



BYLAWS OF THE KOOTENAY MOUNTAINEERING CLUB

The following bylaws are the bylaws of the Kootenay Mountaineering Club including provision for the matters referred to in Division 2 (11) of the BC Societies Act.

A. MEMBERSHIP

1. Membership is open to those who support the purposes of the Kootenay Mountaineering Club and pay the appropriate membership fees to the Treasurer of the Kootenay Mountaineering Club.

For the purpose of meeting the resident membership requirements, the Kootenays shall be defined as that area of south-eastern British Columbia bounded on the west by the Granby River Valley, on the north by the Trans-Canada Highway, on the east by the BC-Alberta border, and on the south by the Canada-United States of America border.

2. Notwithstanding (A.1) above, resident membership eligibility is retained by those members who no longer meet the residency requirements, provided they keep continuous membership.

3. Categories of membership in the Kootenay Mountaineering Club shall consist of:

Resident Members -19 years or over,

Resident Junior Members -14 to 18 years inclusive,

Resident Family Members - including children under 19 years.

Associate Members – non resident, non voting members.

4. Each year, upon submission of the application form/waiver, signed and dated by all applicants, and the payment of the annual membership fees as prescribed by the members in accordance with these bylaws, an individual shall be considered a member of the Kootenay Mountaineering Club.

Membership is for the calendar year.

5. Cessation of membership occurs upon non-payment of the current annual membership fee, or voluntary withdrawal by notifying the Treasurer of the Kootenay Mountaineering Club verbally or in writing.

6. A member may be expelled by a Special Resolution of the members passed at a General Meeting.

7. Each Resident Member and each resident family membership of the Kootenay Mountaineering Club shall have a vote at General and Special Meetings of the Kootenay Mountaineering Club. However, a member of the Kootenay Mountaineering Club shall not be entitled to vote on matters undertaken by the Kootenay Mountaineering Club if such matters represent a potential conflict of interest for that member.

8. In the event that the Kootenay Mountaineering Club is dissolved, the assets of the Kootenay Mountaineering Club shall be sold or otherwise disposed of and the proceeds of such sale or disposition shall be used to pay all lawful debts of the Kootenay Moun-

taineering Club. Any monies remaining in the treasury after settlement of all lawful debts shall be divided equally among the voting members of the Kootenay Mountaineering Club.

9. Members are in good standing until membership ceases in accordance with Bylaw A.5.

10. Resident Junior Members, Resident Family Members under 19 years and Associate Members shall not have voting privileges in the Kootenay Mountaineering Club.

B. OFFICERS AND DIRECTORS

1. The Executive of the Kootenay Mountaineering Club shall be comprised of the Officers and the Directors:

2. The officers of the Kootenay Mountaineering Club shall consist of a President, Vice-President, Secretary and Treasurer.

3. There shall be twelve (12) Directors of the Kootenay Mountaineering Club, each holding one of the portfolios listed in B(Z) below.

4. Officers and Directors must meet the specific qualification within the Societies Act, including that they be at least 18 years of age.

5. Subject to the Societies Act, every Officer and Director shall be deemed to have assumed office on the express understanding and agreement and condition that they and their heirs shall from time to time and at all times be indemnified and saved harmless out of the funds of the Kootenay Mountaineering Club from and against all costs, charges, and expenses whatsoever which such Officer or Director incurs in or about any action, suit, or proceeding which is brought or prosecuted against them, or any other Officers or Directors, in or about the execution of the duties of their office, and also from and against all other costs charges, and expenses which they sustain in or about, or in relation to, the affairs of the Kootenay Mountaineering Club.

6. Officers and Directors shall hold office for two years or until their successors are elected.

7. To provide continuity, half the Executive shall be elected at the Annual General Meeting in each year as below:

Even Years

Odd Years

Treasurer

President

Secretary

Vice-President

Director, Summer Trips

Director, Hiking Camps

Director, Winter Trips

Director, Climbing Camps

Director, Conservation

Director, Equipment and Trails

Director, Electronic Communications

Director, Mountaineering School

Director, Entertainment

Director, Newsletter

Director, Cabins

Director, Membership

8. In case any Officer or Director is unable, or ceases to act, or ceases to be a member of the Kootenay Mountaineering Club during their term of office, a member of the Kootenay Mountaineering Club may be appointed in their stead by the Executive. A person appointed as an Officer or Director shall hold office until the next Annual Meeting, at which time an election shall be held to fill the vacancy for the unexpired term of office.

9. The members may, by Special Resolution, remove an Officer or Director before the expiration of their term of office, and may elect a successor to complete the term of office.

10. The duties of the Officers and Directors shall be as follows, or as directed by the Executive.

a) The duties of the President shall include, but not be limited to:

1. Chairing General, Special and Executive Meetings of the Kootenay Mountaineering Club.
2. Having the authority to strike temporary committees.
3. Calling meetings as required.
4. Representing the Kootenay Mountaineering Club in all matters.

The President may be directed by motion of the membership or the Executive.

b) The Vice-President shall:

1. Act in the absence of the President.

c) The Secretary shall:

1. Conduct the correspondence of the Kootenay Mountaineering Club.
2. Issue notices of meetings of the Kootenay Mountaineering Club and Executive.
3. Have custody of all records and documents of the Kootenay Mountaineering Club except those required by the Treasurer.

d) The Treasurer shall:

1. Keep such financial records, including books of accounts, as are necessary to comply with the Societies Act.
2. Render financial reports to the Executive, members and others as required.

e) The Director, Summer Trips shall:

1. Schedule summer trips.
2. Arrange for the publication of the summer trips schedule.

f) The Director, Winter Trips shall:

1. Schedule winter trips.
2. Arrange for the publication of the winter trips schedule.

g) The Director, Conservation shall:

1. Coordinate the conservation activities of the Kootenay Mountaineering Club.

h) The Director, Electronic Communications shall:

1. Be responsible for the maintenance and operation of the club website.

i) The Director, Newsletter shall:

1. Compile, edit, and distribute the Newsletter of the Kootenay Mountaineering Club.
2. Publicize activities and concerns of the Kootenay Mountaineering Club.

j) The Director, Hiking Camps shall:

1. Coordinate the Hiking Camp activities.
2. Appoint chairpersons for individual camps as required.
3. Ensure priority of access to Hiking Camp to resident members first.

k) The Director, Climbing Camps shall:

1. Coordinate the Climbing Camp activities.
2. Appoint chairpersons for individual camps as required.

l) The Director, Mountaineering School shall:

1. Coordinate the Mountaineering School activities.

m) The Director, Equipment, Trails shall:

1. Keep an inventory of Kootenay Mountaineering Club equipment.
2. Make recommendations to the Executive for replacement or acquisitions of equipment.
3. Coordinate trail building and maintenance programs.

n) The Director Cabins shall:

1. Coordinate the maintenance of cabins jointly managed by the Kootenay Mountaineering Club.

o) The Director, Entertainment shall:

1. Coordinate social activities of the Kootenay Mountaineering Club including guest speakers, audio-visual programs, social functions and General Meetings.

p) The Director, Membership shall:

1. Maintain the register of members.

11. Each member of the Executive shall submit a report to the members at the Annual General Meeting.

12. Signing Officers of the Kootenay Mountaineering Club shall be any two of the President, Vice-President, Treasurer and Secretary.

13. Officers and Directors of the Kootenay Mountaineering Club shall not be remunerated except for expenses necessarily and reasonably incurred while engaged in the affairs of the Kootenay Mountaineering Club.

C. MEETINGS

1. An Annual General Meeting shall be held after the end of the fiscal year. Other General Meeting may be held at other times upon resolution of the Executive.

Two or more voting members may request that a matter be put on the agenda of an AGM.

2. Upon receipt of a written request legibly signed by not less than 10% of the voting members, the President shall call a Special Meeting not more than twenty-one (21) days from the date the request was presented.

3. Notice of General and Special Meetings shall be emailed to the members at least two weeks before the date of such meetings.

4. A quorum consists of at least ten (10) voting members present at a duly called General or Special Meeting.

5. At General and Special Meetings the President, or in the absence of the President, the Vice-President, shall act as Chair, and the Chair shall have only one vote in any case of equal votes. In the event of the absence of both the President and the Vice-President, a Chair of the meeting shall be elected from among the members present.

6. The business to be conducted at Annual General Meetings shall include:

a) Receiving and, if approved, adopting a financial statement of the Kootenay Mountaineering Club's accounts for the previous fiscal year.

b) Receiving reports of the Officers and Directors.

c) Dealing with any matters brought before the meeting by the Officers, Directors or members.

d) Electing the requisite Officers and Directors of the Kootenay Mountaineering Club.

e) Setting the annual membership fee.

f) Approving a budget for the coming year.

7. Special Resolutions shall be required for votes on individual non-budgeted expenditures from general funds in excess of one thousand dollars (\$1000).

8. The Executive shall meet not less than three (3) times per year.

9. At meetings of the Executive, six (6) Officers and/or Directors present in person shall constitute a quorum.

10. Minutes of General and Special Meetings of the Kootenay Mountaineering Club and all Meetings of the Executive shall be prepared and maintained by the Secretary.

11. The minutes of the previous General Meeting and any special Meetings held subsequent to the previous General Meeting, shall be reviewed by the Secretary at a General Meeting, the President and the Secretary shall sign the minute book.

12. All resolutions shall be passed by a simple majority of the votes cast except that Special Resolutions require a majority of not less than three quarters (3/4) of the votes cast.

D: ELECTIONS

1. Each year, the President shall appoint Kootenay Mountaineering club member(s) to nominate candidates for the positions of Officers and/or Directors to be filled at the Annual General Meeting. Further nominations may be made from the floor at the Annual General Meeting.

2. Should there be only one candidate nominated for a position, the Chair shall declare that person elected by acclamation.

3. For any position for which more than one candidate has been nominated an election by ballot shall be held.

4. If an election is required, the Chair shall appoint a Returning Officer from among the members present.

5. Each member present in person, shall write or print the name of the candidate of choice for each of the positions for which an election is required, on a ballot paper. A ballot shall not be considered spoiled if the only objection is the misspelling of a candidates name, unless such misspelling could be mistaken for the name of another candidate.

6. The Returning Officer shall count the ballots and announce the name of the candidate(s) receiving the majority of votes for each position being contested.

7. The term of office for elected candidates commence at the close of the Annual General Meeting.

E: ALTERATION OF BY-LAWS

1. The by-laws of the Kootenay Mountaineering Club shall not be altered except by a Special Resolution of the members of the Kootenay Mountaineering Club.

F: SPECIAL RESOLUTIONS

1. Special Resolutions shall be circulated to the members at least two weeks prior to the meeting at which they are to be considered.

G: BORROWING

1. The Kootenay Mountaineering Club shall exercise borrowing powers in accordance with the Societies Act.

Adopted: 1993 Oct. 15, 2003, 2008, 2017