

**GENERAL BY-LAWS  
OF  
TANTRAMAR OUTDOOR CLUB INC.**

**1. HEAD OFFICE**

- 1.1 The location of the organization shall be in Sackville, New Brunswick.

**2. MEMBERSHIP**

- 2.1 Membership in the organization shall be limited to persons interested in furthering the objects of the organization, and who pay their annual membership fee.
- 2.2 The membership fees will be determined by the Board of Directors.
- 2.3 Any member may withdraw from the organization by not paying their annual membership fee.
- 2.4 Any member may be required to resign by a vote of not less than 75% of the members at an annual meeting, provided that any such member shall be granted an opportunity to be heard at such a meeting.

**3. LIABILITY**

- 3.1 No member of the organization shall be liable for any debt or liability of the organization beyond the amount of any membership fees payable to the organization, unless the member has made himself or herself expressly personally liable for such debt or liability.

**4. FISCAL YEAR**

- 4.1 The fiscal year of the organization shall begin on 1 April and end on 31 March of the following year.

**5. MEETINGS OF MEMBERS (GENERAL MEETINGS)**

- 5.1 The organization shall hold an annual general meeting of members within 2 months after the end of the fiscal year of the organization.

- 5.2 In addition to the annual general meeting, the Board of Directors may convene other general meetings of the members. The directors shall convene an extraordinary general meeting if requisitioned in writing by at least 2% of the members of the organization.
- 5.3 The Secretary shall give at least 14 days notice of the annual general meeting or an extraordinary general meeting. The notice shall specify the place, date and time of the meeting and, in the case of any special business, the nature of the business.
- 5.4 For questions of procedures of general meetings the organization shall defer to *Bourinot's Rules of order*.

## **6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 Items of business that will be dealt with at each annual general meeting of the organization include:
  - a) minutes of the preceding annual general meeting;
  - b) consideration of the annual report of the President;
  - c) consideration of the financial statements and report of the Treasurer;
  - d) election of Directors for the ensuing year;
  - e) consideration of Committee reports, eg., Trails Committee, Jackrabbit Program Committee, Social Committee
- 6.2 No business shall be dealt with at any general meeting unless a quorum of members is present. Such quorum shall be 5% of members in good standing.
- 6.3 If a general meeting cannot take place in person, it can be conducted online using an electronic conferencing platform.
- 6.4 For resolutions to be considered by the whole of the membership the Board of Directors may propose that motions be considered via electronic media according to acceptable procedures. The Secretary shall record the electronic voting results of such motions, and they shall be read into the minutes of the next general meeting.
- 6.5 The President of the organization, the Vice-president or in the absence of both, one of the other Directors present shall preside as chairperson of a general meeting.
- 6.6 In case of an equality of votes for a motion, the chairperson shall 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 motion shall fail.
- 6.7 Members in good standing and fifteen years of age and older present at a meeting of members is entitled to vote on motions. Voting by proxy is not permitted.

## **7. DIRECTORS**

- 7.1 The number of Directors shall be no fewer than three and no greater than seven as determined at each annual general meeting.
- 7.2 Any member in good standing shall be eligible to be elected as a Director of the organization.
- 7.3 The Directors shall be elected by the members at each annual general meeting of the organization. The Directors shall retire from office at each annual general meeting, but are eligible for re-election at that meeting.
- 7.4 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board of Directors. A Director so appointed holds office only until the next following annual general meeting, but is eligible for re-election at the meeting. No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.
- 7.5 The members may, by a special resolution passed by at least 75% of the voting members present at a general meeting, remove a Director before the expiration of his or her term of office.
- 7.6 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed for expenses necessary and reasonably incurred while engaged in the affairs of the organization.

## **8. POWERS OF DIRECTORS**

- 8.1 The management of the activities of the organization shall be vested in the Board of Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the organization and are not hereby or by statute expressly directed or required to be exercised or done by the organization in a general meeting.
- 8.2 The Board of Directors may engage employees to carry out the policy, program and administration of the organization.

## **9. PROCEEDINGS OF DIRECTORS**

- 9.1 Meetings of the Board of Directors shall be held as often as the business of the organization may require, but shall normally be held thrice yearly.
- 9.2 The Secretary shall give each Director written notice of Board meetings at least three days prior to such a meeting.
- 9.3 The President, or in the event of his or her refusal or inability to act, the Vice-president shall, upon the written request of at least three Directors, call a special meeting of the Directors.
- 9.4 A quorum for the transaction of business at any meeting of the Board of Directors shall be not less than 50% of the Directors.
- 9.5 All decisions of the directors taken at duly convened meetings of the directors shall be passed only by a vote of the majority of those present at such meeting. For this purpose each person shall have one vote and no proxies shall be allowed.
- 9.6 The president shall be entitled to vote as a director and, in the case of an equality of votes, he or she shall have an additional casting vote to that which he or she is entitled as a director.
- 9.7 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.
- 9.8 For questions of procedures of Board of Director's meetings the organization shall defer to *Bourinot's Rules of order*.

## **10. OFFICERS**

- 10.1 The Officers of the organization shall be the President, Vice-president, Treasurer, and Secretary.
- 10.2 The Directors shall hold a meeting immediately following the annual general meeting of the organization, for which no notice is required, at which the first item of business shall be the appointment of the Officers of the organization from amongst themselves. Officers shall hold office for a term of one year or until the next annual general meeting, at the close of which their offices shall be deemed to be vacated.
- 10.3 The duties of the Officers are as follows:

- a) President - The President is the chief executive officer of the organization and shall supervise the other Officers in the execution of their duties. The President shall preside at all meetings of the organization and of the Board of Directors.
  - b) Vice-President - The Vice-president shall carry out the duties of the President during the absence of the President.
  - c) Treasurer - The Treasurer shall keep the financial records, including books of account, necessary to comply with the *Companies Act* and the *Income Tax Act*. The Treasurer shall also render financial statements to the Directors, members and others when so required.
  - d) Secretary - The Secretary shall conduct the correspondence of the organization, issue notices of meetings of members and Directors, keep minutes of all meetings of members and Directors, have custody of all records and documents of the organization except those required to be kept by the Treasurer, and maintain the register of the members.
- 10.4 The Offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

## **11. COMMITTEES**

- 11.1 There shall be committees of the Board as the Directors deem advisable.
- 11.2 Except as otherwise provided committee members shall be appointed from among the Directors and the members of the organization for a term of one year.
- 11.3 Committees shall appoint their own Chairs and meet at the call of the Chair of the committee or at the direction of the President.
- 11.4 The committees shall report to the Board of Directors as required by the President.

## **12. SIGNING AUTHORITY**

- 12.1 Signing authority shall rest with the Officers. Two signatures are normally required for approval of expenditures by the organization.

## **13. AUDITOR**

- 13.1 The organization may appoint an Auditor in the future if required or deemed appropriate.

#### 14. BY-LAWS

- 14.1 On being admitted to membership each member is entitled to and the organization shall give him or her without charge a copy of the by-laws of the organization.
- 14.2 These by-laws shall not be altered or added to except by special resolution passed by at least 75% of the voting members present at a general meeting.

#### 15. ADOPTION

- 15.1 The foregoing by-law was passed by the Directors pursuant to the provisions of the *Companies Act* (c. C-13, R.S.N.B., 1973) as evidenced below by the signatures of all the Directors, this 27 day of May, 2008.

The undersigned Secretary of Tantramar Outdoor Club Incorporated (the "Organization") certifies that the foregoing is a true and complete copy of the General By-Laws of the Organization duly enacted by the Directors of the Organization and sanctioned and confirmed by the members of the Organization on 27 May, 2008.

Ross Thomas , Secretary

These General By-Laws were amended and by special resolution approved by over 75% of the members at the general meeting of the Organization on the 11<sup>th</sup> of November, 2020

Christina Dehaas- Secretary \_\_\_\_\_ Date \_\_\_\_\_

Ross Thomas , Treasurer \_\_\_\_\_ Date \_\_\_\_\_