

# **Bylaws of the Trails for Creston Valley Society (the “Society”)**

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## **PART 1 - DEFINITIONS AND INTERPRETATION**

### **Definitions**

1.1 In these bylaws:

- (a) “Act” means the Societies Act of British Columbia as amended from time to time;
- (b) “Board of Directors” or “Board” means the directors of the society for the time being;
- (c) “Bylaws” means these Bylaws as altered from time to time.
- (d) “Constitution” means the Constitution of the Society.
- (e) “Director” means a member of the Board;
- (f) “Meetings” includes the annual general meeting; AGM, and general meetings called by the membership;
- (g) “Ordinary Resolution” means a resolution passed by a majority of not less than one half (1/2) of the votes cast;
- (h) “Rules” are the Rules made by the Board;
- (i) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast;

1.2 Definitions in Act apply. The definitions in the Act apply to these Bylaws.

### **Conflict with Act or Regulations**

1.3 If there is a conflict between these Bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

## **PART 2 - MEMBERS**

### **Membership**

2.1 Membership Eligibility and Admission

- a) Eligibility: Membership is open to any person, excluding corporations, who wishes to support the Society’s objectives.
- b) Application: Individuals may apply for membership by submitting their email address and paying a one-time lifetime membership fee.

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- c) Admission: Applicants become members upon receipt of the membership fee, with their names added to the membership register.

## **2.2 Register of Members**

- a) The Society will maintain a register of members, which includes:
  - i. Full name and residential address.
  - ii. Email address to which notices are sent.
  - iii. Date of admission.

## **2.3 Membership Dues**

- a) Membership dues are payable as a one-time fee at the time of application. No additional dues are required to maintain membership.

## **2.4 Rights and Responsibilities of Members**

- a) Members are entitled to participate in Society activities and have voting rights at general meetings.
- b) Every member is expected to uphold the Constitution and Bylaws of the Society.

## **2.5 Cessation of Membership**

- a) Membership will cease upon:
  - i. Voluntary resignation, submitted in writing to the Society’s Secretary.
  - ii. Death of the member.

## **2.6 Amendments to Membership Bylaws**

These bylaws may be amended by a special resolution at a general meeting of the Society.

## **PART 3 - GENERAL MEETINGS**

### **Time of Annual General Meetings**

3.1 The first general meeting of the Society shall be held not more than twelve (12) months after the date of incorporation and there shall be an annual general meeting not more than fourteen (14) months after that and in each succeeding year.

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Place of general meetings

3.2 AGM shall be held in Creston, B.C. at such time and location as the Board determines.

## **General meeting**

3.3 A general meeting may be called by the members of the Society upon presentation of a petition to the Board signed by at least 10% of the voting members.

## **3.4 Notices of general meetings**

(a) Notices of general meetings shall contain the place, day and hour of the meeting and a draft agenda highlighting any business that calls for a special resolution.

(b) Notices of AGMs shall be posted in the offices of the Society, published in a Creston newspaper and be sent to members at their address for notice, at least 14 days before the meeting.

(c) The accidental omission to give notice to a member or the failure of a member to receive notice of a meeting does not invalidate proceedings at a general meeting.

## **3.5 Ordinary business**

At a general meeting, the following business is ordinary business:

(a) adoption of rules of order;

(b) consideration of any financial statements of the Society presented to the meeting;

(c) consideration of the reports, if any, of the directors or auditor;

(d) election or appointment of directors;

(e) appointment of an auditor, if any;

(f) business arising out of a report of the directors not requiring the passing of a special resolution.

## **3.6 Notice of special business**

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

## **3.7 Chair of general meetings**

(a) The Chair of the Board, Vice-Chair or another director shall preside at general meetings.

(b) If none of the above are present within fifteen (15) minutes of the time fixed to start the meeting, or they are present but unwilling or unable to act, the members present may nominate and, by majority vote, elect one of their number to be chair of the meeting.

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## **3.8 Quorum required**

Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting shall not be transacted unless a quorum of voting members is present.

## **3.9 Quorum for general meetings**

The quorum for general meetings is five (5) members or 10% of the voting members, whichever is greater.

## **3.10 Lack of quorum**

If a quorum is not present within 30 minutes of the time fixed for the general meeting, the meeting shall be adjourned to a new date and, if a quorum is again not present on the adjourned date, the voting members present shall constitute a quorum for the purpose of conducting the adjourned business.

## **3.11 Order of business at a general meeting**

The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
- (g) receive the directors’ report on the financial statements of the  
Society for the previous financial year, and the auditor’s report, if any, on those statements,
  - (ii) receive any other reports of directors’ activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (h) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (i) terminate the meeting.

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## **3.12 Adjournment of general meetings**

- (a) General meetings may be adjourned to such date and time as agreed upon by resolution of the members present.
- (b) Notice of the adjourned meeting shall be sent to all members.
- (c) Unfinished business from the adjourned meeting shall be transacted at the continuation meeting, before any other business.

## **3.13 Voting at general meetings**

- (a) Business at general meetings shall be conducted by way of resolutions passed by more than 50% (1/2) of the members present or, if a special resolution is required, by more than 66% (2/3) of the members present.
- (b) Each member in good standing present at a general meeting is entitled to one vote.
- (c) Voting shall be by show of hands unless 2 or more voting members request a secret ballot.
- (d) Voting by proxy is not permitted.
- (e) The chair shall announce the outcome of each vote and the outcome shall be recorded in the minutes of the meeting.

## **3.14 Alternative means of participation and voting**

Members may participate in general meetings, and may vote on resolutions, by telephone, fax, email or other electronic means on the following conditions:

- (a) members must give notice of their intention to do so to the Secretary of the Board at least 24 hours in advance of the opening of the meeting;
- (b) the failure of any alternative means of participation and voting to connect a member to the meeting at the opening or during the conduct of the meeting shall not prevent the conduct of business at the meeting unless quorum is not met or is lost.

## **PART 4 - ELECTION OF DIRECTORS**

### **4.1 Qualifications of Directors**

A director must be 18 years of age and have a demonstrable interest in access to and stewardship of trails and waterways and is disqualified if:

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- (a) found by a court to be incapable of managing her or his affairs;
- (b) convicted of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or convicted of an offence involving fraud; or is an undischarged bankrupt.

## **4.2 Number of Directors**

The Society must have no fewer than 5 and no more than 11 directors.

## **4.3 Term of Directors**

Directors shall be elected or appointed at the first general meeting, at least half of which shall serve for a period of 1 year and the rest for a period of 2 years.

## **4.4 Election and term of directors after 1st meeting**

- (a) Subsequent elections or appointments of directors shall take place at annual general meetings in accordance with a nomination process approved by ordinary resolution of the members at the annual general meeting immediately preceding the elections.
- (b) The election or appointment of a director is invalid unless the person signs a Declaration as to her or his qualifications and consents to being a Director.
- (c) After the first election or appointment of directors, each director shall be elected for a two-year term.

## **4.5 Filling casual vacancies on the Board**

If a director ceases to hold office the Board shall appoint a member to replace the departing director for the balance of the departing director's term.

## **4.6 Acts not invalid**

An act of a director or the Society is not invalid because of a defect in the director's election or appointment or because there are less than the prescribed number of directors in office.

## **PART 5 - ROLE OF DIRECTORS**

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(a) The directors must manage, or supervise the management of, the activities and internal affairs of the Society.

(b) Subject to any restrictions or requirements in these bylaws and the Act, the directors may appoint one or more senior managers to exercise the directors' authority to manage the activities or internal affairs of the society as a whole or in respect of a principal unit of the society.

## **5.2 Duties**

(a) Directors shall act in accordance with the Act, the Regulations, these Bylaws and the Rules of the Society made from time to time.

(b) Directors must exercise the care, diligence and skill of a reasonably prudent person and act in good faith and in the best interests of the Society.

## **5.3 Conflict of interest**

A director who has a direct or indirect interest in any activity, proposed contract or transaction related to the business of the Society shall:

(a) disclose to the Board promptly and fully the nature and extent of the interest; and,

(b) refrain from participating in any discussion or vote relating to such interests.

## **5.4 Non-remuneration**

No director shall be remunerated but she or he may be reimbursed for reasonable expenses incurred while engaged in the business of the Society.

## **5.5 Removal of directors**

(a) Subject to the provisions in these bylaws relating to the resolution of disputes, members may, by special resolution, remove a director and may elect a successor to complete the director's term of office.

(b) The notice and opportunity to be heard provisions relating to the expulsion of members shall apply to the removal of a director.

## **PART 6 - MEETINGS OF DIRECTORS**

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## **6.1 Contact Information**

Upon their election or appointment, directors shall give the Board their contact information including a post office address and email address and specify the address to which notices of meetings may be sent.

## **6.2 Procedure**

- (a) The Chair may call meetings of the Board at such times and upon such dates as she or he deems appropriate.
- (b) At the request of the Chair or 50% of the directors in office, the Secretary shall convene a meeting of the Board.
- (c) Directors shall be given fourteen (14) days’ notice of Board meetings unless the Chair determines, for urgent reasons, a shorter notice period is appropriate.
- (d) The quorum for Board meetings is 50% of the directors in office.
- (e) The Chair shall preside over Board meetings unless the Chair is unable to do so in which case the Vice Chair shall preside unless the Directors, by majority vote, decide otherwise.
- (f) Business at Board meetings shall be conducted by resolutions passed by more than 50% of the Board members present and, where there is a tie, the Chair has a second or casting vote.
- (g) Notwithstanding the requirements for Board meetings, a resolution given in writing to all Board members with reasonable opportunity for a response by email or other electronic means, and which results in the approval of more than 50% of the Board, is as valid and effective as if passed at a Board meeting.

## **6.3 Rule making**

- (a) The Board may make rules for the conduct of its business and shall promulgate them among the directors and the members.
- (b) A rule of the Board does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

## **6.4 Committees**

- (a) The Board may strike committees to carry out its duties and functions.
- (b) Directors, members and non-members may participate in committees on terms and conditions approved by the Board.
- (c) The Chair and Vice Chair shall be ex officio members of all committees of the Board and may fully participate in their meetings but may not vote on committee resolutions.



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## **PART 7 - OFFICERS**

### **7.0 Election**

- (a) The chair, vice chair, secretary and treasurer are the officers of the Society.
- (b) Officers shall be elected at the first directors meeting following the annual general meeting and cease to be an officer when she or he ceases to be a member of the Society, resigns office or is replaced by resolution of the Board.

### **7.1 Role of the chair**

The chair is the chief governance officer whose role is to assure the integrity of the Board’s work and to be spokesperson for the Board.

### **7.2 Role of the vice chair**

The vice chair, or in the vice chair’s absence, a director shall carry out the duties and functions of the chair.

### **7.3 Role of the secretary**

The secretary, or in her or his absence a director, shall keep the clerical records of the Society, give notices of meetings and take the minutes of meetings of the members and the Board.

### **7.4 Role of the treasurer**

The treasurer shall oversee the financial affairs of the Society by using industry-accepted accounting practices to keep track of the Society’s monies received and disbursed, charitable donations, its assets and liabilities and all other financial transactions of the Society.

### **7.5 Signing Officers**

The signing officers of the society shall be the Chair and at least one other director who is not an officer of the Society.

### **7.6 Inspection of records**

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- (a) The records set out in section 20 of the Act may be inspected by a member without charge at any reasonable time in the presence of the Treasurer or other director.
- (b) A person, other than a member or director, may inspect records of the Society, except the register of members, for a fee and on terms and conditions imposed by the Board of Directors.

## **PART 8 - REAL PROPERTY, BORROWING AND AUDITING**

### **8.1 Property**

The Society may own, lease or maintain an interest in real or personal property to further the purposes of the Society.

### **8.2 Borrowing Money**

The directors may, on behalf of and in the name of the Society:

- (a) borrow money;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society; and
- (c) subject to a special resolution of members, issue debentures, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of it.
- (d) The members may, by special resolution, limit the borrowing powers of the directors.

### **8.3 Auditor**

The Society shall appoint an independent auditor to review the financial records of the Society and report to the membership at least once yearly at the annual general meeting.

## **PART 9 - AFFILIATIONS**

9.1 The Board shall have the right to affiliate with related ecological, stewardship, cultural and educational institutions and organizations to further the purposes of the Society.

## **PART 10 - CONFLICT RESOLUTION**

10.1. Disputes regarding the affairs of the Society shall be resolved:

- (a) first, by direct negotiation between the parties with or without assistance or facilitation;

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(b) second, if resolution is not achieved through negotiation, by a mutually agreed upon mediation process;

(c) third, if resolution is not achieved through mediation, by a mutually agreed upon arbitrator whose decision is final, binding on the parties and confidential;

10.2 The Society shall bear the reasonable costs of negotiation and mediation but the parties to an arbitration shall share the costs of arbitration, equally.

10.3 Nothing in this bylaw prevents a party to a dispute from exercising a right to commence an action or other legal proceeding relating to the dispute.

### **AMENDMENT OF BYLAWS**

11. These bylaws may be amended by special resolution at a general meeting of the Society.