

GVTA Bylaws

BYLAWS of THE GRAND VALLEY TRAILS ASSOCIATION of Ontario

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BYLAWS of THE GRAND VALLEY TRAILS ASSOCIATION of Ontario

Introduction

These are the bylaws of the Grand Valley Trails Association, which was established as a not-for-profit corporation by issue of Letters Patent by the Lieutenant Governor of Ontario, effective March 14, 1973.

Article A: Definitions

1. In these bylaws, and all other bylaws and resolutions of the GVTA, unless the context requires otherwise:
 - a. “GVTA” means the Grand Valley Trails Association.
 - b. “Board” means the Board of Directors of the GVTA.
 - c. “Directors” means members of the Board of Directors of the GVTA.
 - d. “GVT Club” or “Club” means Grand Valley Trails Club.
 - e. “Corporations Act” or “the Act” means the Corporations Act, R.S.O. 1990, c. C. 38, as amended. Terms defined in the Act have the same meaning in these bylaws and all other bylaws and resolutions of the GVTA. Where provisions in this bylaw become prohibited by the Act, the provisions of the Act apply.

Article B: Objectives

2. The objectives of the GVTA are included in the Letters Patent, all of whose provisions are incorporated here by reference and can not be changed, except by dissolution of the Association.

Article C: Head Office and Seal

3. The head office and postal address of the GVTA shall be in the Grand River watershed of Ontario. The Board may by resolution determine the specific location within that place.

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4. The seal whose impression is stamped in the margin of this document shall be the corporate seal of the GVTA.

Article D: General Organization

5. The GVTA shall consist of members. A general meeting of members shall be the supreme authority within the GVTA.
6. The GVTA members shall elect the Board of Directors to oversee the GVTA's administration. The Board's authority shall be next in precedence to a general meeting of members.
7. The Board may create divisions of the GVTA to be known as Grand Valley Trail Clubs. The GVT Clubs' main objective shall be the construction and maintenance of trails in portions of the Grand River valley, and they shall be subject to such conditions as may be prescribed by the Board.

Article E: Membership and Dues

8. To be eligible for membership, an applicant must:
 - a. Be familiar with and interested in furthering the objects, goals, and activities of the GVTA.
 - b. Qualify and apply within one of the GVTA's classes of members.
 - c. Be approved for membership by the Board in its absolute discretion.
9. There shall be four classes of members in the GVTA, with attributes and obligations as follows:
 - a. An Ordinary Member
 - i. Is a person eighteen years of age or older, or two such persons living in the same household,
 - ii. Has paid the annual dues in effect for the current year.
 - b. A Life Member
 - i. Is a person eighteen years of age or older,
 - ii. Has paid the lifetime dues in effect at the time of the application.

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- c. An Honorary Life Member
 - i. Is a person eighteen years of age or older,
 - ii. Has been elected as such by the Board of Directors and confirmed by a general meeting of members,
 - iii. Is exempt from payment of dues,
 - iv. Has no voting privilege.
 - d. An Organizational Member
 - i. Is an organization, such as a corporation or an unincorporated society,
 - ii. Has paid the annual dues in effect for the current year,
 - iii. Has nominated a person to exercise its membership rights and receive the member's correspondence and news from the GVTA.
10. Each new member shall be promptly informed of admission to membership by a Director or a delegate of the Board.
11. Membership in the GVTA is not transferable.
12. Rights of members: Each member in good standing shall be entitled to:
- a. Be given notice of and attend each general meeting of members,
 - b. Vote at each general meeting of members (except an honorary member).
13. Dues for the classes of membership in the GVTA and the allocation of dues revenue between the GVTA and GVT Clubs shall be determined from time to time by resolution of the Directors of the GVTA and approved at a general meeting of members.
14. Annual dues shall be payable annually on the membership expiry date. The membership year shall be as determined from time to time by the Board of Directors. Members shall be notified of membership dues payable at least 60 days prior to the due date.
15. GVT Club membership and dues
- a. Every member of a GVT Club must be a GVTA member.
 - b. It shall be a condition of the operation of each GVT Club within the GVTA that the annual dues levied upon its members shall be as determined by the Board of Directors of the GVTA in accordance with the provisions hereof. Where such dues are levied and collected by the GVTA, the GVTA shall remit to each GVT Club, within thirty days of receipt, the Club's share of such revenue. Where dues may occasionally be received directly by a GVT Club, the GVT Club shall remit to the GVTA within thirty days of receipt the total amount of such dues.

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16. Termination of membership A membership shall terminate upon the occurrence of any of the following events:
- a. On the death or dissolution of the member.
 - b. When the member has not paid annual membership dues before thirty days after the expiry date of the membership or other fees before thirty days after their due date.
 - c. When the member resigns by written notice given to the Secretary.
 - d. When the member is required to resign by a vote of two-thirds of the members voting at a general meeting, after at least 30 days' notice to members of the proposed termination and its reasons, and at which the member has had an opportunity to be heard. After such a termination:
 - i. The former member remains liable for any unpaid dues or fees levied prior to termination,
 - ii. The Board may, at its sole discretion, waive the payment of unpaid dues or fees or refund a portion of the member's latest dues paid.
17. Resumption of membership A former member may be reinstated to membership upon meeting all conditions of eligibility and:
- a. If fewer than eight months have passed since termination of membership, upon payment of all unpaid dues and fees, in which case the membership shall be deemed to be uninterrupted.
 - b. If more than eight months have passed since the due date, upon payment of all unpaid fees, but not unpaid dues of his prior membership, in which case the membership shall be deemed to be new.

Article F: Meetings and Voting of Members

18. Calling of meetings
- a. Location: The Annual General Meeting shall be held at the head office of the GVTA or elsewhere in Ontario as the Board of Directors may determine and on such day within sixty days after the end of the GVTA's fiscal year as the Directors shall appoint.
 - b. Power to call: The Board of Directors or the President or any Vice President shall have the power to call, at any time, a Special General Meeting of the GVTA. A Special General Meeting must also 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 GVTA.

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- c. Notice of any General Meeting shall:
 - i. Be given to each member at least fourteen days before the time fixed for the holding of such meeting,
 - ii. Be similarly given to the GVTA's auditor or financial reviewer, in the case of an Annual General Meeting,
 - iii. State that each member has the right to attend and (except an honorary life member) to vote,
 - iv. State the date for the close of nominations, if an election of Directors is to be held that that meeting,
 - v. Contain sufficient information to permit the member to consider any special matters to be decided at that meeting.
19. At every Annual General Meeting, the following business shall be transacted:
- a. Reports shall be heard and received, including:
 - i. The report of the Officers,
 - ii. The financial statements and the report of the auditor or financial reviewer,
 - iii. Any other reports and statements required by the Corporations Act.
 - b. An auditor or financial reviewer shall be appointed for the ensuing year,
 - c. Directors shall be elected to all Directorships not occupied by Directors with unexpired terms,
 - d. Any other business properly brought before the meeting.
20. Discussion and voting
- a. A quorum for the transaction of business at any General Meeting shall consist of five percent of the members in good standing.
 - b. Each member in good standing (including a household, and excluding an Honorary Life Member) shall be entitled to one vote on each question arising at any General Meeting. To be in good standing, a member must have paid all dues then payable.
 - c. At a General Meeting, every question shall be decided by a majority of the votes cast, unless otherwise prescribed by these bylaws, by law, or by the procedural authority of the GVTA.
 - d. Proxy voting is not permitted at a General Meeting.

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Article G:

Officers

21. Each GVTA Officer shall:
 - a. Receive a copy of the Letters Patent and all bylaws and policies upon election or appointment as an Officer,
 - b. Perform the duties prescribed by these bylaws, by policy of the Board, and (where not otherwise specified) by the GVTA's procedural authority,
 - c. Perform other duties additional to those prescribed by these bylaws, as directed by the Board or incidental to his office,
 - d. Have the right to delegate his duties to someone qualified,
 - e. Ensure that all of his duties are performed personally or by his delegate,
 - f. Uphold the interests and objectives of the GVTA in all matters.
22. The President must be a Director and shall:
 - a. Manage and supervise the affairs of the GVTA, subject to its regulations,
 - b. Preside at all meetings of members and of the Board, if no other chair is appointed,
 - c. Sign and seal all bylaws with the other officers designated by the Board for this purpose,
23. The Secretary must be a Director and shall:
 - a. Hold all documents and other records of the GVTA, including but not limited to:
 - i. The Letters Patent, Supplementary Letters Patent, and any associated memorandum of agreement,
 - ii. The Corporate Seal,
 - iii. All bylaws and special resolutions,
 - iv. All correspondence,
 - v. A register of the members, with the names of people who are or have been members within the past ten years and their most recent addresses while they were members,
 - vi. A register of the Directors, including the names and addresses of all people who are or were Directors, and the date they became or ceased to be Directors,
 - b. When authorized by a resolution of the Board, deliver item(s) from (a) as specified in the resolution,

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- c. Sign all membership certificates with the President, unless the Board has designated other Officer(s) to sign,
 - d. Give all notices required to be given to the members and Directors,
 - e. Record the minutes of general meetings, the Board and the Executive Committee,
 - f. Record attendance at meetings of the Board and the Executive Committee,
 - g. Sign and seal all bylaws with the President, unless other officers are designated by the Board for this purpose,
 - h. Report information to the President when requested,
24. The Treasurer must be a Director and shall:
- a. Deposit the GVTA's money and valuables in the GVTA's account in the financial institution designated by the Board,
 - b. Receive and disburse payments on behalf of the GVTA as the Board directs,
 - c. Keep proper books of account and accounting records for all financial and other transactions of the GVTA,
 - d. Report on the transactions completed and on the financial position of the GVTA to the Directors and the members as and when required by the Directors and the bylaws,
 - e. Take appropriate steps to ensure that the GVTA continues to be in compliance with the "Charities Accounting Act".
25. The Vice President must be a Director and shall:
- a. Perform the duties of the President in the President's absence or inability to act, until the Board appoints another director or officer for that purpose,
 - b. Undertake such additional duties as are assigned by the Board of Directors from time to time.

Should there be more than one Vice President, they shall, in order of their precedence, be designated First Vice President, Second Vice President, etc. and perform the above duties in that order of precedence.

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26. Each GVT Club Representative shall:
 - a. Communicate the news and views of his Club to the Board,
 - b. Communicate the discussions and decisions of the Board to his Club,
 - c. Uphold the interests of both his Club and the GVTA in all matters.
27. The Past President shall ex officio be a Director and shall:
 - a. Advise the President and other directors on matters under consideration,
 - b. Undertake such additional duties as are assigned by the Board of Directors from time to time.
28. Other Officers:
 - a. May be elected as Directors or appointed by the Board,
 - b. Shall be Directors only if elected as such to a Board vacancy by the members or the Board in accordance with these bylaws,
 - c. Must be explicitly named as officers and notified as such to the membership,
 - d. Shall have such duties and responsibilities as the Board may prescribe from time to time by policies or job descriptions.

Article H: Board of Directors

29. The Board shall include the President, the immediate Past President (unless he or she resigns the position), the Vice President(s), the Secretary, the Treasurer, a representative of each GVT Club, and such other Officers as the Board may determine from time to time, to a maximum of fifteen Directors.
30. One Director may hold more than one office except the offices of President and Vice President, but no more than three offices.
31. Eligibility:
 - a. Each Director shall be a person at least eighteen years of age, who is an ordinary member or life member of the GVTA, or the nominated representative of an organizational member, at the time of his or her election or within ten days thereafter, and throughout his or her term of office.

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- b. Each GVT Club Representative shall also be a member of such GVT Club at the time of his or her election or within ten days thereafter, and throughout his or her term of office.
- c. Each Director shall be eligible for re-election as a Director if otherwise qualified, but only for a maximum of six successive years, after which he or she shall not be eligible for re-election until after a vacation of at least one year from GVTA Directorship.
- d. Only one person from a household membership is eligible to be a Director at one time.
- e. A Director may not:
 - i. Be an undischarged bankrupt,
 - ii. Be a mentally incompetent person,
 - iii. Have any business relationship, direct or indirect, with the GVTA.

32. Election:

- a. Each GVT Club shall elect one Representative to be a GVTA Director.
- b. Each other Director must be elected by a majority of the members voting at an Annual General Meeting or, in case of a vacancy at other times, by a majority of the Directors at a duly constituted meeting of the Board.
- c. Each Director shall be elected to a specific GVTA Office, not At Large.
- d. A Nominating Committee shall be appointed by the Board at least ninety days before the Annual General Meeting and shall exclude any member who is likely to stand for election as a Director. The Committee shall invite nominations from the membership via the GVTA's member newsletter prior to that Meeting. At that Meeting, the Nominating Committee shall nominate a list of nominees for the offices on the Board of Directors then in existence, except for the GVT Club Representatives.
- e. Additional nominations may be made at the Annual General Meeting by any member of the GVTA.
- f. Any nomination for election as Director must be accompanied by the nominee's confirmation of willingness to serve upon the Board. If the nominee is not in attendance at the election, the confirmation must be in writing or by fax or printed e-mail.

33. Term of office:

- a. Each Director shall normally hold office from the time of his or her election until the next Annual General Meeting.

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- b. If an election of Directors is not held at the proper time, the Directors shall continue in office until their successors shall have been duly qualified and elected.

34. Termination of Directorship:

- a. A Director who feels that he or she can no longer fulfill his or her obligations as a director and officer can submit his or her notice of resignation in writing to the President or Secretary.
- b. If a Director misses two consecutive regular Board meetings and, in the case of a GVT Club Representative, has not nominated a proxy to attend instead, then the said Director may be deemed no longer to be an officer and member of the Board, at the sole discretion of the Board.
- c. A Director who ceases to be eligible for Directorship according to these bylaws shall immediately cease to be a Director as of the date of ceasing to meet the qualifications. At the sole discretion of the Board, said Director shall also cease to be an officer of the GVTA.
- d. A Director may be removed from his or her Directorship and office at a Board meeting, if:
 - i. Notice of intention to remove the Director has been given to all Directors at least ten days in advance of the meeting date,
 - ii. The Director has an opportunity at the meeting to argue against the removal,
 - iii. Subsequent to the Director's said opportunity, the Board votes by a two-thirds majority to remove the Director.
- e. A Director may be removed from his or her Directorship and office at a general meeting of members if:
 - i. Notice of intention to remove the Director has been given to all members at least thirty days in advance of the meeting date.
 - ii. The Director has an opportunity at the meeting to argue against the removal,
 - iii. Subsequent to the Director's said opportunity, the members vote by a two-thirds majority to remove the Director.

35. Filling Board vacancies:

- a. If a Board vacancy occurs, other than a GVT Club Representative position, the remaining Directors may elect a qualified member of the GVTA to fill the vacancy, if they shall see fit to do so and if there is a quorum of Directors in office.

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- b. If a Board vacancy occurs in a GVT Club Representative position and the GVT Club concerned is functioning, the Board of Directors shall request the GVT Club concerned to elect a new Representative.
- c. If a Board vacancy occurs in any other circumstances, it shall be filled by election at the next General Meeting of the members.
- d. If the number of Directors is increased between Annual General Meetings, vacancies are deemed to have occurred to the extent of the increase.
- e. If there is not a quorum of remaining Directors, the remaining Directors shall call a Special General Meeting of members forthwith to fill all Board vacancies. If there are no remaining Directors, any member may call the meeting. Of such meeting, at least thirty days' notice must be given to all members.

Article I: Meetings and Voting of the Board

36. Meetings without notice

- a. The Board may by resolution appoint places, days, and times for its regular meetings, except as otherwise required by law. Of such regular meetings, no notice need be sent.
- b. A Board meeting may be held, without notice, immediately following the Annual General Meeting of the GVTA.
- c. A special Board meeting may be held, without formal notice, if all the Directors are present, or if those absent have signified their consent to the meeting's being called in their absence.

37. Meetings with notice

- a. A Board meeting may be called formally with notice:
 - i. By the President or Vice President,
 - ii. By the Secretary at the request of the President or Vice President, or
 - iii. By the Secretary at the written request of two Directors.
- b. Notice of a Board meeting shall be sent to all Directors:
 - i. At least seven days before the meeting, or
 - ii. In a case of utmost urgency, not less than one day before the meeting, by personal delivery, telephone, fax, or e-mail.
- c. A Statutory Declaration of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice.

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38. Discussion and voting

- a. A quorum for the transaction of business at any Board meeting shall consist of a majority of the currently-prescribed Directors' positions.
- b. Each Director shall be entitled to one vote on each question arising at a meeting of the Board, regardless of the number of offices he/she holds.
- c. At a Board meeting, every question shall be decided by a majority of the votes cast, unless otherwise prescribed by these bylaws, by law, or by the procedural authority of the GVTA.
- d. Proxy voting is not permitted at a Board Meeting.
- e. A statement by the Chair or any entry in the Minutes that a resolution was passed is proof of that fact, without further proof of the number or proportion of votes cast.

39. Non-Directors at Board meetings:

- a. Members of the GVTA may attend any meeting of the Board.
- b. The Board may invite or permit any person to attend or to speak at any meeting of the Board.
- c. No person other than a Director is entitled to vote at a meeting of the Board.

Article J: Duties, Powers and Interests of Directors and the Board

40. Board Duties:

- a. The Board shall manage all the property, business, and affairs of the GVTA.
- b. The Board shall in all things promote the objects of the GVTA as given in its Letters Patent.
- c. The Board shall properly maintain all books and records of the GVTA which are required by its bylaws or by law.
- d. Regardless of any provisions in these bylaws, the Board shall in all things act in accordance with the laws of Ontario, with special attention to safeguarding the GVTA's status as a registered charity.

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41. Powers:

- a. The Board may, unless otherwise provided for in these bylaws, exercise all powers and do all acts and things as the GVTA, may by its Letters Patent or otherwise in law, exercise and do.
- b. The directors may transact any business either special or general at any meeting of the Board.
- c. The Board may make, on behalf of the GVTA, any type of contract or agreement that the GVTA may lawfully make.
- d. In the ordinary course of the GVTA's operations, the following persons may enter into contracts on behalf of the Board and the GVTA:
 - i. Any two of the President, Vice President, Treasurer, and Secretary.
 - ii. Any person with authority delegated by resolution of the Board for such contracts.
- e. Without limiting the above powers, the Board may purchase, lease or otherwise acquire, transfer, sell, exchange, or otherwise dispose of the GVTA's property on terms it decides.
- f. The Board may by resolution engage agents or employees to perform duties prescribed by the Board. The Board may fix remuneration for any such agents or employees.
- g. Execution of documents:
 - i. Deeds, transfers, licences, contracts and engagements on behalf of the GVTA shall be signed by two members of the Board, one of whom shall be the President or Secretary or a Vice President. In the case of such a document requiring the Seal of the GVTA, one of those signing shall be the President or a Vice President, and the other shall be the Secretary if he or she is available.
 - ii. All documents for the payment or receipt of money on behalf of the GVTA shall be signed by the signing officer(s) designated by the Board.
 - iii. Notwithstanding any provisions to the contrary contained in these bylaws, 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 GVTA may or shall be executed.

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42. Interested Director: Every Director who is in any way, directly or indirectly, financially interested in a contract or proposed contract with the GVTA shall:
- a. Declare his interest at the first Board meeting after which he became interested, and at every Board meeting at which the contract or proposed contract is discussed,
 - b. Request that his declaration be recorded in the Minutes of each such meeting, and
 - c. Not participate in any discussions or vote on any resolution concerning the contract or the proposed contract.

Note: The following is a provision of the Letters Patent, not a bylaw, and cannot be changed:

Remuneration of directors: Directors shall receive no remuneration or profit for acting as such. However, the Board may by resolution pay from GVTA revenues for expenses incurred by directors in carrying out their duties as directors.

Article K: Financial transactions

43. The fiscal year of the GVTA shall terminate on the thirty-first day of March in each year.
44. The Board shall determine by resolution the financial institution(s) with which the GVTA may deal.
45. Signing officers: The Board shall designate by resolution:
- a. The person(s) who shall be the signing officer(s) authorized to sign cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange, notes, or other documents representing debts payable to the GVTA, and
 - b. The manner of signing those documents on behalf of the GVTA.
46. Signing powers: The designated signing officer(s) may, to the extent authorized by the Board:
- a. Endorse notes and drafts for collection or deposit on account of or to the credit of the GVTA,
 - b. Arrange, settle, balance and certify all books and accounts between the GVTA and its financial institution(s), and

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- d. The sufficiency or deficiency of any security in or upon which any of the monies of the GVTA shall be invested,
 - e. Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person or corporation with whom any of the monies, securities or effects of the GVTA shall be deposited,
 - f. 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 dishonesty.
50. The GVTA shall, out of its own funds, indemnify and save harmless every director or officer from and against any cost, charge or expense which he or she sustains or incurs in or about:
- a. 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, or
 - b. The affairs of his or her office or the GVTA when such cost, charge or expense is authorized by the Board of Directors.
51. Such protection of each director and officer shall be given:
- a. Only in connection with such events, costs, charges or expenses as are sustained or incurred in accordance with the duty to act honestly and in good faith,
 - b. To his or her heirs, executors, administrators and estate and effects, respectively, from time to time and at all times.

Article M: Committees

52. The Board may, by resolution:
- a. Establish and dissolve committees, and determine or alter a committee's purpose, powers, and responsibilities,
 - b. Appoint members to, or remove any member from, any committee,
53. For every committee:
- a. A quorum for a meeting shall be a majority of the committee's members.
 - b. The committee shall make every decision by a majority of members present at the time.

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54. Every committee shall:
- a. Exercise any powers and complete all duties stated in the bylaws or assigned by Board resolution,
 - b. Hold meetings as necessary or desirable, at any time or place determined by a majority of the committee's members,
 - c. Record minutes of every meeting, and
 - d. Deliver a report to the Board as requested.
55. Executive Committee:
- a. The Board may form an Executive Committee consisting of the President, First Vice President, Secretary, Treasurer, and as many additional Directors or officers as it deems appropriate.
 - b. The 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. Such powers may include:
 - i. The powers of the Board of Directors between meetings of the Board.
 - ii. The power to hire and employ such staff as may be required to manage and conduct the affairs of the GVTA.

Article N: Amendment of Bylaws

56. These bylaws may be amended at any general meeting of the GVTA by a two-thirds vote, provided that notice and wording of the amendment have been published to the membership at least thirty days in advance of the meeting.
57. 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.

Article O: Notices

58. Except as otherwise specified, notice to any or all members prescribed by these bylaws shall be sent in writing by prepaid post or fax or e-mail to the member's address as recorded on the books of the GVTA. To notify all members, inclusion of the notice in a GVTA newsletter sent to all members shall be deemed sufficient. No public notice or advertisement shall be required.
59. Errors or omissions in the giving of notice of a meeting or in the notice itself do not invalidate the meeting nor void anything done at the meeting.

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60. The declaration of the chair of a meeting that proper notice was given is conclusive evidence that notice was properly given.
61. No further notice is required for the adjournment to another time of any meeting of the directors, officers, members, or a committee, whether or not a quorum is present. Any business that may have been transacted may then be done at the meeting's continuation.
62. In computing the date when notice must be given under any provision of the By-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

Article P: Interpretation

63. In these bylaws, unless the context requires otherwise:
 - a. 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,
 - b. References to persons shall mean natural persons, not corporations,
 - c. References to "Vice President" shall apply to any Vice President currently in office.
64. Procedural authority: The rules contained in *Robert's Rules of Order Newly Revised*, as amended from time to time, shall govern the GVTA in all cases to which they are applicable and in which they are not inconsistent with these bylaws. In accordance with such parliamentary procedure and unless otherwise prescribed in these bylaws:
 - a. To preserve impartiality, the chair of any GVTA meeting shall not exercise the vote he may be entitled to, unless such exercise would change the outcome of the vote.
 - b. On any question in a GVTA meeting, voting shall be by ballot if requested by a member entitled to vote. Otherwise, the question shall be decided by a show of hands.
65. In any contradiction between these bylaws and the Letters Patent of the GVTA, the Letters Patent shall take precedence.
66. No part of these bylaws gives a director or any other person authority for any action on behalf of the GVTA that is prohibited by the laws of Ontario.
67. These bylaws shall be known as the GVTA Bylaws Version 4, are effective on April 20, 2008, and replace all previous versions, which are hereby repealed.

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Note:

Dissolution: The GVTA's Letters Patent direct the manner of disposition of GVTA assets upon dissolution of the GVTA.

(Georgia Mulholland)

(Ruth Oswald)

President's signature

Secretary's signature