

THE ALPINE CLUB OF CANADA

BYLAWS

Approved by Board of Directors: July 5th, 2023

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I. MEMBERSHIP

A. Membership in the Alpine Club of Canada is available to all persons and organizations who subscribe to its aims and objects.

B. Membership may be acquired by application and upon payment of the requisite dues, and additionally by any other manner authorized by a two-thirds vote of the Board of Directors.

C. Membership dues shall be fixed by the Board and may be reviewed annually.

D. Membership dues shall be published annually and made available to all Members.

E. The Board of Directors may expel from the Club by a vote of two thirds of those present at the meeting at which it is considered any Member whose conduct is such as shall in their opinion be injurious to the character of the Club or the interest of the Members. The Board shall, however, give the Member thirty (30) days written notice of the charge, mailed to the last known address, and provide the Member with a reasonable opportunity to defend the case before the Board at its next scheduled meeting.

II. BOARD OF DIRECTORS

A. The Board of Directors is responsible for establishing the policies of the Club and has the general charge, superintendence and control of all the affairs, properties and interests of the Club as authorized by these bylaws in its discretion but the Board will not change national membership fees without consultation with the Sections and demonstrating the need for such national membership fee change.

B. The Board shall consist of the following members;

1. A PRESIDENT whose duties shall include the chairing of all Board, annual and extraordinary meetings of the Club including setting Agendas for such meetings, and coordination of Club Activities to enhance the reputation of the Club and further its aims and objects.

2. A SECRETARY whose duties shall include overseeing and coordinating the work of the Governance Committee, Board and Board member development, attendance at all Board, Annual and Extraordinary meetings of the Club to take minutes and arrange for their publication as necessary, the keeping of permanent records, taking care of routine correspondence, sending out all notices of meetings and rendering such assistance and support to the President as may be required and requested.

3. A TREASURER whose duties shall include overseeing and coordinating the work of the Audit and Finance Committee, and Endowment committee, keeping the accounts of the Club in accordance with generally accepted accounting practices and rendering such assistance and support to the President as may be required and requested.

4. And the following VICE-PRESIDENTS:

- a. Vice-President for Activities
- b. Vice-President for Access and Environment
- c. Vice-President for Facilities
- d. Vice-President for Mountain Culture
- e. Vice-President for Sections
- f. Vice-President for Services and Athletics

C. The Board may include the following non-voting members:

1. The Board may employ an Executive Director to assume such responsibilities as the Board may from time to time allocate to the position. The Executive Director is employed at the pleasure of the Board of Directors.

2. The immediate past president of the Club, provided they are willing and able to serve.

3. An Honorary President.

III. DUTIES OF BOARD OF DIRECTORS

A. The Board shall provide for the safe custody of the Common Seal which shall not be impressed on any document except when such impression is attested by the signatures of:

1. Any two members of the Board.
2. Any one member of the Board together with the Executive Director.

3. The Executive Director for the sole purpose of certifying under the seal of the Club copies of or extractions from the Constitution and Bylaws, minutes of the meetings, resolutions of the Members or any document executed or issued by the Club.

4. Any document executed as aforesaid shall be conclusive evidence to any person dealing in good faith with the Club, without actual notice or any defect, that all proceedings have been properly taken and that the persons signing the document are duly authorized to do so.

The word document, in the Bylaws, includes any writing required to be executed under the seal.

B. Board meetings may be called by the President, or by two other voting members of the Board.

1. The Board shall meet not less than six times per year, at such time and place as it decides on written communication to each Board member within a reasonable period prior to the meeting.

2. Notice of each Board meeting shall include the agenda for the meeting and no other business may be decided at such meeting unless a majority of the Board personally present votes in favour of considering such business.

3. If the President is absent or chooses to be disqualified from chairing a particular meeting, they shall appoint another voting member of the Board to serve as Chair. If the President fails to either chair a meeting or appoint another member to do so, then the voting members of the Board shall elect a chair for that particular meeting.

4. A quorum for meetings of the Board of Directors shall be a majority of the voting members.

5. A resolution in writing signed by two thirds of the voting members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

6. Between Board meetings, the President may authorize the holding of a vote via mail, email, or similar technology, on a matter deemed to be too urgent to wait until the next regular meeting. In such situations, the requirements regarding a quorum and the votes needed for the approval of a motion shall be the same as for regular Board meetings. The Executive Director shall ensure that a Board motion voted on in this manner be documented.

7. Each member of the Board shall be a Member of the Club.

8. Any member of the Board may be removed with cause, at any time, by vote of two thirds of the members of the Board of Directors if in their judgment the best interest of the Club would be served thereby. Each member of the Board must receive notice of the proposed removal at least ten (10) days in advance of the proposed action.

9. Directors wishing to resign may do so by notice to the Secretary.

10. Whenever any vacancy occurs in the Board it shall be filled after consultation with the Nomination Committee, and without undue delay, by a majority vote of the remaining members of the Board.

C. Directors Liability:

1. Limitation of Liability - No Director or Officer of the Club at any level of the Club shall be liable for:

- a. the acts, receipts, neglects or defaults of any other Director or Officer or employee;
- b. for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Club;
- c. for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested;
- d. for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Club shall be deposited;
- e. for any loss occasioned by or any error of judgment or oversight on his or her part;
- f. for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto; or unless the same are occasioned by the Director or Officer's own wilful neglect or default, provided that nothing herein shall relieve any Director or Officer of any liability imposed upon them by the Act.

2. Indemnity:

Except for actions by or on behalf of the Club to procure a judgment in its favour, the Club shall indemnify its Directors and Officers at any level of the Club and its former Directors or Officers and a person who acts or acted at the Club's request as a Director or Officer of another corporation of which this Club is or was a shareholder or creditor (hereinafter called "Other Corporation"), and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Club or Other corporation if:

- a. he or she acted honestly and in good faith with a view to the best interests of the Club, and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The Club will, on court approval, indemnify any person referred to in this paragraph 2 in respect of an action by or on behalf of the Club or Other Corporation to procure judgment in its favour, to which he or she is made a party by reason of being or having been a

Director or Officer of the Club or Other Corporation against all costs, charges and expenses reasonably incurred by him or her in connection with such action if:

c. he or she acted honestly and in good faith with a view to the best interests of the Club; and

d. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Subject to the Act, the Club shall indemnify any person referred to in this paragraph 2 who has been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Office of the Club or Other Corporation against all costs, charges and expenses reasonably incurred by him or her in respect of such action or proceedings.

IV. ELECTION OF BOARD OF DIRECTORS

A. i Members of the Board shall be elected each year on a rotating basis such that one-third of the directors are elected each year.

A. ii Board members are elected for a three-year term commencing at the Annual General Meeting. Retiring Directors are eligible for re-election for one additional three-year term. Subject to paragraph A. iii, no Director shall serve as such for more than six years, whether consecutive or not. A person who has served as a Director for part of a year is deemed to have served for a full year.

A. iii If a person has served as a Director for six years, and is subsequently elected as President, that person may serve for as President for two, three-year terms, but no longer.

A. iv Other terms are allowed to ensure approximately one-third of directors are elected each year.

A. v Candidates may stand for only one position.

B. i The Nomination Committee is established as a standing committee of the Board.

B. ii The Nomination Committee shall consist of a chair, nominated by the President, and approved by the Board, and such other members, appointed by the chair of the committee.

B. iii The Board may, at any time, change the membership of the Nomination Committee, whether by addition or removal.

C. The Nomination Committee shall carry out the following duties:

- a. Develop a statement of competencies (selection criteria) required in any forthcoming election which are to be approved by the Board Annually;
- b. Within 90 days of the conclusion of each annual general meeting, issue a call for nominations for any Director's position to be filled at the next following AGM, including the statement of competencies that has been prepared, and establishing the form and content required for any nomination to be considered and specifying that all nominations must be received by the committee no later than October 31 of that year;
- c. Review all nominations received, and determine who is qualified to be elected to the position, based on the competencies (selection criteria) required and such other information as the committee wishes to consider;
- d. By February 1 of each year, circulate to the membership a list of candidates for each position who, in the committee's view, are qualified for election, such list to include such number of names for each position as the committee determines;
- e. Where only one person is considered by the committee to be qualified for election to a specific position, that person declared acclaimed to that position, to take office at the next following annual general meeting; and
- f. carry out such other duties as directed by the Board.

D.i Notice of slate and election per C.ii will be communicated to the Membership periodically between February 1 and March 31. In instances where an election is not triggered, the slate shall be declared as at February 1.

D.ii All Members in good standing as at March 1 and over the age of 18 will be eligible to vote.

D.iii Voting in the election will occur between April 1 and April 30.

E.i. Votes will be counted after the election is closed. Each candidate given a rank by the total votes they collected. The candidate(s) with the most votes will fill the available Board vacancy. Ballots received after the closing date will be invalidated.

E.ii. The President shall name not fewer than two (2) Tellers from the Membership who are not candidates for election, who shall audit the election process and certify the election results. Once certified, the results shall be communicated to the Board of Directors and the Members on or before May 15. The results will be read aloud by the Secretary at the Annual General Meeting.

V. SECTION FORUM

A. Each Section shall be represented on the Section Forum by one representative who, if not the Section Chair, shall be appointed by the Section.

B. No person may serve as a Section representative on the Section Forum and as a member of the Board at the same time.

C. A Section may remove its Section representative at any time and notice of the change of representatives shall be provided to the Executive Director within 30 days of a change.

D. The Section Forum shall provide a forum for discussion and communication between representatives of the Sections and the Board regarding key issues, however, the Section Forum may not make decisions on areas of responsibility that are assigned by the bylaws to the Board or displace the responsibility of the governing body of any Section.

E. The purpose of the Section Forum is to:

1. inform the Board of significant membership issues at section levels including the impact of Board decisions at Section levels;
2. to provide input and advice to the Board regarding the development of policies that affect the membership of the Club;
3. to provide the Sections with information concerning the plans, priorities and decisions of the Board;
4. to provide a forum for the Sections to create inter-sectional relationships, share Section initiatives, and discuss problems and create solutions to Section issues; and
5. to provide a forum for the Club to assist Sections in developing good governance models including training of the representatives and other opportunities for Section development.

F. Meetings of the Section Forum:

1. The Section Forum shall meet at least twice each year; at the time of the Annual General Meeting and at the time of the Board meeting in October. The President, or 75% of Section Forum representatives, may call special meetings of the Section Forum but, if called by the Section representatives, the special meetings shall be at the cost of the Sections. Section Forum representatives shall receive at least 21 days notice of meetings of the Section Forum;
2. All members of the Section Forum including the President shall receive the meeting agenda and other relevant meeting materials no later than 21 days before the meeting; and
3. The Vice President Sections, in consultation with the Sections representatives, the President, the Secretary and the Governance Committee and staff shall prepare an agenda for meetings based on submissions from Section representatives and shall from time to time include topics of general development and interest for the Sections.

G. Section Forum Procedures:

1. The Chair of the Section Forum meetings shall be determined by the Section Forum;
2. Members of the Board may participate in meetings of Section Forum.

VI. COMMITTEES

A. The Board may establish Committees from time to time as needed. There will be a minimum of three standing committees; Audit and Finance Committee, Nomination Committee, and Governance Committee. The committees are made up of Board members, Members, and non-Member volunteers, and may be chaired by Board members or otherwise as determined by the Board. The Board will ensure and review annually that each committee has a suitable mandate, terms of reference, and an annual work plan that reflects the strategic plan and budget.

VII. SECTIONS

A. A Section may be formed for any area where, in the opinion of the Board, the Membership and potential Membership is large enough to make such a Section desirable.

B. Upon application, the Board may establish a new Section by resolution at any Board meeting, by a two thirds (2/3) vote of those present.

C. All Sections must subscribe to the Constitution and Bylaws of the Club.

D. Business of the Section:

1. The affairs of the Section shall be managed by the Section executive.
2. The powers of the Section Executive and of the members of the Section at a meeting thereof shall, however, be subject to the following limitation: Any action taken by the Section which involves a financial commitment by the Section in excess of the liquid assets of the Section at the time of such action shall not become effective until submitted and approved by the Board of The Alpine Club of Canada.
3. The Section Executive may appoint two or more officers to have signing authority. All documents requiring the signature of the Section shall be signed by two of the appointed officers.
4. The Section Executive shall be elected from the Membership of the Section, and shall consist at a minimum of a Chair a Secretary, and a Treasurer.
5. In the event of the resignation or death of a member of the executive, a quorum of the remaining members of the Executive may appoint a qualified Member of the Section to fill the vacancy.

E. At least one month before the Section annual general meeting, the Section Executive

shall appoint a Nomination Committee consisting of three Section Members, one of whom should be the Past Chair. The Nomination Committee shall present a complete slate of nominations for the Executive at the annual general meeting. Other nominations shall be called for at the annual general meeting and shall be accepted provided the person(s) so nominated have given their consent, in which case a ballot shall be held.

F. The annual meeting shall take place once a year. All paid up Members are entitled to a vote at all meetings.

G. A quorum at an annual or general meeting of the Section shall consist of ten percent of the qualified voters or twenty persons, whichever is the smaller. A quorum of the Section Executive shall consist of three of its members.

H. Section Meetings:

1. Meetings of the Section Executive may be called by the Chair or any two other members of the Executive at any time upon giving three days notice. If all members of the Executive waive notice in writing, no notice shall be necessary.

2. Business meetings of the Section shall be called by providing notice of meeting to all Members not less than ten days prior to the date of such meeting. The accidental omission to give such notice to one or more Members shall not invalidate the proceedings of the meeting.

I. The Board may by resolution dissolve a Section if in the opinion of the Board the Section no longer supports the Constitution and Bylaws of the Club, or has insufficient Members to provide a service to Members of the Club residing in that area. Sixty days notice shall be given to the Section Executive of the Section to be affected by such resolution.

VIII. MEETINGS

A. An annual meeting of the Club shall be fixed by the Board and held in Canada on or about the last weekend each May. The specific date and location of the annual meeting shall be communicated to the Membership once it has been fixed by the Board.

B. The business of the Annual Meeting shall be receiving the report of the Board, receiving the auditors' report, appointing an auditor for the ensuing year, and such other business as may be properly brought before the meeting. An Extraordinary Meeting of the general Membership may be called by the President, by any two other voting members of the Board, or by a group comprising of five per cent (5%) of Club Members. Notice of any such meeting shall be mailed to all Members at least six weeks before the date of the meeting stating the purpose for which it is called, and the time and place of the meeting.

C. The President shall preside at all Annual or Extraordinary Meetings of the Club, and shall have the power to delegate this duty, and the functions associated therewith, to the Vice-President or any member of the Board. In the absence of the President, and in the event of their

failure to delegate as aforesaid, the Secretary shall preside. If no such officer is present the meeting shall be adjourned for one month.

D. The minutes of meetings shall be communicated to all Members.

IX. QUORUM

A. Twenty Members shall constitute a quorum at any Annual or Extraordinary Meeting of the Club.

B. A Board motion will be considered as carried if there is a quorum of directors and it is approved by a majority of votes cast. The chair is entitled to one vote on all motions put before the Board. In the case of a tie vote, a motion will be considered as having been defeated.

X. AWARDS

A. The Board may from time to time make awards to Members who have demonstrated exceptional levels of leadership in the Club or performed outstanding services for the clubClub.

XI. LIBRARY

A. A library or libraries shall be established where the publications of the Club are gathered together and filed for the use of the Membership of the Club.

XII. AMENDMENTS

A. The Constitution may be amended at any time by the following procedure:

1. The Amendment shall be proposed by not less than five Members of the Club, two-thirds (2/3) of the Board must approve.

2. The Board shall fix a date for closing the poll not less than three months and not more than six months after receiving the proposed Amendment.

3. The proposed Amendment shall be distributed by the Executive Director to each Member with a suitable ballot at least six weeks in advance of the date fixed for closing the poll, together with the names of the five Members proposing the amendment. To the extent that it is reasonably practicable, all such votes shall be taken by secret ballot.

4. The ballots shall be counted by a Committee appointed by the President and the result shall be certified by the Committee to the President.

5. The proposed Amendment shall be adopted if it receives the affirmative vote of not less than two-thirds (2/3) of the votes cast and delivered to the National Office of the Club before the date fixed for closing the poll. Any amendment or amendments adopted in accordance with the foregoing procedure shall become effective when the result of the

vote has been certified to the President. The result of every vote shall be then communicated to the Membership.

B. The Bylaws may be amended at any regular meeting of the Board of Directors of The Alpine Club of Canada by two-thirds (2/3) vote provided the amendment proposed was submitted in writing at the previous regular meeting of the Board.

XIII. DISSOLUTION

In the event of the dissolution of the Club all its remaining assets, after payment of its debts and liabilities, shall be:

A. Disbursed to one or more eligible charitable, religious groups or purposes, or registered athletic organizations with objects and goals similar to those of the Club; or

B. Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to one or more eligible charitable, religious groups or purposes, or registered athletic organizations with objects and goals similar to those of the Club approved by the board of the Alberta Gaming and Liquor Commission.

XIV. INTERPRETATION

In these Bylaws:

A. “Board” means the Board of Directors of The Alpine Club of Canada.

B. “Club” means The Alpine Club of Canada.

C. “Last known address” means the most recent address of the Member as it appears on the Club records.

D. “Notice” means notice required to be given under these Bylaws which notice may be distributed in the most effective manner to all Members.

E. “Section” means a sub group of the Club Members centered in a particular geographical area and meeting on a regular basis for the purpose of carrying out the aims and objects of the Club.

F. The pronoun “they” shall be deemed to include all genders, or the plural where the context so requires.

REVISION HISTORY

Date	Description
09-September-2021	Proposed changes submitted to the Board of Directors for review. Changes include: <ul style="list-style-type: none">- Updated Elections Section IV cii.- Added gender neutral language,

	<ul style="list-style-type: none"> - Improved spacing, - Update Club/club, Section/section, Member/member for consistency.
30-October-2021	Revisions to the Bylaws from September 9 th , 2021 were approved by the Board of Directors
5-July-2023	Revision to Election Bylaws, with Article IV, sections A, B, and C replaced. No other changes to Bylaws.