


CAROL PREST

BYLAWS OF THE NORTH SHORE HIKERS SOCIETY

Part 1 - Interpretation

1. In these bylaws, unless the context otherwise requires:

(a) “**directors**” means the directors of the Society for the time being.

(b) “**Society Act**” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;

(c) “**registered address**” of a member means the member’s residential address as recorded in the register of members.

(d) “**special resolution**” means a resolution passed by seventy-five percent (75%) of the members of the Society present at a general meeting of the Society casting votes in favour of the resolution.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

Part 2 - Membership

1. Anyone, aged 19 years or older, shall be eligible for membership and shall become a member upon completion and signing of the Society’s application form with waiver and payment of the annual membership dues.

2. The Society’s dues shall be payable annually. The amount of the membership dues shall be determined by vote at Annual General Meetings.

3. Cessation of membership occurs upon non-payment of the current annual membership fee, death of the member or voluntary withdrawal by notifying the Membership Secretary of the Society in writing.

4. (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at a directors’ meeting and if the matter is not resolved at that time, a notice of special resolution for expulsion shall be sent to the members.

(3) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(4) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

5. All members are in good standing except a member who has failed to pay his current annual membership fee and failed to sign a waiver.

Part 3 - Meetings of Members

1. An Annual General Meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last Annual General Meeting.

2. Every general meeting, other than the Annual General Meeting, is an Extraordinary General Meeting.
3. The directors may, when they think fit, convene an Extraordinary General Meeting.
4. Notice of a General Meeting must specify the place, date and hour of the meeting and, in case of special business, the general nature of that business. Notice shall be sent to the members at least 14 days prior to the meeting and can be given by mail, telephone, fax or electronic-mail.

Part 4 - Proceedings at General Meetings

1. At Annual General Meetings and Extraordinary General Meetings the President, or in his absence, the Vice President, shall act as Chair. In the event of the absence of both the President and Vice President, a Chair for the meeting shall be elected from among the members present.
2. All procedural and administrative matters shall be governed by the current edition of Robert's Rules of Order unless the bylaws herein specify otherwise.
3. A quorum is at least thirty (30) members present.
4. The business to be conducted at Annual General Meetings shall include: receiving a financial statement of the Society for the previous fiscal year; receiving reports of the directors; receiving the report of the auditor; addressing any matters brought before the meeting by the directors or members; electing the requisite directors; appointing an auditor; setting the annual membership dues; other matters as deemed appropriate by the directors.
5. All votes shall be passed by a simple majority of the members present except special resolutions as these require a majority of seventy-five percent (75%) of the members present.
6. No business, other than the election of a Chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting when a quorum is not present.
7. (1) A resolution proposed at a meeting must be seconded. The Chair of a meeting may move or propose a resolution.

(2) 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.
8. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.
9. Minutes of Annual General and Extraordinary General Meetings of the Society and all meetings of the directors shall be prepared and maintained by the Recording Secretary.

Part 5. - Directors and Officers

1. (1) A director must manage, or supervise the management of, the affairs of the Society, act honestly and in good faith and in the best interests of the Society and exercise the care, diligence and skill of a reasonably prudent person, subject nevertheless 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.

(2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

2. The President, Vice President, Recording Secretary, Treasurer, Membership Secretary and the Planning Coordinator shall be the directors of the Society.

3. The number of directors shall be 6 or a greater number determined from time to time at a general meeting.

4. (1) The directors shall hold office for a two-year term and shall retire at the second Annual General Meeting following their election.

(2) To provide continuity, half of the directors shall be elected at the Annual General Meeting in each year as set out below:

Even Years

Odd Years

President

Recording Secretary

Vice President

Membership Secretary

Treasurer

Planning Coordinator

(3) Separate elections must be held for each office to be filled.

(4) An election may be by acclamation, otherwise it must be by ballot.

5. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next Annual General Meeting of the Society but is eligible for re-election at the meeting.

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

7. The signing directors will be any two of the President, Treasurer and Vice President

8. Directors shall not be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the Society.

9. Every director shall be deemed to have assumed office on the express understanding and agreement and condition that he or his heirs shall at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges and expenses whatsoever which such director incurs in or about any action, suit or proceeding which is brought or prosecuted against him, or any other directors,

in or about the execution of the duties of his or their office and also from and against all other costs, charges and expenses which he sustains in or about, or in relation to, the affairs of the Society.

Part 6 – Proceedings of Directors

1. (1) 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.

(2) A quorum necessary to conduct business is 4 directors.

(3) The President is the Chair of all meetings of the directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as Chair. If neither is present, the directors present may choose one of their number to be the Chair at that meeting.

(4) A director may at any time, and the Secretary, on the request of a director, must convene a meeting the directors.

2. (1) The directors may delegate any, but not all, of their powers to committees consisting of the directors or members as they think fit. Each committee will appoint its own chair and secretary.

(2) 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 the exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

(3) A nominating committee consisting of three members will be appointed by the directors each year at the first meeting after the Annual General Meeting. One member will be appointed by the President; one member will be appointed by the remainder of the directors and one member will be appointed from the previous year's nominating committee for continuity. The mandate for the nominating committee is to establish an on-going list of possible nominees for vacant positions on the board of directors.

3. (1) Questions arising at a meeting of the directors must be decided by a majority of votes.

(2) In the case of a tie vote, the Chair does not have a second or casting vote and the proposed resolution does not pass.

4. A resolution proposed at a meeting of the directors need not be seconded and the Chair of a meeting may move or propose a resolution.

Part 7 – Duties of Directors

1. The President shall:

(1) preside at all meetings of the Society and of the directors.

(2) as the chief executive officer of the Society, supervise the other directors in the execution of their duties.

- (3) conduct the correspondence of the Society, after discussion of same with the directors.
 - (4) provide copies of all correspondence to the Recording Secretary for filing.
2. The Vice President shall carry out the duties of the President during the President's absence and assist the President in his duties.
3. The Recording Secretary shall:
 - (1) keep minutes of all meetings of the Society and directors;
 - (2) have custody of all records and documents of the Society except those required to be kept by the Treasurer.
4. In the absence of the Recording Secretary from a meeting, the directors shall appoint another person to act as Recording Secretary at the meeting.
5. The Treasurer shall:
 - (1) keep the financial records, including the books of account;
 - (2) render financial statements to the directors, members and others when required.
6. The Membership Secretary shall:
 - (1) receive all applications, executed waivers and membership dues and ensure that all are properly completed;
 - (2) maintain a list of members including names, addresses, phone numbers and e-mail addresses where available,
 - (3) issue notices of meetings of the Society.
7. The Planning Coordinator shall:
 - (1) compile the quarterly schedules of all hikes, ski trips, backpack trips, cycle trips and trail clearings,
 - (2) send the completed schedule to the editors for inclusion in the Raven newsletter.

Part 8 - Notices to Members

1. A notice may be given to a member either by mail, telephone, fax or electronic mail, at the member's registered address.
2. A notice sent by mail shall be deemed to have been given on the second business day following the business day on which the notice is posted and in proving the notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle.
3. In accordance with paragraph 4 of Part 3, notice of a general meeting must be given to every member shown on the register of members on the day notice is given.

Part 9 - Borrowing Powers

1. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
2. A debenture must not be issued without the authorization of a special resolution.
3. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 - Auditor

1. At each Annual General Meeting, the Society shall appoint an auditor to hold office until he is re-elected, or his successor is elected at the next Annual General Meeting.
2. No director of the Society shall be auditor.

Part 11 - Bylaws

1. These bylaws must not be altered or added to except by special resolution.
2. Every member is entitled to a copy of the constitution and bylaws of the Society without charge.

Dated December 2, 2008