

ALBERTA HIKING ASSOCIATION

BYLAWS

Revised: May 30, 2009

Bylaws - Preamble

Name:

The name of the organization is the Alberta Hiking Association.

Status:

The Alberta Hiking Association is a registered not-for-profit society under the Societies Act in the Province of Alberta.

Objectives:

- To provide for the recreation of the members and to promote and afford opportunity for friendly and social activities
- To act as an advocate at provincial and regional levels for walking, hiking, and snowshoeing interests
- To create an information network that facilitates sharing ideas, concerns, and actions needed to promote and preserve hiking and the natural environment on which it relies
- To advance the development and maintenance of well-built hiking trails and to encourage trail-building initiatives in Alberta
- To promote responsible, minimal-impact hiking that respects the natural environment and to educate through example
- To increase awareness about the benefits to health and local economies of walking, hiking and snowshoeing

Bylaws

1. DEFINITIONS

1.1. AHA: In this document, AHA refers to the Alberta Hiking Association.

2. MEMBERSHIP

- 2.1. Membership will be open to not-for-profit Alberta-based organizations for which hiking, walking, or snowshoeing is a significant part of their activities and which support the objectives of the AHA, and to individuals who support the objectives of the AHA.
- 2.2. Membership fees shall be determined from time to time by the members at the annual general meeting.
- 2.3. A member organization shall be in good standing when its membership fees have been paid.
- 2.4. An individual member shall be in good standing when his or her membership fees have been paid.
- 2.5. All memberships will be in force from the time of payment until the conclusion of the annual general meeting. Existing members may renew their memberships during the period of three months preceding the annual general meeting, the renewed memberships to take effect at the moment of expiry of the existing membership.

- 2.6. New memberships purchased during the 30-day period preceding the annual general meeting shall not take effect until the conclusion of the annual general meeting, and shall then be in effect until the conclusion of the following annual general meeting.
- 2.7. A member organization can withdraw from membership in the AHA by informing the chairperson in writing of its intention.
- 2.8. A member can withdraw from membership in the AHA by informing the chairperson in writing of his or her intention.
- 2.9. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the AHA until reinstated.
- 2.10. Any member upon a majority vote of all members of the AHA in good standing may be expelled from membership for any cause which the AHA may deem reasonable.

3. SPONSORSHIP

- 3.1. For-profit organizations which support the objectives of the AHA may become sponsors of the Alberta Hiking Association.
- 3.2. Sponsorship contributions and associated privileges shall be determined by the Directors on a case-by-case basis.
- 3.3. Sponsors will not participate in the governance of the AHA.
- 3.4. Sponsors will have the right to have a representative attend general meetings of the AHA.

4. GOVERNANCE STRUCTURE

- 4.1. The AHA shall have seven directors.
- 4.2. The directors will be elected at the annual general meeting of the AHA for two-year terms.
- 4.3. Any person who is a member in good standing of an organization that holds membership in the AHA or who is an individual member of the AHA shall be eligible to be elected a director.
- 4.4. Any individual may serve as a director for no more than six consecutive years.
- 4.5. The directors will elect from among themselves a chairperson, a vice-chairperson, a secretary, and a treasurer. The directors holding these offices shall be called the officers of the AHA.
- 4.6. A director may resign at any time by providing written notice to the chairperson and the secretary.
- 4.7. A director may be removed from office by two-thirds vote of members present and voting at any general or special meeting.
- 4.8. If there are fewer than seven directors at any time, the remaining directors may by majority vote of the remaining directors appoint any member in good standing or any representative of a member organization in good standing as a director until the next election of directors.

5. DUTIES OF THE DIRECTORS

- 5.1. Directors shall take such actions as they decide necessary to advance the objectives of the AHA. These actions shall include, but are not limited to:
 - 5.1.1. Preparing a proposed annual budget for presentation to the annual general meeting
 - 5.1.2. Communicating to members on issues of significance to the objectives of the AHA
- 5.2. Directors will perform such other duties as directed by the membership at the annual general meeting.
- 5.3. Meetings of the directors will be held at the request of the chairperson, or of a majority of directors.
- 5.4. A quorum is required for a meeting of the directors to pass any motions. A quorum for a meeting of the directors shall be four (4) directors.

6. MEETINGS

- 6.1. Unless otherwise specified in these bylaws, meetings will be conducted in accordance with Democratic Rules of Order (ISBN 0-9699260-4-9).
- 6.2. An annual general meeting will be held each year at a time and place determined by the directors.
- 6.3. General meetings of the AHA may be called at any time by the Secretary upon the instructions of the chairperson or directors by posting the notice on the AHA web site and by sending the notice to the most recent electronic mail address of the member. On a member's request, notification will also be sent by regular mail to that member's mailing address. Notice will be sent at least 21 days prior to the date of the meeting.
- 6.4. A special meeting shall be called by the Chairperson or Secretary upon receipt of a petition signed by one-third of the organizational members in good standing, setting forth the reasons for calling such meeting, notice of which shall be given by posting the notice on the AHA web site and by sending the notice to the most recent electronic mail address of the member. On a member's request, notification will also be sent by regular mail to that member's mailing address. Notice will be sent at least 21 days prior to the date of the meeting.
- 6.5. Members in good standing will be notified of the time and place of any general meeting at least 21 days in advance of the general meeting, if the meeting is not the annual general meeting, and at least six weeks in advance of the annual general meeting. Notification will be made by posting the notice on the AHA web site and by sending the notice to the most recent electronic mail address of the member. On a member's request, notification will also be sent by regular mail to that member's mailing address.
- 6.6. A quorum is required for a general or special meeting to hold elections and to pass any motions. For a general or special meeting, including the annual general meeting, a quorum shall consist of 5% of individual members in good standing and representatives of 25 % of organizational members in good standing.

7. VOTING PROCEDURES – ELECTIONS

- 7.1. Directors shall be nominated by members attending the annual general meeting.
- 7.2. Any individual member in good standing or any member in good standing of a member organization in good standing is eligible to be elected a director of the AHA.
- 7.3. Any individual member in good standing or any member organization in good standing may nominate any eligible person for election as a director. If the nominee is absent from the meeting, the nominator must present written permission from the nominee to allow his or her name to stand.
- 7.4. If, at the conclusion of nominations, more than seven individuals have been nominated and have declared their willingness to allow their names to stand, an election will take place. If seven or fewer individuals have been nominated and are willing to allow their names to stand, all nominees will be declared elected.
- 7.5. In the event that an election is necessary, the chairperson will appoint an individual to conduct the election. If the chairperson is not standing for re-election, he or she may appoint himself or herself to conduct the election.
- 7.6. Unless another procedure is agreed to by unanimous consent of the members attending the annual general meeting, voting will be by secret ballot. Each member organization in good standing and with a representative present at the meeting shall have three ballots. Each individual member present at the meeting shall have one ballot.
- 7.7. Ballots will be blank pieces of paper. On the ballot, voters will record up to seven names from the list of nominees.
- 7.8. Votes will be tallied by the person appointed to conduct the election. That person may call upon any members or other person present to assist.
- 7.9. The seven nominees receiving the most votes shall be declared elected.

8. VOTING PROCEDURES – MOTIONS OTHER THAN ELECTIONS

- 8.1. Any individual member or representative of a member organization may make motions at any general or special meeting whenever in the judgment of the chairperson the motion is in order at that time.
- 8.2. Each member organization may appoint up to three voting representatives to attend any general or special meeting. The names of these representatives shall be made known to the chairperson before the meeting is called to order.
- 8.3. Each individual member shall have one vote and voting representatives of each member organization shall have three votes on any motion properly moved and seconded.
- 8.4. Motions other than bylaw amendments require a simple majority of eligible voters present and voting to pass.

9. DUTIES OF THE CHAIRPERSON

- 9.1. The chairperson will conduct meetings, or appoint another director to conduct meetings.
- 9.2. The chairperson will act as spokesperson for the AHA, or appoint another individual member or representative of a member organization to act as spokesperson.
- 9.3. The chairperson shall have signing authority for any bank accounts the AHA may have.

10. DUTIES OF THE VICE-CHAIRPERSON

- 10.1. The vice-chairperson will perform the duties of the chairperson in the absence or incapacity of the chairperson.
- 10.2. The vice-chairperson shall have signing authority for any bank accounts the AHA may have.

11. DUTIES OF THE SECRETARY

- 11.1. It shall be the duty of the secretary to attend all meetings of the AHA and of the directors, and to keep accurate minutes of those meetings.
- 11.2. In case of the absence of the secretary, his/her duties shall be discharged by such officer as may be appointed by the directors.
- 11.3. The secretary shall have signing authority for any bank accounts the AHA may have.
- 11.4. As specified in the bylaws pertaining to meetings, the secretary shall be responsible for notifying members of meetings.
- 11.5. The secretary shall maintain an archive of the minutes and other records of the AHA.

12. DUTIES OF THE TREASURER

- 12.1. The treasurer shall receive all monies paid to the AHA and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the directors may order. He/she shall properly account for the funds of the AHA and keep such books as may be directed.
- 12.2. He/she shall present a full detailed account of receipts and disbursements to the directors whenever requested and shall prepare for submission to the annual general meeting a statement duly audited of the financial position of the AHA and submit a copy of same to the secretary for the records of the AHA.
- 12.3. The offices of the secretary and treasurer may be filled by one person if the directors shall so decide.
- 12.4. The treasurer shall have signing authority for any bank accounts the AHA may have.
- 12.5. The treasurer shall maintain a record of the names and addresses of all member organizations and individual members.

13. SIGNING AUTHORITY

13.1. Any cheques or other documents issued by the AHA shall require the signatures of two directors with signing authority to be valid.

14. AUDITING

14.1. The books, accounts and records of the treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the AHA or representatives of member organizations designated for that purpose by the directors at least three months prior to the annual general meeting.

14.2. 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.

14.3. The fiscal year-end of the AHA in each year shall be March 31.

14.4. The books and records of the society may be inspected by any member of the AHA at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each director shall at all times have access to such books and records.

15. REMUNERATION

15.1. No director or member of the AHA shall receive any remuneration for his/her services.

16. AMENDMENTS

16.1. These bylaws may be amended only by special resolution as defined in the Societies Act.

16.2. The preamble may be amended using the same procedures as for bylaw amendments.

17. BORROWING POWERS

17.1. The AHA will not borrow money.

18. CORPORATE SEAL

18.1. The AHA will not have a corporate seal.

19. DISSOLUTION

19.1. The Alberta Hiking Association may be dissolved by a Special Resolution passed by two-thirds of the votes cast at an annual general meeting.

19.2. If for any reason the operations of the Alberta Hiking Association are terminated or wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property or material assets whatsoever, the same shall be liquidated and paid to some other not-for-profit organization in Canada having objects similar to those of the Alberta Hiking Association, as determined by the directors of the AHA at the time of dissolution.