

Alpine Club of Canada, Great Plains Section Bylaws

1. Introduction

- 1.1. These are the bylaws of the Alpine Club of Canada, Great Plains Section (GPS). The ACC (National) bylaws are considered insufficient for GPS governance. At the same time the GPS is not a legal entity and therefore chooses not to have a complete set of bylaws as would a registered society or other corporation.
- 1.2. These bylaws were first adopted by the GPS members at an AGM meeting held in Regina on October 25th, 2022 and are binding on the Section. These bylaws may only be amended by a simple majority vote in-favour resolution presented to the GPS members at an Annual General Meeting or Special General Meeting.

2. Definitions

In these bylaws:

“ACC” means the Alpine Club of Canada.

“GPS” means the Alpine Club of Canada, Great Plains Section.

“GPS member” means a member of the ACC, affiliated with the GPS, and shown as a “main contact” in the ACC database. An ACC “family membership” has two “main contacts”, both of whom are considered GPS members.

“AGM” means Annual General Meeting of GPS members.

“applicant” means a person has been nominated to have their name be included on the ballot for the next election.

“candidate” means a person whose name is included on a ballot for the next election.

“elected executive” means a person who is normally elected to an elected executive position by GPS members; and a person appointed to fill a vacant elected executive position in accordance with these bylaws.

“Executive” means all serving elected executives and non-elected executives.

“mandatory criteria” means the mandatory criteria for appearing on a ballot as specified in these bylaws.

“non-elected executive” means a person who is appointed to a non-elected executive position in accordance with these bylaws.

“SGM” means Special General Meeting of GPS members. A Special General Meeting is any meeting of the GPS members, other than the AGM, at which business is conducted.

3. Elected Executive Positions

3.1. The elected executive shall consist of the following positions:

- a) Chair
- b) Secretary
- c) Treasurer
- d) Leadership
- e) Membership

4. Governance by the Executive

- 4.1. The Executive is responsible for establishing the GPS policies and has the general charge and control of all the affairs, properties and interests of the GPS.
- 4.2. At Executive meetings, every question shall be decided by a simple majority of votes, except as specified otherwise in Sections 4.11, 8.6, 12.1 and 12.2. Each elected executive present will have one vote. In the case of a tie, the Chair, shall have a second or casting vote.
- 4.3. The Executive in its discretion may choose to be guided by the following in determining how to conduct any business not specifically covered in these bylaws:
 - a) Alpine Club of Canada (National) bylaws.
 - b) Latest edition of Robert's Rules of Order Newly Revised
- 4.4. Executive meetings are called by the Chair. The Chair also calls a meeting if any two Elected Executives make a request in writing and state the business of the meeting.
- 4.5. The Executive may meet on the dates and at the places it sees fit.
- 4.6. Meetings of the Executive may be held in person, by conference call, livestream, or other electronic means which permits all participants to communicate adequately with each other during the meeting. The Executive may pass a resolution without a meeting if all of members of the Executive consent to the resolution in writing, by signing or by email or by such other means acceptable to the Executive.
- 4.7. All elected executives are entitled to vote at all meetings of the Executive.
- 4.8. A member of the Executive must recuse themselves from all discussions and votes on matters where they have any direct or indirect interest in a proposed contract or transaction with the GPS. This includes the elected executive or non-elected executive, a member of their family, or a person or corporation with whom they are not at arm's length.

Example: An elected executive member is organizing a First Aid course for members. Their husband is an accredited First Aid instructor. The executive member is obligated to either choose another instructor or recuse themselves from the decision.

- 4.9. Proxy voting is not permitted at meetings of the Executive.
- 4.10. The quorum for a meeting of the Executive is a majority of the elected executives excluding vacant elected executive positions.
- 4.11. In the event of a resignation or death of an elected executive, the remaining members of the Executive may appoint a GPS member to fill the vacant elected executive position for the remainder of that position's term by a 3/4 vote in-favour resolution at an Executive meeting.

5. Duties of Elected Executives

5.1. The duties of each elected executive include:

- a) Attend all GPS Executive meetings unless excused due to travel, illness, or other reasons acceptable to the GPS elected executive.
- b) Vote on GPS matters presented to the GPS Executive.
- c) Assist in finding a potential successor when expecting to leave their GPS elected executive position.
- d) Assist and mentor their successor.
- e) Act honestly, in good faith, and in the best interests of the GPS.
- f) Fully and promptly disclose to the Executive any direct or indirect interest they have in a proposed contract or transaction with the GPS. This includes the elected executive, a member of their family, or a person or corporation with whom they are not at arm's length.

6. Non-elected Executive Positions

- 6.1. The Executive may create, change, or eliminate non-elected executive positions at any time and for any reason.
- 6.2. The Executive may by simple majority vote resolution at an Executive meeting appoint any GPS member to any non-elected executive position at any time and may in its sole discretion by simple majority vote resolution at an Executive meeting terminate any such appointment.
- 6.3. Non-elected executives have the right to attend and participate in Executive meetings.
- 6.4. Non-elected executive positions do not have the right in any circumstance or on any matter to vote at Executive meetings.
- 6.5. A non-elected executive will fully and promptly disclose to the Executive any direct or indirect interest they have in a proposed contract or transaction with the GPS. This includes the member of the non-elected executive, a member of their family, or a person or corporation with whom they are not at arm's length.

7. Elected Executive Terms and Limits

- 7.1. Elected executives shall be elected every two years at that year's AGM. The election year will be held on the odd years and is applicable to all elected positions.
- 7.2. A person may hold at most one elected executive position at any one time.
- 7.3. Candidates may stand for one elected executive position only.
- 7.4. There is no limit for the number of times a person holds an elected executive position.
- 7.5. There is no limit for the number of times a person may be a candidate.

8. Elections

- 8.1. The Executive shall appoint a Nomination Committee consisting of at least two people, none of whom are standing for election, and preferably including a past Chair. The Executive shall do this 30 days prior to the AGM.
- 8.2. The Nomination Committee shall:
 - a) Generally, conduct and perform the election which is to take place at the AGM on the odd years.
 - b) Ensure the election, and how to become a candidate, has been communicated to the membership prior to the AGM.

- c) Communicate in writing, to the executive and those who have expressed interest, how the election will be ran prior to the AGM. Including:
 - i. How the winner will be determined in the event there are three candidates or a tie.
 - ii. Public or private ballot
 - iii. General order of affairs
- d) Ensure candidates meet the criteria to run.
- e) Not endorse or otherwise provide its own opinion of any candidate.
- f) Conduct the election including preparing, distributing, and counting ballots/votes.

8.3. Applicant must meet the following mandatory criteria to be considered a candidate:

- a) Current GPS member as of 1 month prior to the AGM.
- b) Be 18 years or over as of election day.
- c) Be a current resident within Treaty 4 Land, or have been a resident for 2 years within the previous 10-year period.
- d) **Chair:** previously held a GPS elected executive position.
- e) **Leadership:** been a GPS leader.
- f) **Membership:** been a GPS member for >12 month period.

8.4. Self nomination will be accepted, as well as nominations made at the AGM provided the person has given their consent.

8.5. For clarity, members of the nomination committee are allowed to vote in the election.

8.6. In the event an elected executive position remains unfilled after an election, the Executive may appoint an GPS member to fill the vacant elected executive position for the remainder of that position's term by a 3/4 vote in-favour resolution at an Executive meeting.

8.7. For clarity, people appointed to an elected executive position remain in their position until the next scheduled election and have the same voting rights and duties as other elected executives.

9. Meetings of Members

9.1. An AGM shall be held at least once in every calendar year, and not more than 15 months after the last preceding AGM. An AGM shall be called by the Executive by providing notice of the meeting to all members no less than 30 days prior to the date of the meeting.

9.2. An SGM shall be called by the Executive by providing notice of the meeting to all members no less than 30 days prior to the date of the meeting.

9.3. Notices of AGM's and SGM's shall be sent by e-mail and social media accounts. GPS members are responsible for providing up-to-date e-mail addresses. The accidental omission to give such notice to one or more members shall not invalidate the proceedings of the meeting.

9.4. AGM's and SGM's shall be held in person at a suitable location in Regina, Saskatchewan, Canada.

9.5. All paid up GPS members are entitled to a vote at AGM's and SGM's.

9.6. Proxy voting is prohibited at AGM's and SGM's.

9.7. The quorum for an AGM or SGM is 10% of GPS members or 10 persons, whichever is smaller.

10. Financial Governance

- 10.1. There must be a review of the financial statements of GPS once each calendar year by at least one member in good standing, who is not a board member. The reviewer(s) will be given access to any relevant information requested.
- 10.2. The reviewer(s) are appointed by the members at the AGM or by the Board when deemed necessary.
- 10.3. Any capital expenditure of \$5,000 must be approved by the GPS members at an AGM or SGM.

11. Compensation for Elected Executives

- 11.1. Elected executives are prohibited from receiving any compensation from the GPS, direct or indirect, while in office and for six months after leaving the Executive. Reimbursement for approved expenses and token awards of appreciation for volunteer work given to GPS members is not considered to be compensation.
- 11.2. If a change to historic reimbursement practices occurs during the executive members tenure, they are subject to the option that provide less reimbursement. This will no longer apply if they are elected again.

12. Recall (Forced Removal) of an Elected Executive

- 12.1. A petition initiates a recall (forced removal) process for an elected executive.
 - a) The petition shall state the name of the elected executive position, the name of the person holding the elected executive position, and the reason for the recall.
 - b) The petition shall be signed by no fewer than 10 people who are GPS members continuously for no less than 6 months prior to signing the petition.
 - c) Each signature shall include the signature date, the printed name, and the ACC membership number.
 - d) All signatures shall be dated within a 90 day period.
 - e) The petition shall be submitted to the GPS Chair or, in their absence, any other elected executive not more than 30 days after the date of the last signature.
 - f) The Executive shall, within 30 days of receiving the petition, call an SGM for the purpose of electing a person to fill the affected position.
 - g) The SGM should take place within 90 days of the receipt of the petition.
 - h) The prescribed election process and timing shall be followed for the position to be filled.
 - i) The term ends at the next scheduled election.
 - j) The Executive may, by a 3/4 vote in-favour resolution at an Executive meeting, suspend the affected person from the Executive pending the SGM. The affected person may not vote on this matter and is not counted as present at that meeting for purpose of this vote. The Executive shall not appoint a person to fill the vacancy created by the suspension.
 - k) The affected person may be a candidate in the election for that position and if so, may attend and be heard at the SGM prior to the election for their position.
- 12.2. The Executive may, by unanimous vote excluding the effected elected executive, remove an elected executive under the following grounds:
 - a) Repeated misconduct which negatively effects the working of the Executive

- b) Any financial misconduct with regards to the GPS funds.

13. Liquidation or Termination

13.1. GPS shall be terminated under the following circumstances

- a) $\frac{3}{4}$ vote in-favour resolution at an AGM or SGM.

13.2. In the event of liquidation, dissolution, or termination of GPS, the property of the GPS will be distributed as follows:

- a) Where funds are held by GPS in trust for and on behalf of any organization, all such funds shall be returned to such organization.
- b) Equipment and funds will be donated to either ACC National, ACC sections or local outdoor school programs associated with either the Public or Catholic school systems. Distribution amongst these options is at the discretion of the elected executive.

Schedule A

To Alpine Club of Canada, Great Plains Section Bylaws

DESCRIPTION OF EXECUTIVE POSITIONS AND TASKS

The definitions below describe each elected position on the Alpine Club of Canada - Great Plains Section. The foremost goal of each executive member is to support the community while enjoying the process. The roles are not all encompassing but rather provide guidance to those on the executive, or those interested in joining.

The Executive consist of 5 positions. Further details regarding requirements and the process of election can be found in Section 8 of the By-laws.

1. Chair
2. Secretary
3. Treasurer
4. Membership
5. Leadership

Chair

1. Overall responsibility for all section activities
2. Provides leadership to the executive as a whole
3. Provides driving force and direction for the club's activities

Secretary

1. Takes section minutes
2. Manages storage of and keeps copies of organizational documents, policy and bylaw documents, lists of directors, board members, financial reports, and other official records in addition to the executive (committee) meeting minute

Treasurer

1. Advises executive on financial matters
2. Responsible for the BMFF, if not being organized by another executive member. In the event the BMFF is being organized by a member at large(s), they are responsible for providing updates and supporting the volunteer(s).
3. In conjunction with other executive members, prepares annual budget.
4. Monitor and record expenses through the year.
5. Presents a report to the section at the AGM on the year's activities
6. Communicates with members regarding areas of finance (request payment for trips, approve expense claims, provide tips for management of money on individual trips).
7. Facilitates reimbursement for club expenses.

Membership

1. Responsible for all services provided to members outside of club trips. Can include but not limited to:
 - a. Film festivals (excluding the BMFF)
 - b. Member use of club gear
 - c. Local social nights
 - d. Member training
2. Responsible for communication between club and members/general public. Includes website and social media platforms.
3. Engages the club with community outreach and programs.

Leadership

1. Recruits new trip leaders and coordinators
2. Provides direction and support for leaders
3. Maintains and communicates the Leadership Guidelines.
4. Provides development opportunities for trip leaders.

Note: Select responsibilities maybe designated to members-at-large. It is still the executive member's responsibility to bring items forward for that member-at-large to executive meetings.