if no other chairperson is appointed, at meetings of the Board.
11. The President shall designate a first and a second Vice-President who shall exercise the powers and duties of the President in his or her absence. The Vice-Presidents shall undertake such additional duties as are assigned by the Board of Directors from time to time.

12. The Secretary shall be responsible to the President for the custody of all documents; for the correspondence of the Association; for notifying members of the Association, of the Board and of the Executive Committee of the time and place of all meetings; for recording the minutes of the Board and the Executive; and for signing all by-laws with the President and such other duties as may be assigned to him or her by the Board.
13. The Treasurer shall be responsible to the President for the custody of the funds of the Association; shall be responsible for the presentation at each Annual Meeting of a Statement showing the receipts and disbursements of the Association for the preceding year and its assets and liabilities; and perform such other duties in connection with the finances of the Association as the Board may order.
14. The Committee Chairpersons shall be responsible for such duties and responsibilities as the Board of Directors may outline from time to time in job description.

#### EXECUTION OF DOCUMENTS

15. Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by either the President or the Vice-President and by the Secretary or, if he or she is unavailable, by another member of the Board, and the Secretary shall affix the Seal of the Association to such instruments as require same.
16. Contracts in the ordinary course of the Association's operations (not requiring the Seal of the Association) may be entered into on behalf of the Association by any two of the following: the President, the Vice-Presidents, the Secretary, or another member of the Board.
17. The President, Vice-Presidents, Secretary and Treasurer, or any two of them, or any person or persons from time to time designated by the Board of Directors, may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustees or otherwise, and may accept in the name of the Association transfers or shares of stock, bonds or other securities from time to time transferred to the Association and may affix the Corporate Seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate Seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.
18. The banking business of the Association or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint, or authorize from time to time by resolution and all such banking business or part thereof, shall be transacted on the Association's behalf by such one or more officers or other person or persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generalities of the foregoing, the operation of the Association's accounts; the making, signing, drawing,

endorsing, accepting, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Association; the execution of any Agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer or such bank to do any act or thing on the Association's behalf to facilitate such banking business.

19. Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the Board of Directors may, at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.

#### BOOKS AND RECORDS

20. The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept. Upon election as a director, each person must automatically receive a copy of the Charter and all by-laws and policies.

#### MEMBERSHIPS AND DUES

21. There shall be several classes of memberships in the Association, namely:
- (a) A person or a household may become a member of the Association on application to and being accepted by the Association and paying the annual dues, which amount shall be determined from time to time by resolution of the Board of Directors and approved by the membership at an Annual General Meeting.
  - (b) A person may become an Honorary Member of the Association upon appointment by the directors and shall be exempt from payment of dues. Honorary Members do not have voting privileges.
  - (c) A person may become a Life Member by applying to and being accepted by the Association and paying the dues prescribed from time to time by the Board of Directors. A person may also become a Life Member by being awarded such membership by the Board of Directors for outstanding service.
22. Each member in good standing shall be entitled to one vote on each question arising at any Special or General Meeting of members.
23. Each member shall promptly be informed by the membership secretary of his admission as a member.

24. The membership secretary shall notify the members of the dues or fees at any time payable by them and, if they are not paid within thirty days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Association, but any such members may upon payment of all unpaid dues or fees be reinstated.
25. Clubs and organizations having as their main objective the construction and maintenance of a section or sections of the Grand Valley Trail shall be known as Grand Valley Trail Associate Clubs and shall be subject to such conditions as may be prescribed by the directors of the Association.

#### ANNUAL AND SPECIAL MEETINGS OF MEMBERS

26. The annual or any special general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the Board of Directors may determine and on such days as the directors shall appoint within any sixty days after the end of the fiscal year.
27. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The Board of Directors or the President or Vice-Presidents shall have the power to call, at any time, a special general meeting of the members of the Association. A special general meeting must be called within twenty-one days if a written request for such a meeting is submitted to the Secretary by ten percent of the members of the Association. No public notice, no advertisement of members' meetings, annual or general, shall be required but notice of the time and place of every such meeting shall be given to each member by sending the notice in writing by prepaid post or telegraphed to the member's address as recorded on the books of the Association fourteen days before the time fixed for the holding of such meeting.

#### QUORUM OF MEMBERS

28. A quorum for the transaction of business at any meeting of members shall consist of five percent of the members in good standing present in person at the meeting.

#### VOTING OF MEMBERS

29. Subject to the provisions, if any, contained in the Letters Patent of the Association, each member of the Association shall at all meetings of members be entitled to one vote and he may vote by written proxy. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he has paid all dues or fees, if any then payable by him.
30. At all meetings of members every question shall be decided by a majority of the votes of members present in person or represented by written proxy unless otherwise required by the by-laws of the Association, or by-law. Every question shall be decided in the first instance by a show of hands 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 be demanded a declaration

by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by written proxy, and such poll taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Association 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 Chairman shall be entitled to a second or casting vote.

#### FINANCIAL YEAR

31. Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on the thirty-first day of March in each year.
32. Upon dissolution of the Association and upon payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to Charitable Organizations in Ontario.

#### PROTECTION OF DIRECTORS AND OFFICERS

33. (a) No directors or officers of the Association 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 for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to the property acquired by order of the Board for or on behalf of the Association, or for their sufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited or for any loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonesty.
- (b) Every director or officer of the Association and his or her heirs, executors, administrators and estate and effects, respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
  - i) All costs, charges and expenses whatsoever which such directors or officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office;

- ii) All other costs, charges and expenses are authorized by the Board of Directors which he or she sustains or incurs in or about or in relation to the affairs of office, except such costs, charges or expenses as are occasioned by wilful neglect or default.

INTERPRETATION

- 34. In these by-laws and in all other by-laws of the Association hereafter passed unless the content otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 35. By-laws number one and two of the Association are hereby repealed.

Passed by the Board of Directors and sealed with the Corporate Seal this ????? day of ?????, 198?.

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President's signature

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Secretary's signature