

BY-LAWS OF THE HIKE NOVA SCOTIA SOCIETY

(Proposed amendment to the amended at the Annual General Meeting of June 16, 2019)

I - NAME

This organization shall be known as HIKE NOVA SCOTIA SOCIETY (Hike NS) and is incorporated under the Societies Act of Nova Scotia. Hike NS shall be carried on without the purpose of gain for its members with any profits or other accretions to be used solely for its purpose in promoting its objectives.

If for any reason the operations of Hike NS are terminated or wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada having objects similar to those of Hike NS.

II - MANDATE

To encourage and promote walking, hiking and snowshoeing throughout Nova Scotia.

III - OBJECTIVES

1. To be a recognized and respected voice for hiking, walking and snowshoeing.
2. To promote and encourage more responsible hiking, walking and snowshoeing.
3. To increase hiking and outdoor skills and knowledge.
4. To be a strong leader in the hiking movement with sound organizational practices.

IV - MEMBERSHIP

1) Membership shall be open to individuals, not-for-profit organizations, business enterprises and municipal, provincial and federal government agencies who agree with the mandate, vision, and values of Hike NS, who apply for and are accepted by Hike NS and pay the dues prescribed from time to time by the Board of Directors. Every member shall have one vote and no more and shall be entitled to attend the Annual General Meeting of Hike NS. A member is defined as the person/people listed on the membership form.

2) For purposes of registration the number of members is unlimited.

3) Members may nominate other members for election to Officer and Directors positions at the Annual General Meeting.

4) Membership in Hike NS shall not be transferable and shall cease upon the death of a member, or if, by notice in writing to Hike NS, the member resigns or ceases to qualify for membership in accordance with these by-laws.

V - DUES

1) The dues of membership in Hike NS shall be determined from time to time by resolution of the Board of Directors and approved by the membership at an Annual General Meeting.

VI - ADMINISTRATION

1) The fiscal year of Hike NS shall be the period from April 1 to March 31.

2) The affairs of Hike NS shall be managed by a Board of Directors, as defined in Part VII of these By-Laws, who may exercise all powers to do all such acts that are not, by the By-Laws of Hike NS or by statute, expressly directed or required to be done at a general meeting of members.

3) Between meetings of the Board of Directors, an Executive Committee consisting of the Officers, as defined in Part VII of these By-Laws, and chairs of standing committees of the Board of Directors shall have the authority to conduct the affairs of Hike NS in a manner consistent with the direction set by the Board of Directors and the requirements set out in Section 2 of this Part.

4) Members of the Board of Directors shall receive no remuneration for acting as such. However, payment for actual expenses incurred by members of the Board of Directors in the performance of their duties on behalf of Hike NS may be paid from the revenues of Hike NS in accordance with a written policy established by the Board of Directors.

5) When the Board of Directors is considering an issue, a Director who has a conflict of interest regarding the matter under consideration, shall declare the conflict of interest and abstain from voting on the issue.

6) The Board of Directors may appoint Standing Committees and shall appoint a member to chair any committee so formed.

7) The President or, in his/her absence, the Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board.

8) Meetings of the Board of Directors shall be held as often as the business of Hike NS may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or Annual General Meeting of Hike NS without notice

9) The Board of Directors may, by resolution, and for just cause, suspend or terminate the membership of any member of Hike NS. A member suspended or terminated shall have the right of appeal to the general membership Hike NS at an Annual General Meeting or a Special General Meeting called for this purpose.

10) Members of the Society in good standing have the right to inspect the books and records of the society. As these books and records are maintained by the volunteer treasurer and secretary within their private dwellings members wishing to inspect the books and records must contact the

treasurer and/or secretary to arrange a mutually convenient time to carry out the inspection. Access shall not be unreasonably refused.

VII - BOARD OF DIRECTORS AND OFFICERS

1) The Board of Directors shall consist of the following:

- a) The immediate Past President;
- b) The President, Vice President, Secretary, and Treasurer;
- c) Up to one Director from each of the six regions in Nova Scotia (as established by the Nova Scotia Department of Communities, Culture and Heritage);
- d) One Director representing the International Appalachian Trail/Hike Canada
- e) Up to four Directors-at-Large

2) Officers and Directors shall hold office for two year terms and are eligible for re-election for another term.

3) The Officers of Hike NS shall be the President, Vice-President, Past President, Secretary and Treasurer and they may hire an Executive Director as required.

The President shall preside at all meetings of the Officers and the Executive Committee of Hike NS, is responsible for the general supervision of Hike NS and shall perform all duties required by the By-Laws.

The Vice President shall assist the President in the discharge of duties. In the absence, illness or incapacity of the President, the Vice President shall preside at meetings of the Board, the Executive Committee and other meetings if required.

The Past President shall advise, assist and provide guidance to members of the Board in the discharge of duties and carry out any projects or assume any responsibilities consistent with the objectives of the Board.

The Secretary shall be responsible for the custody of all documents and the correspondence of Hike NS; notifying the Board of Directors of the time and place of the meetings and, also the members of the Annual General Meeting and Special meetings; for recording and distributing the Minutes of the Annual General Meeting, Special meetings and Board meetings; maintaining a current list of the names of members and their addresses and for such other duties as may be assigned by the Board of Directors. The seal of Hike NS shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board.

The Treasurer shall be responsible for the custody of the funds of Hike NS; for the presentation at the Annual General Meeting and to the Board at its meetings the financial statements showing the revenues and expenses of Hike NS and its assets and liabilities in a timely fashion; the collection of dues; reports made to government agencies; preparation of the annual budget (prior to the fiscal year) and perform such other duties in connection with the finances of Hike NS as the Board of Directors may assign.

The Board of Directors may hire an **Executive Director** who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of Hike NS, and shall direct the day-to-day business of Hike NS and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors (and in accordance with the terms described in the Executive Director's employment contract). The Executive Director may hire, supervise and dismiss staff and/or contractors as required.

4) A Nominating Committee consisting of at least (3) individual members of Hike NS, one of who shall be named Chair, shall be appointed by the Board of Directors at least (90) days before the date of the Annual General Meeting. The Nominating Committee shall bring forward for nomination the name of a member who has expressed a willingness to serve if elected for each Director position that is open for election at the Annual General Meeting. Additional nominations may be made from the floor by any member in attendance at the Annual General Meeting.

5) To be eligible for election as a Director an individual must:

- a. Be a member in good standing, and;
- b. Have confirmed in person or in writing at the Annual General Meeting their willingness to serve.

6) Where more than one member has been duly nominated for any Director position, an election shall be conducted. If so requested by two or more members the election shall be by secret ballot.

7) All Directors shall hold office from the date of the Annual General Meeting at which they were elected until the expiry of their term of office, unless they tender a letter of resignation to the Board of Directors or they cease to be a member of Hike NS.

8) In the event that a Director resigns or ceases to be a member of Hike NS, the vacancy thereby created may be filled for the remainder of the term of office of that Director by the Board of Directors from among the members of Hike NS.

9) Any Director may be removed from office for reasonable grounds by a two-thirds vote of a quorum of Directors and voting at a meeting of the Board of Directors for which notice of intention to remove the director has been given to all Directors in writing at least (10) days in advance of the meeting date.

VIII - EXECUTION OF DOCUMENTS

- 1) Contracts, deeds, bills of exchange and other financial instruments and documents shall be executed on behalf of Hike NS by any two of the President, Vice President, Secretary or Treasurer. The Board may designate the Executive Director authority to execute employment contracts, Memorandums of Understanding, partnership agreements, sponsorship agreements and funding applications on behalf of Hike NS.
- 2) Notwithstanding any provisions to the contrary contained in these By-Laws, the Board of Directors may, at any time by resolution, direct the manner in which any particular instrument, contract or obligation of Hike NS may or shall be executed.
- 3) The exercise of any borrowing powers in the name of the Society shall not be undertaken without first having obtained the approval of the Board of Directors in the form of a motion passed at a properly constituted meeting of the Board of Directors.

IX - MEETINGS

- 1) **The Annual General Meeting** - The Annual General meeting of the members shall be held at a location in Nova Scotia and shall not be later than three (3) months following the end of the fiscal year. Notice of this meeting shall be given at least thirty (30) days beforehand specifying the place, day and hour. Members present at the Annual General Meeting shall approve by resolution the following:
 - a) Amendments to the By-Laws
 - b) The Annual reports of the Officers and Directors presented at the Annual General Meeting
 - c) The election of Officers and Directors
 - d) The annual financial statements and Auditor's report
 - e) The appointment of the Auditor
- 2) **Special General Meeting** - Meetings of Officers, Directors and members may be requested by the President or by the Directors at any time and shall be called by the Directors if requested by at least twenty-five per cent (25%) of the members of Hike NS. Notices shall be given at least three weeks beforehand specifying the place, date, hour and nature of the business to be transacted.
- 3) **Board Meetings** - Officers and Directors shall meet as often as required during the fiscal year to carry out the regular business of Hike NS with notification given by the Secretary in the minutes of the previous meeting of the Board. The agenda shall be given to Officers and Directors at least one week before outlining the business to be transacted.
- 4) **Notice of Meetings** - All notices shall be given to each member in writing and transmitted not less than fourteen days prior to the day set for the meeting. The method of transmission may be by Canada Post or equivalent in a prepaid letter addressed to the last known address, by facsimile sent to the last known number, or by e-mail sent to the last known address. The fact that any member did not receive the notice of meeting shall not invalidate the proceedings of any meeting.

5) **Presiding Officers** - In the absence of the President and Vice President, the Members present shall choose one of the attendees to preside. Notwithstanding Section 1, Part IV and Section 1 of Part VII, the President, Vice-President or member presiding shall not exercise their right to vote except in the case of an equality of votes, in which case the presiding officer may cast the deciding vote.

6) **Quorum** - No business shall be transacted at any meeting of Hike NS unless a quorum of members is present at the commencement of such meeting and such quorum shall consist of not less than one half (50%) of current Directors at a meeting of the Board of Directors or 20 members at the Annual General Meeting or any Special General Meeting.

7) **Voting** - Unless stated elsewhere in these By-Laws all decisions on questions arising at any meeting shall be decided by a simple majority vote of votes cast.

8) **Order of Business** - The following order of business shall be observed at the Annual General Meeting, Extraordinary General Meetings and Meetings of the Board:

- a) Call to order
- b) Reading and approval of the minutes of the previous meeting
- c) Approval of Agenda and addition of other items
- d) Presentation by Treasurer of financials statements.
- e) Presentation of Annual Financial Review and appointment of a person to conduct such a review at annual General Meeting)
- f) Reports of Officers and other Directors including financial statements
- g) Report of the Chairperson of the Nominating Committee and election of officers and directors (at the Annual general Meeting)
- h) Other business arising from the previous meeting
- i) New Business
- j) Adjournment

X – ANNUAL REVIEW OF FINANCIAL STATEMENTS

1) An arm's length person shall be appointed annually by the members of Hike NS at the Annual General Meeting to conduct a financial review and, on failure of the members to appoint such a person, the Directors may do so.

2) Hike NS shall make a written report to the members as to the financial position of Hike NS and the report shall contain a balance sheet and an operating statement. The person conducting the financial review shall make a written report to the members on the balance sheet and operating statement stating whether in that person's opinion the financial statements are properly drawn up so as to exhibit a true and correct view of Hike NS financial affairs.

XI - INCORPORATION - REGISTRATION AND ANNUAL REQUIREMENTS

1) The President shall ensure that a copy of every special resolution passed by the Society shall

be filed with the Registrar pursuant to the societies act within fourteen days of the special resolution being duly passed by the Society.

2) The Board shall ensure that the annual requirements related to the Societies Act of Nova Scotia are met.

XII - AMENDMENTS

Amendments to these By-Laws may be made only by a special resolution passed by not less than three-fourths (75%) of the members of the Society present at the Annual General Meeting or a Special Meeting called for the purpose of passing said resolution. Notice of such amendment must be proposed at least sixty (60) days in advance in writing to all members.