



SOCIETY ACT

COPY OF RESOLUTION

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FEB 25 2014

The following is a copy of

- Special resolution* passed (checked)
Ordinary resolution
Directors' resolution

Signature of Carol Prest, Registrar of Companies, Province of British Columbia

in accordance with the by-laws of the Society on the 21 day of November, 2013

"RESOLVED

That the attached By-Laws are adopted as the By-Laws of the Fernie Trials Alliance.

**See attached Meeting Minutes dated November 21, 2013, at paragraph 3.

Dated this 6 day of January, 2014

The Fernie Trials Alliance Association

Signature of Angela N. Etheridge, Secretary

* Strike out words which do not apply.

- Note - (a) No special resolution has effect until accepted by the Registrar of Companies.
(b) Send, in duplicate, to the Registrar of Companies.
Mailing Address: PO Box 9431 Stn Prov Govt, Victoria BC V8W 9V3.
Location Address: 200 - 940 Blanshard Street, Victoria BC V8W 3E6 together with applicable fee.
Telephone number: 1 877 526-1526.]

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Barrister & Solicitor
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Fernie, B.C., V0B 1M0
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Filing Fee: \$50.

Additional information and forms are available on the Internet at: www.bcregistryservices.gov.bc.ca

Freedom of Information and Protection of Privacy Act (FOIPPA): Personal information provided on this form is collected, used and disclosed under the authority of the FOIPPA and the Society Act for the purposes of assessment.

**Fernie Trails Alliance
General By-Law No. 1
2013**

PART 1 – INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
 - a. “directors” means the directors of the society;
 - b. “*Society Act*” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - c. “registered address” of a member means the member’s address as recorded in the registered address;
 - d. “society” means the Fernie Trails Alliance;
 - e. “board” means the Board of Directors of the Fernie Trails Alliance;
 - f. “member” means a Member of the Fernie Trails Alliance;
 - g. "bylaws" means the bylaws of a society;
 - h. "ordinary resolution" means a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person.
 - i. "special resolution" means a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the society who, being entitled to do so, vote in person of which not less than 14 days the notice specifying the intention to propose the resolution as a special resolution has been given.
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.

PART 2 – NAME, VISION and MISSION

4. The name of this society shall be the “Fernie Trails Alliance”.
5. The Vision of the Fernie Trails Alliance is sustainable non-motorized trail system that contributes to a vibrant, healthy community.

6. The Mission of the Fernie Trails Alliance shall be to maintain responsible non-motorized trail access on Crown and private lands in the Fernie area.
7. The Goals of the Fernie Trails Alliance shall include:
 - a. First class trail system;
 - b. Secure land use agreements;
 - c. Broad community support;
 - d. A strong organization; and,
 - e. An effective advocate for trail use.
8. The Guiding Principles of the Fernie Trails Alliance are:
 - a. Integrity and accountability;
 - b. Safety;
 - c. Environmental responsibility; and,
 - d. Respectful and collaborative approach to diverse land use issues.
9. The usual place of meeting of the Fernie Trails Alliance shall be in the City of Fernie.

PART 3 - MEMBERSHIP

10. The members of the society are:
 - a. the member clubs and organizations:
 - i. The Fernie Trails and Ski Touring Club;
 - ii. The Fernie Mountain Bike Club;
 - iii. The Fernie Nordic Society; and,
 - iv. Island Lake Lodge.
(the "Member Clubs")
 - b. those persons who are members of the Member Clubs;
 - c. those persons, organizations or clubs who subsequently become members, in accordance with these bylaws; and,
 - d. in any case, any person, organization or club that has not ceased to be a member.
11. Any individual, club, corporation, societies or organizations, 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.
12. A person, organization or club may apply to the directors for membership

- in the society and on acceptance by the directors is a member.
13. Every member must uphold the mission, vision, goals and guiding principles of the society and comply with these bylaws.
 14. 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.
 15. A member may be expelled by a special resolution of the members passed at a general meeting, provided that the member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
 16. All members are in good standing except a member who has failed to pay his or her current annual membership 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.

PART 4 – MEETING OF MEMBERS

17. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
18. The directors may, when they think fit, convene an extraordinary general meeting.
19. Notice of a 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.
20. The 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.

21. A quorum at a general or extraordinary meeting shall be 5 members.

PART 5 – MEMBERSHIP FEES

22. The annual dues payable by members may be determined by the board from time to time, however until such determination, the fees for members shall be as follows:

- a. individuals who are not members of member clubs: \$25;
- b. member clubs: \$200; and,
- c. corporations or business who are not members of member clubs: \$200.

23. The Board may waive any membership fee as it deems fit from time to time.

PART 6 – DIRECTORS, BOARD and EXECUTIVE

24. Beginning at the 2013 annual general meeting, the board shall be comprised of a maximum of 11 Directors, who shall be nominated and elected by ballot from amongst the members at the annual general meeting.

25. Each director shall serve a two year term of office, with the exception of the election of ½ of the directors elected at the 2013 annual general meeting, whose terms shall be for one year. For clarity, in each and every following the 2013 annual general meeting, each director shall be elected for a two year term.

26. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.

27. 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 bylaws 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 bylaws; and,
- c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

28. An election may be by acclamation, otherwise it must be by ballot.

29. An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

30. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
31. 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.

PART 7 – PROCEEDINGS and DUTIES OF DIRECTORS

32. The directors may meet at the places 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.
33. 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 that the board may reverse the automatic termination.
34. 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.
35. 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.
36. 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.
37. A quorum of the directors shall be 50% of the directors holding office at any given time, provided that at least one member of the executive is present.
38. The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think 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.

39. 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, the directors present who are members of the committee must be chosen to be the chair of the meeting.
40. The members of a committee may meet and adjourn as they think proper.
41. Questions arising at a meeting of the directors and committee of 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.
42. A resolution in writing, signed, or approved by electronic mail, by a majority of a quorum 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.

Part 8 – DUTIES OF EXECUTIVE OFFICERS

43. The executive of the society shall be:

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

all of whom shall be appointed by the Board at the first meeting of the board of directors following the annual general meeting.

44. The executive of the society shall be responsible for the day-to-day operations of the society.
45. The executive shall have signing authority on all notes, drafts and cheques, provided that each such negotiable instrument shall be signed by at least two members of the executive.
46. Only directors of the society shall be eligible to be on the executive of the society.
47. The executive shall remain in office for two years, or until their successors

are appointed.

48. 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.

49. The vice chair must carry out the duties of the chair during the chair's absence and should, wherever possible, be filled by the previous chair of the society.

50. The secretary must keep minutes of all meetings of the society and directors.

51. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

52. The treasurer must:

- a. keep the financial records, including books of account, necessary to comply with the *Society Act*;
- b. render financial statements to the directors, members and others from time to time, but in any event at least once per calendar year;
and,
- c. report to the board any significant financial variances of the society at the first meeting of the board after such variance was discovered.

PART 9 – PROCEEDINGS AT GENERAL MEETINGS

53. Special business is:

- a. all business at an extraordinary 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;

- v. other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.
54. The chair of the society, the vice chair, or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
55. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
56. 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.
57. Voting at general meetings shall be conducted by a show of hands, with the exception that the election of directors may be by secret ballot.
58. Voting by proxy is not permitted.
59. A member club 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 — NOTICES to MEMBERS

60. A notice may be given to a member, either personally, by mail to the member at the member's registered address, by electronic mail at the member's last known electronic mail address or by posting on the society's website.
61. Notice of a general meeting must be given to every member 14 days in advance of the general meeting. No other person or organization is entitled to receive notice of a general meeting.

Part 11 — BY- LAWS

62. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of these bylaws of the society.
63. These by-laws shall be binding on all members of the society, its directors, officers, employees, contractors, volunteers, and all other persons lawfully under its control.

64. These bylaws must not be altered or added to except by special resolution.

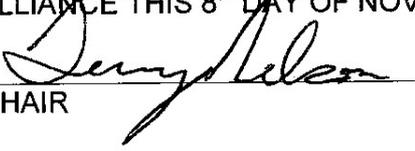
Part 12 – GENERAL

65. 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.

66. No public pronouncement in the name of the society may be made unless authorized by the board.

67. Voting at meetings will be by a show of hands.

ADOPTED BY THE BOARD OF DIRECTORS OF THE FERNIE TRAILS
ALLIANCE THIS 8th DAY OF NOVEMBER 2013


CHAIR