

**Fernie Trails Alliance
General By-Law No. 1
2021**

PART 1 – INTERPRETATION

1. In these by-laws, unless the context otherwise requires:
 - a. “Annual General Meeting” means the meeting of Members held once per calendar year in accordance with and subject to the *Societies Act*;
 - b. “Board” or “Directors” means the Board of Directors of the Fernie Trails Alliance;
 - c. “By-laws” means these by-laws as altered from time to time;
 - d. “Executive” has the meaning set out in clause 61;
 - e. “General Meeting” means any meeting of the Members held in accordance with these By-laws, other than an Annual General Meeting;
 - f. “Landowner” means those landowners who have an existing or current landuse agreement with the Fernie Trails Alliance;
 - g. “Member” has the meaning set out in clause 15;
 - h. “Member Clubs” has the meaning set out in clause 15;
 - i. “Ordinary Resolution” means, any of the following:
 - i. a resolution passed at an Annual General Meeting or General Meeting by a simple majority of the votes cast by the Members in good standing of the Society who, being entitled to do so, vote at such General Meeting; and
 - ii. a resolution consented to in writing, after being sent to all of the Members in good standing at the time, by at least 2/3 of such Members in good standing;
 - j. “Society Act” means the Society Act of British Columbia from time to time in force and all amendments thereto;
 - k. “Society” means the Fernie Trails Alliance;
 - l. “Special Resolution” means, any of the following:

- i. a resolution passed at an Annual General Meeting or a General Meeting by at least 3/4 of the votes cast by the Members in good standing of the Society who, being entitled to do so, vote at such General Meeting; or,
 - ii. a resolution consented to in writing by all of the Members in good standing;
 - m. “Supporter” means a class of Member in the Society, which class of Membership may be approved or appointed by the Directors from time to time.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
 3. Headings are used for reference only and are not to be used in the interpretation of these by-laws.
 4. Except where otherwise provided, the definitions in the Society Act apply to these By-laws.
 5. In the event there is any conflict between these By-laws and the Act or the regulations under the Act, the Act or such regulations, as the case may be, shall prevail.
 6. In the event there is a conflict between these By-laws and any Policies, procedure or resolution duly passed by the Society, the terms of these By-laws shall prevail.
 7. Unless otherwise stated in these By-laws, any decision, approval or consent of the Board and any committee referred to in these By-laws shall be determined by majority vote.

PART 2 – NAME, VISION and MISSION

8. The name of this Society shall be the “Fernie Trails Alliance”.
9. The Vision of the Fernie Trails Alliance is to establish a fun, robust and diverse world class trail experience that will endure for generations.
10. The Mission of the Fernie Trails Alliance is to develop, maintain and enhance a human powered trail network in the Fernie Area.
11. The Objectives of the Fernie Trails Alliance include:

- a. To secure and maintain land use agreements;
- b. Clarity and simplicity in Membership, trail fees and fundraising;
- c. World class trail information system (GIS and Trailforks);
- d. Establishing and sustaining positive working relationships with landowners, land stewards, user groups and other communities;
- e. Addressing illegal, unapproved and unsanctioned trail building and trail modification;
- f. Secure access to land for new trails;
- g. Secure seasonal, funded trail crew; and,
- h. Winter trail use strategy.

12. The Guiding Principles of the Fernie Trails Alliance are:

- a. Integrity and accountability;
- b. Community;
- c. Collaboration and partnership;
- d. Environmental responsibility; and,
- e. Respect and positivity.

13. The usual place of meeting of the Fernie Trails Alliance shall be in the City of Fernie.

PART 3 - MEMBERSHIP

14. Any individual, club, corporation, society or organization which is directly or indirectly engaged or interested in promoting or sustaining non-motorized trail access in Fernie and the surrounding area shall be eligible for membership in the Society.

15. The Members of the Society are:

- a. Those persons who hold a current Fernie Trails Pass;

b. The Member Clubs:

- i. The Fernie Mountain Bike Club;
- ii. Stag Leap Running Co.; and,
- iii. Any Society or organization the Directors may approve from time to time;

(the "Member Clubs")

c. Landowners; and,

d. Supporters.

16. Members are in good standing except a Member who has failed to pay their current annual Trail Pass, Supporter or Membership Club fee, or any other subscription or debt due and owing by the member to the Society, and the member is not in good standing so long as the debt remains unpaid.

17. Every Member must uphold the Vision, Mission, Objectives and Guiding Principles of the Fernie Trails Alliance and comply with these by-laws.

18. A Member in good standing shall:

- a. have the right to vote at an Annual General Meeting or General Meeting or in an election;
- b. have the right to consent to any resolution of the Members;
- c. have the right to run for and hold office on the Board; and,
- d. be entitled to any benefits of Membership set out herein or established by the Board from time to time.

19. A person, club, or organization ceases to be a Member of the Society:

- a. by delivering his or her resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society;
- b. on his or her death or, in the case of a club or organization, on dissolution; or,
- c. on having been a Member not in good standing for 12 consecutive

months.

20. A notice may be given to a Member, either personally, by electronic mail at the Member's last known electronic mail address, or by posting on the Society's website, or a social media page managed by the Society.

PART 4 – MEETING OF MEMBERS

21. The Directors may, when they think fit, convene an Annual General Meeting or General Meeting.
22. An Annual General Meeting of the Society must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
23. A quorum at an Annual General Meeting or General Meeting shall be 15 Members, provided there is at least one member of the Executive and at least two other Directors present.
24. Other than the election of the Chair of a meeting and the adjournment or termination of a meeting, no business may be transacted at an Annual General Meeting or General Meeting unless a quorum of Members is present.
25. Notice of an Annual General Meeting or General Meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business, however, the accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the Members entitled to receive notice, does not invalidate proceedings at that meeting.
26. The Board shall provide to the Members notice of a General Meeting, Annual General Meeting or Extraordinary General Meeting at least 14 or more days before such General Meeting. Such notice may be provided by emailing the notice to the Member's most recent email address, known to the Society. The Board may also give notice to the Members by posting the requisite information on a website or social media account that is maintained by or on behalf of the Society and is accessible to all of the Members.
27. An Annual General Meeting or General Meeting may be held virtually. For greater certainty, Members shall be entitled to participate or vote in a General Meeting by videoconference or other means of electronic communication.
28. At an Annual General Meeting or General Meeting and unless otherwise

set out in these by-laws, voting may be oral or by a show of hands, or another method that adequately discloses the intention of the Members, except that if 5 or more Members in good standing request a secret ballot or a secret ballot is directed by the Chair of the meeting, voting shall be by a secret ballot.

29. The Chair of a General Meeting must announce the outcome of each vote and that outcome shall be recorded in the minutes of the meeting.

PART 5 – FEES

30. The annual fees for the Fernie Trails Pass shall represent the dues payable by that class of Member and shall be set and determined by the Board from time to time.

31. The annual fees for the Member Clubs shall represent the dues payable by that class of Member and shall be set and determined by the Board from time to time.

32. The annual fees to become a Supporter of the Fernie Trails Alliance shall represent the dues payable by that class of Member and shall be set and determined by the Board from time to time.

33. There shall be no annual fees for Landowners.

34. The Board may waive any Membership fee as it deems fit from time to time.

PART 6 – DIRECTORS and BOARD

35. The Board shall be comprised of a minimum of 3 Directors and a maximum of 11 Directors, who shall be nominated and elected by ballot from amongst the Members at the Annual General Meeting.

36. Each Director shall serve a term of approximately two years, until the second following Annual General Meeting from when that Director was elected.

37. The Fernie Trails Alliance shall endeavor to have not more than 6 Director positions expiring at any Annual General Meeting.

38. The Fernie Trails Alliance shall use reasonable efforts to have a wide range of interests represented on its Board and Committees, including, but not limited to:

- a. All trail user types;

- b. Landowners;
- c. Member Clubs;
- d. Supporters; and,
- e. Any other group or entity which may have an interest in the Fernie Trails Alliance or its operations from time to time;

provided however that an act or proceeding of the Fernie Trails Alliance, Board of Directors or Committee is not invalid merely because all interests are not represented on the Board or Committees.

39. A person ceases to hold office as a Director or Officer:

- a. at the expiry of such Director or Officer's term of office;
- b. on such Director or Officer's death;
- c. on delivery of a signed resignation from such Director or Officer to the Board by mail, email or in person; or,
- d. if such Director or Officer is removed pursuant to these By-laws or the Act.

40. A Director may be removed from office by way of a three-quarters ($\frac{3}{4}$) resolution of the Board, provided that prior to the Board removing any person as a Director by way of a three-quarters ($\frac{3}{4}$) resolution of the Board, the Board shall provide a written statement to the applicable Director stating the reasons for such removal, and provide such Director a reasonable opportunity to address and respond to such reasons.

41. Between Annual General Meetings, the Board may, but shall not be required to, appoint a Member in good standing as a Director to fill a vacancy that arises on the Board as a result of the resignation, death, termination, removal or incapacity of a Director.

42. The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a General Meeting, but subject to:

- a. all laws affecting the Society;
- b. these by-laws; and,
- c. rules, not being inconsistent with these by-laws, that are made from time to time by the Society in a General Meeting.

43. Despite clause 28, the election of Directors may be by acclamation, otherwise it must be by secret ballot.

44. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.
45. A Director must not be remunerated for being or acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
46. A Director shall not personally be an employee, contractor or otherwise receive remuneration from the Fernie Trails Alliance. A Director may personally become an employee, contractor or otherwise receive remuneration from the Fernie Trails Alliance upon resigning or ceasing to hold his or her position as Director. However, provided that a business or corporation in which a Director is not at arm's length may perform contract services for the Fernie Trails Alliance, provided any procurement policy in force from time to time is followed.

PART 7 – PROCEEDINGS and DUTIES OF DIRECTORS

47. The Directors may meet at the places and manner they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, but such meetings of the Directors shall occur at least eight times in a calendar year.
48. Where any Director is absent from three consecutive meetings of the Board, without reasonable explanation, that Director's tenure of office shall be automatically terminated, providing however that any such terminated Director shall have leave to appeal such termination to the Board at the following meeting of the Board and the Board may reverse the automatic termination.
49. Where any Director has been absent from 50% or more of all of the meetings of the Board during that Director's two year term of office, that Director shall not be eligible for re-election as a Director for a period of two years.
50. No Director may serve more than 6 consecutive years on the Board.
51. The Board shall have the general power of administration. The Board may make or authorize petitions or representations to the Government or Parliament of Canada, Government or Legislature of the Province, or others, as it may determine or as may be required by vote of a majority of Members present at any General Meeting.
52. The Board may frame such by-laws, rules and regulations as appear to the Board to promote the best interests of the Society and shall submit them for adoption at any meeting of the Society.

53. A quorum of the Directors shall be 50% of the Directors holding office at any given time, provided at least one Member of the Executive is present.
54. Questions arising at a meeting of the Directors must be decided by a majority of votes. In the case of a tie vote, the Chair does not have a second or casting vote and the motion or question shall not pass.
55. A resolution in writing, signed, or approved by electronic mail, by a majority of Directors, provided that one such Director is a member of the Executive, is as valid and effective as if regularly passed at a meeting of Directors, provided that such resolution is placed with the minutes of the Directors.
56. Subject to the provisions of the *Society Act*, the Directors shall not be liable for any action taken or omitted to be taken by them in good faith or for the acts of any agent, employee or trustee selected by them with reasonable care or any act or omission of any other Director or Directors.
57. If at any time any Director of the Society is, directly or indirectly, interested in a proposed contract or transaction with the Society, he or she must disclose fully and promptly the nature and extent of the interest to each of the other Directors. A Director that has an interest in a contract or transaction to be considered at a meeting of the Directors will be counted in a quorum for the meeting notwithstanding such Director's interest, but will not vote in respect of the matter.
58. Until such time as the organization decides to render such information public, a Director must keep in strict confidence all matters and affairs of the Fernie Trails Alliance.
59. All Directors owe a fiduciary obligation to the Fernie Trails Alliance and must act honestly and in good faith with a view to the best interests of the Fernie Trails Alliance.
60. The Board may establish policies from time to time, which are intended to provide guidance to Committees, Members and/or to the Board regarding the business and affairs of the Society. Any policy may be amended, cancelled or retracted at any time, without notice, by the Board.

Part 8 – EXECUTIVE DIRECTORS

61. The Executive of the Society shall be:

- a. Chair;
- b. Vice Chair;
- c. Treasurer; and,
- d. Secretary;

all of whom shall be appointed from the Directors currently holding office, by those Directors, at the first meeting of the Board of Directors following the Annual General Meeting or at any other time any of the Executive officer positions become vacant.

62. All Executive members must also be Directors.

63. The Chair:

- a. presides as Chair at all meetings of the Society and of the Directors; and,
- b. is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

64. The Vice-Chair is the vice-chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act and assisting the Chair in the execution of his or duties.

65. The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- a. oversees the issuance of notices of Annual General Meetings, General Meetings and Directors' meetings;
- b. taking and keeping minutes of Annual General Meetings, General Meetings, Directors' meetings and any motions passed by the Board by electronic means;
- c. keeping the records of the Society in accordance with the Act;
- d. assisting in conducting the correspondence of the Board; and,
- e. overseeing the filing of the annual report of the Society and making any other filings with the registrar under the Act.

66. If the Secretary is absent from any meeting of the Board, the Board must appoint another individual to act as the recording secretary at such Board meeting.

67. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a. keeping the financial records, including books of account, necessary to comply with the Society Act;
- b. rendering financial statements to the directors, members and others from time to time, but in any event at least once per calendar year;
- c. reporting to the board any significant financial variances of the society at the first meeting of the board after such variance was discovered;
- d. preparing the Society's financial statements; and,
- e. making the Society's filings with respect to taxes.

68. The Executive of the Society shall be responsible for the day-to-day operations of the Society. However, provided the Board and/or the Executive may hire employees as it or they deem fit from time to time to undertake the operations of the Society.

69. The Executive shall have signing authority on all notes, drafts, electronic or on-line transaction approvals and cheques, provided that each such negotiable instrument shall be signed or approved by at least two Members of the Executive.

PART 9 – PROCEEDINGS AT ANNUAL GENERAL MEETINGS and GENERAL MEETINGS

70. Special business is:

- a. all business at a General Meeting, except the adoption of agenda; and,
- b. all business conducted at an Annual General Meeting, except the following:
 - i. adoption of the agenda;
 - ii. consideration of the financial statements;
 - iii. report of the Directors;

- iv. election of Directors; and,
requires a Special Resolution to pass.
- 71. The Chair or the Vice-Chair, or, in the absence of both, one of the other Directors present, must preside as Chair of an Annual General Meeting or General Meeting.
- 72. A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.
- 73. Voting at Annual General Meetings or General Meetings may be conducted by a show of hands (in person or via electronic means), however provided that the election of Directors shall be by secret ballot.
- 74. In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.
- 75. A Member club, landowner or supporter may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a meeting of the Society.

Part 10 – COMMITTEES

- 76. The Board may establish any committee, from time to time as it sees fit, to carry out specific activities and functions and may determine the composition and purpose of such committee at the time of establishment. For greater certainty, the creation of any committee and its mandate and procedures shall not require any amendment to the by-laws or the approval of the Members.
- 77. A committee shall be free to determine its own rules and procedures for the conduct of its business, subject to:
 - a. each committee keeping minutes of its proceedings to report to the Board from time to time as the Board may require;
 - b. compliance with these by-laws; and,
 - c. any rules and/or terms of reference imposed by the Board.
- 78. Notwithstanding the immediately preceding clause, the Board shall have the power at any time to revoke or override any authority given to, or any act done or to be done by, any committee.

79. The Directors may delegate any, but not all, of their powers to committees as they deem fit. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
80. A committee must elect a Chair of its meetings, but if no Chair is elected, or if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, a Chair of the meeting must be chosen from members of the committee who are present.
81. The members of a committee may meet and adjourn as they deem proper.
82. Questions arising at a meeting of a committee must be decided by a majority of votes. In the case of a tie vote, the Chair does not have a second or casting vote and the motion shall not pass.

Part 11 — BY- LAWS

83. On being admitted to Membership, each Member is entitled to, and the Society must give the Member without charge, a copy of these by-laws of the Society.
84. These by-laws shall be binding on all Members of the Society, its Directors, officers, employees, contractors, volunteers, committee members and all other persons lawfully under its control.
85. These by-laws must not be altered or added to except by Special Resolution.

Part 12 – GENERAL

86. The meetings of the Board shall be open to all Members, but such Member attending may not participate in any part of the proceedings of the said meeting of the Board, unless invited to do so by the Board.
87. No public pronouncement in the name of the Society may be made unless authorized by the Board.

ADOPTED BY THE BOARD OF DIRECTORS OF THE FERNIE TRAILS
ALLIANCE THIS _____ DAY OF _____ 2021

CHAIR