

NIAGARA BRUCE TRAIL CLUB BY- LAWS

These by-laws relate generally to the transaction of the business and affairs of the Niagara Bruce Trail Club. The Niagara Bruce Trail Club is governed by the by-laws of the Bruce Trail Conservancy (BTC), and where a conflict of interpretation arises, the BTC by-laws take precedence.

NAME

1. The organization shall be known as the Niagara Bruce Trail Club, hereinafter called "The Club".

AFFILIATION

2. The Club shall be a Bruce Trail Club within the Bruce Trail Conservancy (BTC).

OBJECTIVES

3. The objectives of the Club shall be:
 - i. to maintain that section of the Bruce Trail assigned to the care of the Club by the Bruce Trail Conservancy, and to foster positive relationships with the landowners;
 - ii. to promote hiking as a form of healthful activity;
 - iii. to foster and encourage the preservation and appreciation of the natural environment;
 - iv. to cooperate with the Bruce Trail Conservancy in preserving the Bruce Trail and the Niagara Escarpment.
 - v. to accept monies on behalf of the Bruce Trail Conservancy.

STRUCTURE

4. The structure of the Club shall consist of:

- a. Members

An individual, a family or an organization becomes a member of the Niagara Bruce Trail Club by first becoming a member of the Bruce Trail Conservancy and then choosing to join the Niagara Bruce Trail Club as a 'club supporter', as defined in the Bruce Trail Conservancy By-laws.

- b. Board of Directors

The Board of Directors of the Club shall consist of 6-20 active members elected at the Annual General Meeting or, in the case of a vacancy, appointed by the Board of Directors.

GOVERNING AUTHORITY

5. The Club shall have such powers and shall be subject to conditions as determined by the Board of Directors of the Bruce Trail Conservancy or set out in these by-laws.
6. The affairs of the Club shall be governed by its membership in the following manner:
 - a. through action taken at the Annual or Special General Meeting or by vote of the members;
 - b. through actions and decisions of the Board of Directors between General Meetings.
7. The actions and decisions of the Board of Directors between General Meetings may be overruled at the General Meeting or by vote of the members.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

8. The annual general meeting can be held in person or virtually through videoconference. If a meeting cannot be held, alternately, the Board will provide members with appropriate material and a voting method online. If held in person the annual general meeting of members shall be held within the area served by the Niagara Bruce Trail Club as the Board may determine and on such a day prior to MAY 1st as the Board shall appoint.

9. Each member of the Club shall, at all meetings of members, be entitled to one vote and may vote by proxy. Such proxy vote need not be made by a member, but before voting the voter must produce and deposit with the Secretary sufficient appointment in writing from his or her constituents. No member shall be entitled, either in person or by proxy, to vote at meetings of the Club unless all dues, if any then payable, have been paid.

10. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Club or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the chair that a motion has been carried or not carried and an entry to that effect in the minutes of the Club shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such motion. The demand for a poll may be withdrawn but, if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such a manner as the chair shall direct and the result of such poll shall be deemed the decision of the Club in the general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chair shall be entitled to a second or casting vote.

11. The Board of Directors or the President or Vice President shall have the power to call, at any time, a special or general meeting of the members of the Club. A special general meeting must be called within twenty-five (25) days if a written request for such meeting is submitted to the Secretary by ten percent (10%) of the members of the Club. No public notice or advertisement of members meetings, annual or general, shall be required, but notice of the time and place and business of every such meeting shall be given to each member sent by electronic means, delivered personally or by fax or mailed to the members' address as recorded on the books of the Club in the hands of the Membership Coordinator ten (10) days before the time fixed for the holding of such meeting.

12. An agenda and notice of the time and place of every Annual or Special Meeting of Members shall be given to each member by mailing the notice (either a separate email, letter or within the Club's regular newsletter) to the member's address as recorded on the books of the Bruce Trail Conservancy, at least 30 days before the time appointed for the holding of such meeting. The business to be covered at the Annual General Meeting shall include the following:

- i. Minutes of the previous Annual General Meeting.
- ii. President's Report.
- iii. Treasurer's Report.
- iv. Other Directors' reports.
- v. Nomination and election of Directors.
- vi. Amendments to By-Laws.
- vii. Other business.

CONDUCT OF MEETINGS AND QUORUM

13. Rules

Membership meetings and any other business of the Club shall be conducted under these by-laws and in conformity with the procedural By-laws of the Bruce Trail Conservancy.

14. Quorum

a) A quorum for the transaction of business at any meeting of members shall consist of twenty-five (25) members of the Club, or five (5) percent of the membership, whichever is greater.

b) For meetings of the Board of Directors, a majority of the Board shall constitute a quorum.

APPOINTMENT/ELECTION AND DUTIES OF DIRECTORS

15. The Club shall nominate one director to the Bruce Trail Conservancy Board of Directors, who shall hold the position of Club Appointee. The remaining Directors shall be elected at the Annual General Meeting of the Club. There shall be up to twenty (20) Directors of the Club. The Directors shall receive no remuneration for acting as such.

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Land Stewardship Director
6. Trail Development and Maintenance Director
7. Landowner Relations Director
8. Land Acquisition Committee Director
9. Hike Coordinator
10. Public Relations and Publicity Director
11. Membership/Volunteer Coordinator
12. Newsletter Editor
13. Social Convener
14. BTC Club Appointee
15. Director-at-Large
16. Past President
17. Archivist

EXECUTIVE COMMITTEE

16. The Board of Directors is empowered to form an Executive Committee, which shall consist of the following: President, Vice President, Treasurer, Secretary, Trail Development and Maintenance Director, and Club representative to the BTC.

17. The Executive Committee shall have the authority to deal with events and make decisions that are outside the norm of an individual Director's authority or responsibility, when immediate action is required.

18. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of a tie the President, in addition to his or her original vote, shall cast a second or deciding vote. A quorum for Executive Committee meetings shall be a majority of Committee members.

19. Decisions and actions of the Executive Committee must be tabled at the next Board of Directors meeting.

20. Signing Authority: Cheques must be signed by any two of the three following signing officers - President, Vice President, Treasurer or an alternative member of the Executive committee as approved by the Board.

NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS

21. Nominating Committee

A nominating Committee, which consists of at least two members of the Club, one of whom shall be named chairperson, shall be appointed by the Board of Directors at least sixty (60) days before the date of the Annual General Meeting. The Nominating Committee shall recommend a slate of nominees, who may be elected at the Annual General Meeting. Additional nominations may be made by any member to the Nomination Committee. Such nominations shall be:

- i. in writing;
- ii. accompanied by the nominee's confirmation of willingness to serve;
- iii. received by the Nomination Committee at least five (5) days before the Annual General Meeting.

22. Elections

The election of the Directors, at the Annual General Meeting of members, shall follow Conventional rules of order, save the election shall be decided by a majority of votes cast unless the successors are appointed or acclaimed. All Directors shall be eligible for re-election if otherwise qualified, except where a limitation of terms exists.

23. Election to the Board of Directors shall be by

- a) acclamation, or
- b) vote of those attending the Annual General Meeting.

24. General Provisions

a) To be eligible to serve as a director, a person:

1. shall be a member (or belong to a family or organization that is a member) in good standing of the Club, but in the case of a family or organization only one member of the family or organization may run for or be appointed to the board of directors;
2. shall be at least 18 years of age; and
3. shall not be an undischarged bankrupt.
4. no one who has been through a bankruptcy (undischarged or not) may be Treasurer.

b) The Board of Directors shall hold office from immediately after the Annual General Meeting of members at which they were elected until the next Annual General Meeting or until their successors are appointed.

c) The Board of Directors shall meet not less than six times per annum.

d) The Board of Directors may declare vacant the directorship of any director who has refused or neglected to attend three meetings of the board and has not provided prior notice to the president of his or her absence. No such declaration shall be made unless such director has been given at least ten days' notice in writing that his or her seat may be declared vacant at the next meeting of the board of directors.

e) If a director ceases to be a member of the BTC, or becomes a bankrupt, he or she thereupon ceases to be a director, and the provisions of bylaw 26 shall apply.

25. Vacancies

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office be filled for the remainder of the term by the Directors from among the qualified members of the Club. Otherwise, such vacancies shall be filled at the next Annual General Meeting. If there is no quorum of Directors, a meeting of members shall be called to fill the vacancy.

FISCAL YEAR AND REVIEW

26. The fiscal year of the Club shall be from April 1 to March 31 of each year.

27. The treasurer will ensure that the Board of Directors receives a full financial report at its first meeting after the end of the fiscal year. As well a copy of the report will be forwarded to the head office of the Bruce Trail Conservancy.

PROTECTION OF DIRECTORS

28. No director of the Club shall be liable for the acts, receipts, neglects, or defaults of any other director, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the board of directors or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the BTC shall be deposited, or for any loss, damage, or misfortune whatever, which should happen in the execution of the duties of the officer or in relation thereto unless the same shall happen through his or her own wrongful and wilful neglect or default.

DISSOLUTION

29. Upon the dissolution of the Club and after payment of all debts and liabilities, the remaining property of the Club shall become the property of the Bruce Trail Conservancy.

CHANGES IN BY-LAWS

30. Any motion suggesting amendment to the by-laws shall be in the hands of the Secretary sixty (60) days prior to an Annual or Special General Meeting.

31. These by-laws may be amended by a majority vote of the members present at an Annual or Special General Meeting.

32. Notice of Amendment including present and amending wording shall accompany notice of an Annual or Special General Meeting.

33. The by-laws be reviewed and amended at a minimum of every three (3) years.

INTERPRETATION

34. In these by-laws and in all by-laws of the Club hereafter passed, unless the context otherwise requires, words importing the singular number of masculine gender shall include the plural number of the feminine gender, as the case may be, and vice- versa, and the reference to persons shall include firms and corporations.

APPENDIX A

DUTIES OF BOARD MEMBERS¹

1. President

The President shall have the direction of the affairs of the Club; shall preside at all meetings of the Board and at all meetings of members, if no other person is appointed. He or she shall be official spokesperson for the Club and shall prepare and present a report on behalf of the Club to the Bruce Trail Conservancy at its Annual General Meeting. The term of President shall normally be for a maximum of two (2) one-year terms. If required, the term can be extended by one (1) year with the approval of the board.

2. Vice-President

The Vice-President shall assist the President in the duties of that office; shall assume the duties of the President during the President's absence. The Vice President shall normally succeed the President. The Vice President shall also maintain the club email account, be responsible for all external correspondence through this account and ensure that these bylaws are reviewed at a minimum of every three (3) years.

3. Secretary

The Secretary shall be responsible for the custody of all documents for the affairs of the Club; prepare agendas for meetings of the Board of Directors; notify members of the Club, of the Board and of the Executive Committee of the time and place of all meetings; for the recording of the minutes of all Annual and Special General Meetings of the Club, the Board and the Executive; for keeping a record of the names, addresses and phone numbers of all Board Members; for all external correspondence of the Club, with the exception of the club email account,; replying to requests for information and the processing of all incoming mail and distribution to the Board; maintaining inventories of hike badges, and shall perform such other duties as may be assigned by the Board.

4. Treasurer

The Treasurer shall be responsible for the custody of the funds of the Club; shall be responsible for the presentation at each Annual General Meeting of a statement showing the receipts and disbursements of the Club for the preceding year and its assets and liabilities; shall present a financial report to the Board at regular intervals; shall pay all approved bills; shall ensure that all monies received for Club activities are credited to the Niagara Bruce Trail Club; and shall perform such other duties in connection with the finances of the Club as the Board may require.

5. Land Stewardship Director

The Land Stewardship Director shall be responsible for the regular care and maintenance of BTC properties located within the jurisdiction of the Niagara Club in accordance with BTC Land Stewardship policies and procedures; may appoint assistants as required and shall be responsible for the recruitment, training and development of Land Stewards. The Land Stewardship Director, or designate, shall represent the Niagara Bruce Trail Club at the general semi-annual Land Stewardship meetings of the nine clubs of the Bruce Trail Conservancy.

6. Trail Development and Maintenance Director

The Trail Maintenance Director shall be responsible for the maintenance of the Niagara Section of the Bruce Trail; shall be responsible for the development of new trails and improved routing where possible; shall be responsible for the recruitment, training and development of trail captains, trail monitors, sawyers and trail workers. The Trail Maintenance Director also keeps a tally of volunteer hours for all trail workers and ensures Trail Status Reports are completed semi-annually. The Trail Development and Maintenance Director, or designate, shall represent the Niagara Bruce Trail Club at the general semi-annual TC&M meetings of the nine clubs of the Bruce Trail Conservancy.

7. Landowner Relations Director

The Landowner Relations Director shall be responsible for maintaining good relations with landowners over whose land the Niagara section of the Bruce Trail crosses; and shall represent the Club at the annual Landowner appreciation event.

8. Land Acquisition Committee Director)

The Land Acquisition Committee Director (or alternate) will source candidate properties for purchase, attend monthly LAC committee meetings; participate in all acquisition discussions/decisions at both the BTC and NBTC levels.

9. Hike Coordinator

The Hike Coordinator shall be responsible for the hike schedule of the Club; shall be responsible for the recruitment, training and development of hike leaders; he or she will ensure that the hike schedule is published or delivered to the newsletter editor for publication; and for such duties as may be assigned to him or her by the Board.

10. Public Relation and Publicity Director

The Public Relations and Publicity Director shall be responsible for publicizing the Club's activities, aims and objectives; shall be responsible for a public relations and education programme to support the policies of the Bruce Trail Conservancy, including print and social media; and for such duties as may be assigned to him or her by the Board. The Public Relations and Publicity Director shall be responsible for the club's website content and to ensure messages are consistent across the various modes of communication.

11. Membership/Volunteer Coordinator

The Membership/Volunteer Coordinator shall be responsible for the co-ordination of member services between the Club and the Bruce Trail Conservancy; shall maintain a current listing of members of the Club; shall coordinate volunteer activities, maintain the club's email list for all electronic correspondence, coordinate the annual volunteer awards and volunteer appreciation activities and be responsible for such duties as may be assigned to him or her by the Club.

12. Newsletter Editor

The Newsletter Editor shall be responsible for the publication and distribution of the Club's quarterly newsletter to all Club members; he or she may request assistance with this task from the Board and or membership at large; he or she will also be responsible and for such duties as may be assigned to him or her by the Board.

13. Social Convener

The Social Convener shall be responsible for the arrangements of the Annual General Meeting and for the Landowner appreciation event; and for any special social function held by the Club; he or she may request assistance in this task from the Board or the membership at large; and for such duties as may be assigned to him or her by the Board.

14. BTC Club Appointee

The BTC Club Appointee shall be appointed to represent the Club at the BTC Board for a term of three (3) years. He/she will be the liaison between the Club and the Board of Directors of the Bruce Trail Conservancy; he or she will bring forward to the Bruce Trail Conservancy all matters of concern of the Club and will report on all pertinent proceedings of the Bruce Trail Conservancy Board of Directors of the Board of Directors of the Club at the first opportune time.

15. Director-at-Large

The Director-at-Large shall be prepared to take the lead on special non-recurring projects as may be allocated by the Board of Directors.

16. Past President

The Past President shall be responsible to the President to assist the President in the operations of the Club; he or she will act for continuity between the previous Board and the current Board of the Club; shall provide advice on matters he/she has knowledge of; shall assist the President in acting as Chairperson of ad-hoc committees established by the Board from time to time; the Past President is normally chair of the Nominating Committee; he/she may request assistance in this task from the Board and/or the membership at large; and for such duties as may be assigned to him or her by the Board.

17. Archivist

The Archivist shall be responsible for maintaining and archiving records of the Club activities and periodically submitting records to Brock University for posterity.

1. It is understood that these job descriptions can be changed as they evolve, without an amendment to the by-laws proper.

APPENDIX B

MISSION, VISION, AND VALUES OF THE BRUCE TRAIL CONSERVANCY²

MISSION

Preserving a ribbon of wilderness, for everyone, forever.

VISION

The Bruce Trail secured within a permanently protected natural corridor along the Niagara Escarpment.

VALUES

Commitment

We encourage, foster and benefit from the commitment of excellence from our supporters – members, volunteers, donors and staff – to achieve our vision.

Integrity

We conduct ourselves in accordance with the highest standards of professional and personal behaviour and ethics.

Stewardship

We embrace our role in responsible stewardship of the Bruce Trail, the lands in our care, and the organization's resources, for the benefit of all including future generations.

Collaboration

We work cooperatively with landowners, funders and other partners, share best scientific and business practices, and maximize our volunteer resources.

Respect

We show respect for all individuals and groups with whom we interact, recognize our special relationship with landowners, and acknowledge the traditional homeland of the Indigenous peoples of the Escarpment.

2. It is understood that these may be changed by the Bruce Trail Conservancy, without an amendment to the Club by-laws proper

APPENDIX C

CLUB ACCOUNTABILITIES AND RESPONSIBILITIES AS APPROVED BY THE BOARD OF DIRECTORS OF THE BRUCE TRAIL CONSERVANCY³

CLUB ACCOUNTABILITIES AND RESPONSIBILITIES

- i. Maintain a continuous and safe trail within the Club section
- ii. Appoint a Director from the Club to the BTC Board
- iii. Elect a President, Secretary and other officers as the club sees
- iv. Hold an Annual General Meeting of the Club's members
- v. Host the BTC Annual General Meeting on a rotational basis
- vi. Appoint a member to the Trail Development and Maintenance Committee to carry out the responsibilities of that committee for the Club's section of the trail (Club Trail Development and Maintenance Director)
- vii. Appoint a member to the Landowner Relations Committee to carry out the responsibilities of that committee for the Club's section of the trail (Club Landowner Relations Director)
- viii. Appoint a member, and optionally an alternate, to the Land Acquisition Committee (Club Land Acquisition Committee Director)
- ix. Appoint a member to the Land Stewardship Committee to carry out the responsibilities of the committee for the Club's section of the trail
- x. Appoint a member to the Volunteer workgroup to coordinate the activities of the Club's volunteers
- xi. Sign the confidentiality agreement as appropriate
- xii. Follow the Privacy Policy and Procedures for Protection of Privacy manual
- xiii. Actively promote the BTC and its member clubs within the local communities (for the purposes of membership recruitments, fundraising and raising public profile)
- xiv. Support the BTC Fundraising program
- xv. Maintain the Club's financial records and produce quarterly financial statements according to the guidelines and template in the Orientation manual for Club Treasurers
- xvi. Safeguard the Club's assets and avoid deficit spending
- xvii. Reimburse volunteers for authorized club expenses (as defined by the Club)
- xviii. Comply with BTC policies and procedures
- xix. Maintain Club archives (financial and historic records as per the Club Archives and Record Retentions Manual (work in progress))

³ Approved by the BTC Board, 2016