

BYLAWS OF THE ALBERTA WAGON TREKKERS ASSOCIATION

For the purpose of this document the Alberta Wagon Trekkers Association will be referred to as AWTA.

The AWTA was organized on the 8th day of August, 2022 by law under the authority of the Province of Alberta, the Trails Act and will be governed by the following regulations in compliance with the Trails Act of Alberta.

Definitions:

1. The "Board" shall mean the Board of Directors of the AWTA.
2. A "Director" shall mean an elected board member.
3. "Officers" shall mean the elected or appointed executive of the AWTA.
4. The "Department" shall mean the Alberta Trails Act of Alberta.
5. "Minister " shall mean the Minister of Environment and Parks.
6. The Act shall mean the Trails Act of Alberta and the Environment Act.

Objectives:

The mission of the AWTA is to procure labour and finances to create and improve wagon accessible trails in Alberta that contribute to our cultural and historic heritage and provide recreation that supports the conservation of landscapes and protection of the environment and wildlife.

Further Values Include:

1. Encouraging improvement in the quality of recreational life in the Province of Alberta.
2. Developing programs to encourage and support all area of recreation, provide services and facilities for all Albertans.
3. To promote our youth within the development and maintenance of the trails and promote good stewardship of the land of the designated trail system.
4. To respond to the changing needs and resources of the trail system

Memberships:

1. Effective January 1,2023 a membership fee shall be \$30.00 per annum for members 18 years of age and older, family rate \$50.00 per year.
2. Association membership would include all the membership benefits including voting as long as the membership is purchased or renewed by the morning of the spring AGM.
3. Memberships can be paid by e-transfer, cheques or cash.

Payment of Membership Fee:

1. All fees must be paid in full at time of purchase.
2. Memberships are valid from January 1 – Dec. 31

Conditions of Membership:

1. Memberships must be purchased by the morning of the scheduled AGM held annually and date set up by Board.
2. Any person may become a member who is interested in the objectives of the AWTA.

Manner and Criteria for Suspension or Cancellation of Membership:

1. The sale of a membership shall be suspended at the call of a special general meeting or if the Board of Directors votes to dismiss a member that is counter to the objectives of the Association.
2. If at any time a member's behaviour towards directors, members or property is deemed to be inconsistent with the current code of conduct set out by the AWTA, the behaviour will be documented.
 - a. This documentation will be brought to the next general meeting where the Directors will review the case.
 - b. If it is deemed appropriate, the membership can be revoked or suspended at the directors meeting.
 - c. Written notice from the board will be provided to the member regarding the decision.

Code of Conduct:

1. Every Director and Officer must read the current Code of Conduct and acknowledge that they have read and will comply with the Code of Conduct.
2. Every member, officer and director shall comply with the association's Code of Conduct.
3. Failure to act in accordance with the Code of Conduct may be grounds for termination of Directorship or Officership.

Board of Directors:

1. The Board of Directors of the AWTA shall consist of 9 (nine) Board of Directors.
2. Only those members of the AWTA who have paid their membership for two years shall qualify to be elected or appointed as a director or to vote at an election for a director of the AWTA.
3. Directors of the AWTA must read the by-laws and sign off 60 days after being elected in.

4. Elected executive cannot be comprised of related family members at any one time.
5. Remuneration/reimbursement to members, directors or officers (includes payment to the Secretary or treasurer position), must be in front of board and voted on prior to.

Terms of Office:

1. Each Director shall be elected or appointed for a term of three years with one third the total number of Directors being elected or appointed at each annual meeting.
2. Should a Director not complete their term of office, the board may appoint a member at large to complete the year until the next Annual Meeting, where they can be re-elected or appointed as a Director.
3. Additional Directors shall be elected or appointed at the Annual Meeting, if necessary, to complete the unexpired term of any vacancy.
4. The President may be elected or appointed to serve a maximum of two (2) consecutive two-year terms.
5. Any member of the Board who is absent from three consecutive booked General Meetings shall (unless written advance notice is provided), forfeit the office and another member of the AWTA may be appointed in his/her place until the next Annual Meeting.
6. A Statement of Termination from office will be provided in writing to the board member not fulfilling their director responsibilities or who is found to be in breach of the current Code of Conduct.

Responsibilities of Officers and Directors:

1. Directors will receive a monthly financial statement and approve payment of outstanding accounts.
2. Signing authority will be updated at the financial institution after the election of the executive within 7 business days.
3. The Board will ensure that all necessary records, whether of a financial program nature are kept available to be able to inform the membership of activities of the AWTA.
4. The Board shall be responsible to see the duties of the Officers and volunteers are properly performed.

Committees:

1. The Board shall be responsible for providing policy and guidelines to all Committees of the AWTA.
2. The Board must authorize the creation of all Committees and approve the members on them.
3. The Board will appoint those standing Committees required to meet the objectives of the AWTA. Special Committees may take action as the Board may require. The Board will provide the Committee with the necessary detailed direction as to its responsibilities.
4. Each Committee must consist of at least one Director.
5. Committee reports are to be given at regular meetings.
6. The Directors can, at any time, dissolve a Committee.
7. All financial decisions are to be approved by the Directors.
8. Each Committee shall follow policy and guidelines as approved by the Board including:
 - a) Time lines for completion of the task;
 - b) Directions for reporting to the Board;
 - c) Budget limitations.
9. Each Committee will set up the necessary people to carry out the task.
10. Each Committee will have the power to develop Sub-Committees as needed.
11. When costs are over \$5000, there shall be three quotes to sustain the bid in writing to approve government standards and to do contracts.

Executive of the AWTA:

1. The Executive of the AWTA shall consist of a President, Vice President, a Secretary and/or Treasurer
2. The Vice-President may be declared the President for the balance of the term, if the President resigns or is unable to complete his/her term.

Election Process:

1. Two scrutinizers shall be appointed from the members at large.
2. The election of the Directors is warranted if more than 3 seats are vacant and shall be held at the Annual General Meeting by secret ballot.
3. The Directors shall elect the Executive Officers for the coming year immediately after the Annual Meeting.

Duties of the Executive:

President:

1. Preside at all meetings of the AWTA and provide leadership to the AWTA that will result in the achievement of the objectives of the Association.
2. Ensure all meetings are conducted in accordance to the Agenda and stay on topic and time.
3. Exercise general supervision and direction over the business of the AWTA.
4. Delegate tasks and responsibilities to other Board members so they may take an active part in the affairs of the AWTA.
5. Ensure Directors have read, understand and sign off the by-laws of the AWTA within 60 days of an election.
6. Represent the AWTA in the community and with other community organizations.

Vice President:

1. Act in the absence of the President.
2. Perform such duties as may be directed by the President of the Board.

Secretary/Treasurer:

1. Keep Minutes of all meetings of the Executive and Directors.
2. Ensure Minutes are sent to Directors and members within two weeks after a meeting.
3. Oversee that Notices of Meetings are distributed to the appropriate persons for meetings as required.
4. Receive and respond to all correspondence as directed by the Board.
5. Oversee that on or before the 15th of February each year, a list of Officers elected or appointed at the Annual General Meeting for the ensuing year, and a report of the years' activities and a complete Financial Statement reviewed by two members in good standing is forwarded to the Board.
6. Oversee an orderly record and history of the operations of the AWTA.
7. Maintain such records as required by the Directors of the AWTA.
8. Present the records to the designated accountant for review and preparation of a Certified Statement for the Annual General Meeting.
9. Ensure all funds are received and deposited in the bank designated by the Board of Directors.
10. Submit a list of Payables to the Board of Directors for approval of payment except for daily operations.
11. Prepare cheques for payment of accounts for signature.
12. Perform such duties as may be required by the Board of Directors.

13. Ensure the annual Fiscal Statement as required by the Ministry are submitted by the 15th of February each year.

Code of Conduct:

1. No member, Director or Executive will use inappropriate language or gestures to another member, Director or Executive of the AWTA.
2. Members, Directors and Executive will conduct themselves in a professional manner when dealing with any other organization.

Meetings of the AWTA Quorum:

1. Nine (9) Members at an Annual General Meeting will constitute a Quorum.
2. Five (5) Directors shall constitute a Quorum at a Director's meeting.

Annual General Meeting:

1. The AWTA shall hold an annual general meeting on or before 30th day of June each year.
2. The time and location will be decided on by the current Directors.
3. Notices of the Annual General Meeting shall be communicated to each member of the AWTA at least 30 days prior to the meeting which will state the date, time, and location of the meeting, and any additional information as the Board deems necessary.
4. Notices to the members will be done via email, text or phone call where there is no email available.
5. Notice to the public will done on the AWTA social media website platforms.
6. The Directors will review items for the Agenda at the Regular Meeting prior to the Annual General Meeting.
7. The Order of Business will be as follows:
 - A) Reading and Adoption of the Minutes of the previous Annual Meeting
 - B) Reports of Officers
 - C) The books of the society must be audited once per year and will be audited by two members of the Association. The audit will be done 30 days prior to presenting the Financial Statement at the AGM.
 - D) Secretary to present Financial Statements
 - E) Report of Committees
 - F) Unfinished Business
 - G) New Business
 - H) Election of Directors
 - I) Adjournment

8. All members in good standing will have access to previous fiscal year's operational records at the AGM. Members in good standing have the right to view prior fiscal years with written request to the secretary.

Regular Meetings of the Directors:

1. The first meeting of the Directors shall be within 30 days following the Annual General Meeting for the purpose of electing or appointing new Executive.
2. Regular Meeting shall be held at a convenient time as determined by the Directors at a Regular Meeting.
3. These meetings will be open to all members for their information and input. Only the Directors however, have the responsibility and authority to make Motions and vote.
4. It is preferred that Directors attend meetings in person. At the discretion of the Executive a Director may be permitted to attend via telephone or virtual means.
5. All Directors are eligible to vote on matters being considered by the Board of Directors.
6. Directors may hold a portion of a meeting in camera (closed) for discussion of matters considered by the majority of Directors as sensitive. A discussion of personnel will be considered sensitive.
7. The Executive or any Director may call a Directors meeting/emergency meeting in circumstances where an item requires immediate attention and or immediate decision is deemed necessary. An email would be sent to all Directors giving at least 48 hours notice.
8. Notice of the next meeting will be provided at the end of the current meeting by setting a date that collectively works and is agreed upon by the majority of the Directors at the meeting.
9. All Directors will be sent an email calling for agenda items 7 days prior to the said meeting.

Special Resolution Meeting:

1. A special resolution meeting may be called to amend by-laws.
2. A serious concern initiated by no fewer than 10 members will be provided to the Directors in writing. Once the concern is received in writing, the directors must call a Meeting to address the concern within 21 days. A resolution decision meeting date for voting must be set at the Special Resolution meeting and must occur within 14 days of the special resolution meeting. A vote of 75% of the membership is required for the resolution to be passed.

3. For all Special Resolution meetings 21 days notice will be given via email and/or phone call if no email provided to the AWTA.

Emergency Meeting:

1. An emergency meeting can be called by any member of the Executive with no less than 24 hours notice via phone call.
2. Emergency situations may include those that deal with legal, land or labour concerns.

Voting By-laws:

1. Any member, director or executive submitting adjustments to the by-laws must have it in written form and be submitted to the Secretary 30 days prior to the Annual General Meeting.

Financing:

1. All Government funds received are to be applied to the Project they were designated for and no other project.
2. AWTA will not be borrowing funds.

Amending the By-Laws:

1. At the Annual General Meeting of the AWTA or at a Special Resolution Meeting called for the purpose, the members of the AWTA may make, alter and repeal By-laws for the AWTA.
2. A minimum of 75% (3/4) of the members present at the meeting must vote in favour of this Special Resolution.
3. A Special Resolution can only be done at a General Meeting and members will be given 21 days or more notice of this meeting.

Fiscal Year:

1. The fiscal year of the AWTA shall be a twelve month period commencing on the 1st day of January each year and ending 31st of December each year.
2. The AGM must be held by June 30 each year.

Dissolution of the AWTA:

1. By Special Resolution made by the Directors at a meeting in accordance with the regulations in the Bylaws of the AWTA, notice will be provided to the Director appointed by the AWTA as per The Act.

Society Seal:

1. AWTA deems a society seal is not required.
2. At any time that the AWTA Board of Directors deems it necessary to have a seal, it will be voted on at the next Director's meeting.
3. If AWTA has a Society Seal, the secretary will have custody and use of the seal.

Representatives:

1. Invitations to attend the AWTA Annual General Meeting shall be sent to the Minister of Environment and Parks and all interested government parties involved in the AWTA.

All Other Matters:

1. In the event that these regulations do not adequately cover any situation or type of concern of the Executive, Directors or members, reference shall be made to the Society's Act of Alberta which shall be the supreme authority whereby the actions and activities of the AWTA managed and controlled
2. All such meetings shall be held following the Roberts Rules of Order.