

# Toronto Bruce Trail Club Constitution

## Mission

To support the mission of the Bruce Trail Conservancy.

## Name

The organization shall be known as the Toronto Bruce Trail Club, hereinafter called 'the Club'.

## Affiliation

The Club is a Bruce Trail Club within the Bruce Trail Conservancy. The Club Constitution, approved by the Club's Board, directs the operations of the Club in alignment with the Bruce Trail Conservancy by laws.

## Objectives

1. To maintain that section of the Bruce Trail assigned to the care of the Club by the Bruce Trail Conservancy;
2. To cooperate with the Bruce Trail Conservancy in preserving the Bruce Trail and the Niagara Escarpment;
3. To foster positive relationships with the landowners;
4. To promote hiking as a form of healthy activity;
5. To foster and encourage the preservation and appreciation of the natural environment;
6. To accept monies on behalf of the Bruce Trail Conservancy.

## Structure

- A. Members: Individuals, families and organizations who are members of the Bruce Trail Conservancy may choose to be members of the Toronto Bruce Trail Club.
- B. Board of Directors: shall consist of a maximum of 15 active members elected at the Annual General Meeting or, in the case of a vacancy, appointed by the Board of Directors.
- C. Honorary Lifetime Members: a person may become an honorary lifetime member upon appointment by the Board of Directors who will purchase a lifetime membership of the Bruce Trail Conservancy for the honorary member.

## **Governing Authority**

The affairs of the Club shall be governed by its membership in the following manner:

- through action taken at the Annual or Special General Meeting or by electronic mail vote of the members
- through actions and decisions of the Board of Directors between General Meetings
- the Board of Directors may, by resolution and for just cause, recommend to the BTC Board of Directors the suspension and/or termination of any member of the Club

## **Annual and Special Meetings of Members**

The Annual or any Special General Meeting of the members shall be held at a place chosen by the Board of Directors.

Special meetings may be called by a majority vote of the Directors or by a petition signed by 50 members. Upon receipt of a petition, the Board shall give notice of a special meeting within 21 days. The meeting shall take place within 90 days of receipt of the petition.

An agenda and notice of the time and place of every such meeting shall be posted on the TBTC website 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:

1. Minutes of the previous Annual General Meeting
2. President's Report
3. Treasurer's Report
4. Other Directors' Reports
5. Nomination and election of Directors
6. Amendments to Club Constitution
7. Other business

## **Conduct of Meetings and Quorum**

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

The Board of Directors shall meet not less than 6 times per annum. For meetings of the Board of Directors, 50% or more members of the Board shall constitute a quorum.

The number of members constituting a quorum for an Annual or Special General Meeting shall be 50 members.

Approved at the Annual General Meeting April 17, 2021

## Appointment and Duties of Officers

No member of the Board shall hold a portfolio position for more than 5 consecutive years.

Directors are limited to a lifetime maximum of 15 years in total.

The Board of Directors shall appoint annually from its members the following Officers:

President

Past President

Vice President

Secretary

Treasurer

Representative to the Bruce Trail Conservancy Board of Directors

Public Relations and Education Director

Trail Maintenance Director

Hiking Director

Communications Director

Membership Director

Land Management Committee Representative

Volunteer Coordinator

Special Events Coordinator

### Other Positions

The Board of Directors shall appoint from its members or from the general membership persons to fill positions such as Bookkeeper, Director at Large, Information Technology.

Duties of Officers have been outlined in Position Descriptions.

## **Executive Committee**

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer.

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

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 have a second or casting vote. A quorum for executive committee meetings shall be a majority of committee members.

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

### Signing Authority

Cheques must be signed by any 2 of the following: President, Vice President, Secretary or Treasurer.

## **Nomination and Election of the Board of Directors**

### Nominating Committee

The Board of Directors shall appoint not less than 3 months in advance of the Annual General Meeting a Nominating Committee of 5 members of the Club, of which not more than 3 shall be members of the current Board.

The Nominating Committee shall produce a slate of members in good standing and who are willing to serve on the Club's Board. The Nominating Committee shall invite potential nominees from the membership via the Club's E Notes newsletter prior to the meeting. Additional nominations shall be accepted by the Nominating Committee no later than 10 days before the Annual General Meeting, providing the proposer and seconder are members in good standing and provided the nomination includes the written consent of the nominee to stand.

The Nominating Committee shall present to the members at an Annual General Meeting, a motion to accept the nominees. Once the motion has been accepted, all nominees shall be subject to election during that Annual General Meeting.

## Elections

Elections to the Board of Directors shall be by acclamation or ballot of those attending the Annual General Meeting.

## General Provisions

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

- 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 1 member of the family or organization may run for or be appointed to the board of directors
- Shall be at least 18 years of age

The Board of Directors shall take office immediately after the Annual General Meeting and shall hold office for 1 year.

The term of the Club's Representative to the Bruce Trail Conservancy Board of Directors is determined by the Bruce Trail Conservancy's by laws.

The Board of Directors may declare vacant the directorship of any director who has neglected to attend 3 consecutive meetings of the Board. No such declaration shall be made unless such director has been given at least 10 days' notice in writing that his or her seat may be declared vacant at the next meeting of the Board of Directors.

If a director ceases to be a member of the BTC, he or she thereupon ceases to be a director and a vacancy is declared.

## Vacancies

Vacancies in any office shall be filled by appointment of the Board of Directors at their next meeting or as soon as possible. Such appointments are only valid until the next board elections.

## **Amendments to Constitution**

1. Any motion requesting amendment to the Constitution shall be received by the Club's Secretary no less than 90 days prior to an Annual or Special General Meeting.
2. This Constitution may be amended by a two-thirds vote of the members present at an Annual or Special General Meeting
3. Notice of Amendment including present and amending wording shall accompany notice of an Annual or Special General Meeting

## **Fiscal Year and Review**

The fiscal year of the Club shall be January 1 to December 31 of each year.

An internal audit committee shall be formed to review the financial records of the Club on an annual basis. This Committee shall be comprised of three, non - Board members of the Club with a financial background. The members of this committee shall be approved by the Board of Directors and the committee will report directly to the President of the Club. The Committee will report their findings to the President of the Club and the Board of Directors within two months of having completed their annual review.

## **Dissolution**

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.

## **Adoption**

This Constitution shall be adopted upon the approval of a majority of the members voting upon their adoption at the 2021 Annual General Meeting.

This Constitution adopted by Club Board of Directors June 17, 2020

TBTC Constitution, as approved at the Club's A.G.M. April 17, 2021