

FRIENDS OF GLENGARRY TRAILS ASSOCIATION

LES AMIS DES SENTIERS DE GLENGARRY

BYLAWS

To be ratified at AGM 2021

BYLAW #1: Head Office

1. The head office of the Friends of Glengarry Trails Association (FGTA) will be in the Township of North Glengarry at such place as the Directors will determine.

BYLAW #2: Fiscal Year

2. The fiscal year is from January 1st to the following December 31st.

BYLAW #3: Membership

3. There are two classes of memberships: General Membership and Lifetime Membership.

3.1. General Membership

General Membership is open to all persons who are not lifetime members and who meet the qualifications specified in the Constitution.

3.2 Lifetime Membership

By a three-fourths vote of the Board of Directors (BoD) at any board meeting, lifetime membership may be conferred upon a member who has rendered notable service to FGTA.

3.3 Membership status

3.3.1 Any member whose actions are considered contrary to the FGTA constitution may have their membership revoked by the BoD at a special meeting called for that purpose. The member will be notified of the potential revocation prior to the meeting so he/she may attend and participate.

3.3.2 Any member whose membership has been revoked is entitled to appeal the decision at the next regularly scheduled meeting. If that appeal is unsuccessful, he/she has the right to appeal to the membership at large at the next Annual General Meeting (AGM).

3.3.3 Any member whose membership has been revoked and who wishes to appeal at the AGM must provide the Secretary with notice of the intent at least 21 days prior to the date fixed for the AGM.

3.3.4 Any member whose membership has been revoked shall not receive a refund of their membership fees.

BYLAW #4: Mission and Ethics Statements

4. The FGTA will maintain a vision statement and a statement of ethics.

BYLAW #5: Rights of membership

5.1 Members have the right to receive information regularly as to the business of the FGTA.

5.2 Members have the right to make motions and vote on them at the AGM.

5.3 Members have the right to stand for election and to vote in the elections at the AGM.

5.4 Members have the right to attend all meetings but can only vote at the AGM.

BYLAW #6: Fees

6. The fees for membership in FGTA shall be as established annually by a resolution of the BoD.

BYLAW #7: Meetings

7. There are three types of meetings held by FGTA.

7.1 Annual General Meetings

7.1.1 The AGM will take place before the end of June each calendar year.

7.1.2 At every AGM, in addition to any other business that may be transacted, the financial statement and the report of the financial audit will be presented, and a BoD will be elected.

7.1.3 The auditor will be appointed for the ensuing year.

7.2. Regular Board of Director Meetings

7.2.1 The next and succeeding meetings after the AGM will be held monthly on a day and time agreed upon by the BoD unless otherwise changed by the BoD.

7.3 Special Board of Director Meetings

7.3.1 The Chair may at any time summon a special meeting of the BoD on notice to the members of the Board.

7.3.2 Upon receipt of a petition from the majority of the BoD, the Secretary shall summon a special meeting of the BoD for the purpose and at the time mentioned in the petition.

7.3.3 Notice of all special meetings of the BoD shall be given by mail or e-mail at least 14 days before the date of the meeting unless it is an emergency meeting.

7.3.4 The only business to be dealt with at a special meeting is that which is listed in the notice of the meeting.

7.3.5 Emergency meetings of the general membership or the BoD may be called with only 48 hours' notice.

BYLAW #8: Elections

8.1 Election to the BoD shall take place at an AGM of FGTA.

8.2 The term of office of the elected members of the BoD shall be two years.

8.3 The BoD, consisting of ten members-at-large, shall be elected from the membership. Their term of office shall begin at the close of the AGM at which they are elected.

8.4 The BoD will include a representative from the Raisin Region Conservation Authority and a representative from the Township of North Glengarry.

8.5 Executive members of the BoD shall be elected from among Board members by the Board members at their first meeting after the AGM.

8.6 No member shall hold more than one office at a time.

8.7 Vacancies on the BoD, however caused, shall, so long as a quorum of Directors remains in office, be filled by the Directors from amongst the membership. A vacancy on the BoD may only be filled for the remainder of the term pursuant to a resolution supported by a majority of the remaining Directors.

8.8 In the event that there is no longer a quorum of Directors, the remaining BoD members will call a meeting of the membership. Notice of that meetings shall be given by mail or e-mail at least 14 days before the date of the meeting unless it is an emergency meeting.

BYLAW #9: Duties of the Executive

9. The executive shall be comprised of the Chair, Vice-Chair, Secretary and Treasurer. The duties are as follows:

9.1 The Chair shall:

9.1.1 Run meetings as per accepted Rules of Order including preparation of a draft agenda for approval.

9.1.2 Authenticate by his/her signature, when necessary, all acts, orders and proceedings of the FGTA.

9.1.3 Be an ex-officio member of all committees and has the same rights as the other committee members but is not obligated to attend meetings of the committees.

9.1.4 Be the spokesperson for the organization as per bylaw 16.

9.1.5 Lead an annual review of the bylaws.

9.2 The Vice Chair shall:

9.2.1 In the absence of the Chair, the Vice Chair serves in his/her stead. In the case of the resignation or death of the Chair, the Vice-Chair automatically becomes Chair for the remainder of the term.

9.3 The Secretary shall:

9.3.1 Keep a record of all proceedings of the organization, usually called the minutes.

9.3.2 Keep on file all committee mandates and reports.

9.3.3 Keep a copy the organization's official membership roll and call the roll when required.

9.3.4 Make the minutes and records available to all members on request.

9.3.5 Notify the BoD and committee members of their election or appointment.

9.3.6 Furnish committees with whatever documents are required for the performance of their duties.

9.3.7 Have on hand at each meeting a list of all existing committees and their members.

9.3.8 Sign all certified copies of acts of the FGTA, unless otherwise specified elsewhere in the Bylaws.

9.3.9 Maintain record book(s) in which the Bylaws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and have the current record book(s) on hand at every meeting.

9.3.10 Ensure that notices of all BoD meetings are posted on the FGTA website.

9.3.11 Conduct the general correspondence of the organization, that is, correspondence which is not a proper function of other offices or committees.

9.4 The Treasurer shall:

- 9.4.1 Be the officer entrusted with the custody of FGTA's funds.
- 9.4.2 Disburse funds only by authority of the BoD.
- 9.4.3 Receive all monies due and issue all receipts, including tax receipts.
- 9.4.4 Deposit monies into the bank.
- 9.4.5 Obtain the monthly bank statements and prepare a bank reconciliation.
- 9.4.6 Maintain the petty cash and ensure that receipts are obtained prior to reimbursement up to a maximum of \$200.00.
- 9.4.7 Report bills paid, expenses and receipts at meetings.
- 9.4.8 Keep track of individual committees' budgets.
- 9.4.9 Prepare the annual statements and file income tax return.
- 9.4.10 Prepare annual budget for recurring expenses.
- 9.4.11 Carry out such other duties as directed by the Board.

BYLAW #10: Powers and Duties of Board of Directors

10.1 The Boards of Directors shall:

- 10.1.1 Administer the affairs of FGTA.
- 10.1.2 Enter into and manage contracts.
- 10.1.3 Generally exercise all such other powers, and do all such other acts and things as authorized by FGTA constitution.

10.2 **Voting.** Each BoD member of the FGTA shall be entitled to one vote. Questions arising at any meeting of the BoD shall be decided on by a majority of votes. In the case of a tie vote, the motion is defeated for lack of a majority.

10.3 **Attendance.** Any BoD member who fails to attend three (3) consecutive meetings without cause during any calendar year may be suspended from the BoD by a majority vote of the BoD at a regularly scheduled meeting. The BoD member shall be notified of the potential suspension prior to the meeting so they may attend and participate.

10.4 **Suspension.** Any BoD member who has been suspended shall retain their membership rights.

10.5 **Appeal.** A suspended BoD member is entitled to appeal the decision at the next regularly scheduled meeting, and if unsuccessful, has a further right of appeal to the membership at large at the next AGM. A BoD member who has been suspended and wishes to appeal at the AGM must provide the Secretary with notice of the intent at least 21 days prior to the date fixed for the AGM.

BYLAW 11: Committees

11.1 The BoD may set up any committee and approve its mandate. The BoD will establish the following permanent committees:

11.1.1 Membership

11.1.2 Trail Development and Maintenance

11.1.3 Budget

11.1.4 Public Communications

11.2 There may be ad hoc committees appointed by the BoD from time to time such as fundraising, program and events, ethics and outreach.

11.3 Each committee shall have at least one BoD member and may include members of FGTA and non-members.

BYLAW 12: Signing Authority

12. Signing Authority on cheques is the Treasurer and one of two designated members of the executive as determined by resolution of the BoD.

BYLAW 13: Quorum

13.1 At any duly constituted meeting or special meeting of the BoD, a quorum consists of the least number of BoD members that is more than half the number of elected BoD members at the time. For the purposes of determining if quorum is achieved, the representatives appointed by the Township of North Glengarry and the Raisin Region Conservation Authority are to be counted when present.

13.2 At the AGM of the FGTA, due notice having been given, a quorum consists of the Members who are present.

BYLAW 14: Amendments

14.1 Amendments to these bylaws may be made at the AGM by a majority vote of members qualified to vote, present and voting, provided that notice of the proposed amendment shall have been provided to each member at least 14 days prior to the meeting.

14.2 Interim amendments to these bylaws may be made at any BoD meeting and such amendments must be ratified or nullified at the following AGM.

BYLAW 15: Borrowing

15. Directors of the BoD may, with the approval of the Board, borrow money when and if necessary, on behalf of the FGTA.

BYLAW 16: Public Statements

16. Unless such statements are explicitly expressed in a committee mandate, no one shall make a public statement in the name of the organization without the authorization of the Chair.