

BY-LAW NO. 1

A By-Law relating generally to the transaction of the business and affairs of the
Moose Mountain Bike Trail Society

CONTENTS

One	INTERPRETATION
Two	BUSINESS OF THE SOCIETY
Three	BOARD OF DIRECTORS
Four	MEMBERSHIP
Five	COMMITTEES
Six	PROTECTION OF DIRECTORS AND OFFICERS
Seven	NOTICES
Eight	MISCELLANEOUS
Nine	EFFECTIVE DATE

IT IS HEREBY ENACTED as By-Law No. 1 of the **Moose Mountain Bike Trail Society** (hereinafter called “MMBTS”) as follows:

SECTION ONE INTERPRETATION

1.1 Definitions

In the by-laws of the Society, unless the context otherwise requires:

“Act” means the *Societies Act of Alberta*, and any statute that may be substituted therefore, as from time to time amended;

“Moose Mountain Bike Trail Society” (“MMBTS”) is a non-profit organization providing its membership with mountain biking and mountain biking trail maintenance opportunities on and around Moose Mountain, Alberta;

“appoint” includes “elect” and vice versa;

“Board” means the Board of Directors of the Society;

“by-laws” means this by-law and all other by-laws of the Society from time to time in force and effect;

“Board of Directors” mean the elected and appointed members composing the administrative component of the Society. These include but are not limited to the President, Secretary, Treasurer, Vice-President, and Directors;

“meetings of members” means any meeting of members;

“member” means any individual member of the Society in good standing;

“recorded address” means, in the case of a member, his address, e-mail and/or phone number as recorded in the register; and, in the case of an auditor or member of the Board or member of a committee of the Board, his latest address, e-mail and/or phone number as recorded in the records of the Society;

“Senior staff” means any individual who is employed by the Society and who is authorized by the Board to act as Senior staff of the Society.

“signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Society by Section 2.3 or by a resolution passed pursuant thereto.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.2 **Headings and Sections**

The headings used throughout the by-laws are inserted for convenience of reference only and are not to be used as an aid in the interpretation of the by-laws. "Section" followed by a number means or refers to the specified section of this by-law.

1.3 **Invalidity of any Provision of By-Laws**

The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

SECTION TWO BUSINESS OF THE SOCIETY

2.1 **Books and Records**

The Minute Book will be held and updated by the Secretary of the Society. All financial records of the Society will be held and updated by the Treasurer or under the supervision of the Treasurer.

The books and records of the Society may be inspected by any member at the annual general meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Board. Each Board member shall at all times have access to such books and records.

2.2 **Auditing**

The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members elected for that purpose at the annual general 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 general meeting of the Society. The fiscal year of the Society in each year shall be March 31.

2.3 **Execution of Instrument**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Society by one person holding the office of President, Vice-President, , Secretary, Treasurer, or by the Senior staff person holding signing authority for the Society or any other office created by by-law or by resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person by whom any instrument or instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.4 **Banking Arrangements**

The banking business of the Society including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or other persons as may from time to time be authorized by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.5 **Divisions**

The Board may from time to time cause the business and operations of the Society or any part thereof to be divided into one or more divisions upon such basis, including without limitation, types of business or operations, geographical territories, product lines or goods or services, as the Board may consider appropriate in each case. From time to time the Board may authorize upon such basis as may be considered appropriate and in each case:

- (a) the designation of any such division by, and the carrying on of the business and operations of any such division under, a name other than the name of the Society, provided that the Society shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Society; and
- (b) the appointment of officers for any such division and the determination of their power and duties, provided that any such officers shall not, as such, be officers of the Society.

2.6 **Arbitration**

In the event of a dispute arising out of the affairs of the Society and between any members or between (i) a member or a person who is aggrieved and who has for not more than 6 months ceased to be a member, or (ii) a person claiming through the member or aggrieved person or claiming under the by-laws of the Society, and the Society or a Board member, shall be decided by arbitration, which shall be under the *Arbitration Act* unless the by-laws prescribe some other method. A decision made pursuant to an arbitration is binding on all parties and may be enforced on application to the Court of Queen's Bench, and unless the by-laws otherwise provide there is no appeal from it.

2.7 **Borrowing Powers**

Even for the purpose of carrying out its objects, the Society may not borrow money.

2.8 **Amendment to the By-Laws**

The By-laws of the Society may only be rescinded, altered or added to by a special resolution.

SECTION THREE BOARD OF DIRECTORS

3.1 **Number of Board Members**

The number of members who may serve on the Board shall be determined from time to time by ordinary resolution of the members or, in the absence of such resolution, by resolution of the Board.

3.2 **Board of Directors**

The Board shall, subject to the by-laws 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, and meetings of the Board shall be held as often as may be required, but at least once every four months, and shall be called by the President. A special meeting of the Board may be called on the instructions of any two Board members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 5 days notice in writing mailed to each Board member or by three days notice by fax, telephone or email to the Board members' recorded address. Any four Board members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

A person appointed or elected a Board member becomes a Board member if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Board member if they were not present at the meeting but consented in writing to act as Board member before the appointment or election, or within ten days after the appointment or election, or if they act as a Board member pursuant to the appointment or election.

Any Board member, upon a majority vote of all members in good standing at a special meeting, may be removed from office for any cause which the Society may deem reasonable or by unanimous vote of the Board minus 1.

3.3 **Place of Meetings**

Meetings of the Board may be held at any place in or outside Alberta. A Board member who attends a meeting of the Board, in person or by telepresence, if deemed to have consented to the location of the meeting except when he attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

3.4 **Meetings by Telepresence**

With the consent of the President or a majority of the Board members present at the meeting, a Board member may participate in a meeting of the Board or of a committee of the Board by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other. A Board member participating in such a meeting in such manner shall be considered present at the meeting and at the place of the meeting.

3.5 **Quorum**

The quorum for the transaction of business at any meeting of the Board shall consist of four Board members or such greater or lesser number of Board members as the Board may from time to time determine, provided that, if the Board consists of only one Board member, the quorum for the transaction of business at any meeting of the Board shall consist of one Board member.

3.6 **President**

The President shall be an ex-officio member of all committees. He shall, when present, preside at all meetings of the Society and of the Board. In his absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

3.7 **Secretary**

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to 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 President and 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 Board member 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, their email, addresses and/or telephone number, send all notices of the various meetings as required and will 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.

3.8 **Treasurer**

The Treasurer, with the assistance of the Senior staff 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 general 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 general meeting of the election of the members of the Board shall so decide.

3.9 **Action by the Board**

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of any equality of votes the President of the meeting shall be entitled to a second or casting vote. The powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Board members who would be entitled to vote on that resolution at a meeting of the Board. Resolutions in writing may be signed in counterparts.

3.10 **Adjourned Meeting**

Any Board meeting may be adjourned from time to time by the President of the meeting, with the consent of the meeting, to a fixed time and place. The adjourned meeting shall be duly constituted if a quorum is present and if it is held in accordance with the terms of the adjournment. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

3.11 **Remuneration and Expenses**

No Board member shall receive remuneration for their service to the Board. The Board members may be entitled to be reimbursed for reasonable traveling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Board member from serving the Society in any other capacity and receiving remuneration therefore, however, such capacity shall be subject to the Society's determination of guidelines regarding conflict of interest.

3.12 **Officers**

The Board from time to time may appoint one or more officers of the Society and, without prejudice to rights under any employment contract, may remove any officer of the Society. The powers and duties of each officer of the Society shall be those determined from time to time by the Board and, in the absence of such determination, shall be those usually incidental to the office held.

3.13 **Agents and Attorneys**

The Board shall have the power from time to time to appoint agents or attorneys for the Society in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION FOUR MEMBERSHIP

4.1 **Membership**

Any person who supports the purpose of the Society is eligible to become a Member upon payment of the membership fees currently in effect may be a member.

4.11 **Member in Good Standing**

Upon entry of a member into the Society and upon payment of the membership fees currently in effect, such individual member will be considered in good standing.

4.2 **Entry\Withdrawal of a Member**

Entry of a member into the Society will be permitted at the discretion of the Board. Any member may withdraw from the Society upon notice in writing to the Senior staff or any Board member.

4.3 **Expulsion of a Member**

A member may be expelled from the Society when:

- (a) the membership fee of that member is in arrears,
- (b) the majority vote of the Board directs such expulsion, and/or
- (c) a majority vote of members directs such expulsion.

4.4 **Refund of Fees Policy**

Upon expulsion of or voluntary withdrawal by a member, a refund of fees will be made to the departing member as determined by the Board and/or Senior staff.

4.5 **Meetings of the Members**

The annual general meeting of the Society shall be at the time and place chosen by the Board. Notice shall be given to all members at least 14 days before such meeting dates. Notice shall be provided by e-mail and/or written notice mailed to the recorded address, and/or by announcements or written means at regularly scheduled rehearsals, and/or by telephone.

General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board. A special meeting of the Society may be called upon presentation of a written petition to the President; which petition contains the signatures of at least 25% of the members and sets forth the reasons for calling such meeting. Notice shall be given to all members at least 28 days before such meeting dates. Notice shall be provided by e-mail and/or written notice mailed to the recorded address, and/or by announcements or written means at regularly scheduled rehearsals, and/or by telephone.

4.51 **Number of Votes**

A voting member is entitled to 1 vote at a meeting of the Society

4.6 **Quorum**

A quorum of members for a general or special meeting shall exist when at least 33% of the members shall be present at a duly convened meeting of the Society.

SECTION FIVE COMMITTEES

5.1 Transaction of Business

The powers of any committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. At all meetings of committees every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote. Resolutions in writing may be signed in counterparts.

5.2 Procedure

Unless otherwise determined by the Board, a quorum for meetings of any committee shall be a majority of its members, each committee shall have the power to appoint its chairman and the rules for calling, holding, conducting and adjourning meetings of the committee shall be the same as those governing the Board. Each member of a committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a member. The Board may fill vacancies in a committee by appointment from among their members. Provided that a quorum is maintained, the committee may continue to exercise its powers notwithstanding any vacancy among its members.

SECTION SIX PROTECTION OF DIRECTORS AND OFFICERS

6.1 Limitation of Liability

No Board member or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other Board member or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets of or belonging to the Society or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith and with a view to the best interests of the Society and to exercise the case, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.2 Indemnity

The Society shall, to the maximum extent permitted under the Act, indemnify a Board member or officer, a former Board member or officer, and a person who acts or acted at the Society's request as a Board member or officer of a body corporate of which the Society to or was a member or creditor, and his heirs and legal representatives, against all costs, damages and expenses, including any amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceedings to which he is made a party by reason of being or having been a Board member or officer of the Society or such body corporate, including (without limitation) any such action by or on behalf of the Society or such body corporate to procure a judgment to its favour, and the Society shall use its reasonable best efforts to obtain any approval or approvals necessary for such indemnification.

SECTION SEVEN NOTICES

7.1 Omissions and Errors

The incidental omission to give any notice to any member,, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

SECTION EIGHT MISCELLANEOUS

8.1 Voting by Members

Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any general or special meeting of the Society. Such votes must be made in person and not by proxy or otherwise. Voting shall be by a show of hands unless otherwise determined at a duly convened meeting. Voting at Board Meetings shall be granted by unanimous agreement of the Board.

Dissolution

The Society shall not be wound-up or ended except as provided by special resolution as defined in the *Societies Act of Alberta*.

SECTION NINE EFFECTIVE DATE

9.1

Effective Date

This by-law shall come into force when made by the Board in accordance with the Act.

MADE by the Board the ___ day of _____, 2015.

WITNESS

WITNESS

WITNESS

WITNESS

WITNESS
