

Lake O'Hara Trails Club

Bylaws

PREAMBLE

The Lake O'Hara Trails Club was established in 1949 in Banff and Yoho National Parks to bring about cooperation between the National Parks of Canada and those individuals who, moved by a deep love for the beauty of the region, volunteered their time to create a system of trails in the Lake O'Hara area. The Club was dedicated to the making, improving and maintenance of these trails. It was registered as a Society in Alberta in 1980.

Through the work of these early volunteers, led by George K.K. Link and A. Carson Simpson, an extensive network of excellent trails was created for the use of hikers, climbers, photographers and nature lovers. Parks Canada having since assumed responsibility for the active maintenance of the trails, the Club has undertaken to support trail improvements and maintenance, to provide information to visitors, to prepare trail maps and to publish historical material about the area. The over-arching goal of the Lake O'Hara Trails Club is to inspire and facilitate both the stewardship of the trail system at Lake O'Hara and the appreciation of the cultural and natural history of the Lake O'Hara Area.

1. MEMBERSHIP: ADMISSION, RIGHTS AND RESPONSIBILITIES

1.1 Membership fee in the Society shall be determined, from time to time, by the members at a general meeting.

1.2 Any person may become a member upon application for membership, payment of the prescribed fee, and approval of his/her application by the Directors.

1.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary, but upon withdrawal the member shall not be entitled to a refund of any portion of fees already paid by him/her. If any member is six months in arrears for fees or assessments for any period, such member shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

1.4 All members shall be entitled to receive notice of all general and special meetings of the Society and to personally attend and vote at all such meetings, or to appoint a proxy to do so on the member's behalf. All members shall, upon payment of such fees as may be prescribed, be entitled to receive copies of all publications of the Society, which may be provided either in hard copy or digitally at the discretion of the Directors. All members shall be entitled and encouraged to participate in the work of the Society.

2. MEETINGS: GENERAL AND SPECIAL

2.1 The Annual General Meeting of the Society shall be held before December 1 of each year, on a date to be fixed by the Directors, for the purpose of electing Directors and presenting financial statements, and the membership shall be given six weeks' notice of the meeting in writing or by email.

2.2 A special general meeting of the Society may be called by the President as and when he/she considers it necessary, but he/she shall also call a special general meeting if requested to do so in writing by at least ten members of the Society. The membership shall be given six weeks' notice of the time and place of the special general meeting and the purpose for which it is being called.

2.3 Notice of meeting may be given to members individually in writing or by email.

2.4 Members who cannot personally attend a general meeting may designate another member who will be personally present at the meeting to exercise their voting rights on their behalf. This designation of proxy must be done on the form provided by the Society at the time of meeting notice, and comes into effect when received by the Secretary of the Society. The term of each designation of proxy shall be limited to one general meeting.

2.5 Ten members present personally or by proxy shall constitute a quorum at any general meeting of the Society.

2.6 Voting at a general meeting shall be by show of hands for those personally present, and by a count of yeas and nays cast on behalf of proxy designations.

3. DIRECTORS AND OFFICERS: APPOINTMENT, DUTIES, POWERS AND REMUNERATION

3.1 The Society shall have a Board of Directors consisting of a minimum of seven members and a maximum of twelve members. The Board of Directors shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society.

3.2 Directors shall be elected at each Annual General Meeting by a vote of the majority of members present personally or by proxy. The term of Directors so elected will end at the close of the next Annual General Meeting.

3.3 Directors shall be eligible for re-election to an unlimited number of terms.

3.4 The Society may, by Special Resolution, remove any Director before the expiration of his/her term of office and may elect another person in his/her stead; the person so elected shall serve a term to end at the close of the next Annual General Meeting after his/her election.

3.5 The Directors shall meet on dates determined by them to further the aims of the Society and shall regulate their meetings as they may determine. Notice of any Directors' meeting must be provided to all Directors at least four weeks before the date of the meeting.

3.6 The majority of Directors present in person or by teleconference shall constitute a quorum for the purpose of a meeting of Directors.

3.7 No remuneration shall be payable to any Director or Officer of the Society. The Society may reimburse individual Directors or Officers for out-of-pocket expenses incurred at the direction of the Board.

3.8 The Directors shall elect from among their number, by a vote of Directors present at a meeting duly constituted, a President, Vice-President, Secretary, Treasurer and such other officers as may be required, and shall assign duties to them.

3.9 The President shall preside at all general meetings of the Society and at all Directors' meetings and shall be ex-officio a member of all committees. The Vice-President shall perform the duties of the President when the President is absent or unable to act.

3.10 The Secretary shall attend all meetings of the society and of the Board, and keep accurate minutes of the same. He/she shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

3.11 The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

3.12 Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

4. BORROWING POWERS

4.1 The Society, for the purposes of carrying out its objects, may borrow or raise or secure the payment of money in such manner as it thinks fit.

4.2 No moneys shall be borrowed or repayment thereof secured without the resolution of a two-thirds majority of the Society's Directors.

5. FINANCIAL ACCOUNTABILITY

5.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the society. The fiscal year end of the society in each year shall be December 31.

6. CUSTODY AND USE OF THE SEAL

6.1 The Seal of the Society shall be in the custody of the Secretary or other person designated by the Directors. All papers or documents required to be sealed on behalf of the Society shall be sealed in the presence of the President and the Secretary or of such other persons as may be designated by resolution of the Directors.

7. AMENDMENT OF BYLAWS

7.1 The Bylaws of the Society may be amended, rescinded or added to only by Special Resolution of the members, being a resolution passed by three-quarters of the members present personally or by proxy at a general meeting for which notice specifying the intention to propose the resolution has been duly given.

7.2 No amendment of any bylaw shall have effect until it has been registered by the Registrar of Corporations for the Province of Alberta.

8. MINUTES OF MEETINGS

8.1 Minutes shall be prepared after each general meeting and each meeting of the Directors and shall be presented for approval by vote at the next meeting. These approved Minutes, and other books and records of the Society, shall be in the custody of the Secretary.

8.2 The books and records of the Society may be inspected by any member on a mutually agreed-upon date after provision of a written request giving at least four weeks' notice of the date by which such inspection is desired.

9. DISSOLUTION

9.1 In the event of the dissolution of the Society, its property and assets shall, after payment of all liabilities, be donated to Parks Canada, to be used for the development and maintenance of trails at Lake O'Hara.

10. DISPUTE RESOLUTION

10.1 Any dispute arising out of the affairs of the Society shall be decided by arbitration, which shall be under the Arbitration Act of Alberta.

APPROVED, ADOPTED AND RATIFIED by Special Resolution of members in general meeting this ____ day of _____, 2017.

President

Secretary