

**BY-LAWS FOR
THE B.L.T. RAILS TO TRAILS ASSOCIATION**

Definitions

1. In these by-laws:
 - (a) “Society” means The B.L.T. Rails to Trails Association
 - (b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or virtually, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members’ meeting of the Society.
4. Every member may vote at any members’ meeting of the Society.
5. Any member of legal age, or with their guardian’s written consent, is entitled to hold any office.
6. (a) Membership in the Society shall consist of:
 - (i) the minimum of 5 subscribers to the Memorandum of Association,
 - (ii) those who support the objects of the Society,
 - (iii) those whose name and address is written in the Register of Members by the secretary,
 - (iv) those who pay an annual fee in an amount to be determined by the Society,
 - (v) those who reside in the geographic area of the Halifax Regional Municipality,
 - (vi) those who renew their membership on an annual basis in writing.
- (b) Friend of the Association status in the Society shall consist of:
 - (i) any individual, business, group, or government agency, who supports the objects of the Society.
 - a. A Friend of the Association:
 - i. Does not pay annual membership dues,
 - ii. Does not have not any voting privileges,

- iii. Register as a “Friend” with the Society, and
 - iv. Are not considered a member, as defined by by-law 4.
- (c) Honorary Membership in the Society shall consist of:
- (i) any individual who supports the objects of the Society, and
 - (ii) Makes a significant contribution of service to the Society, or
 - (ii) Makes a significant financial contribution to the Society, and
 - (iii) Receives approval from the Board of Directors of the Society.
- a. An Honorary Member:
- i. Does not pay annual dues,
 - ii. Has all of the voting privileges of a member of the Society as prescribed by by-law 4.
7. Membership in the Society is not transferable.
8. Membership in the Society shall cease:
- (a) upon death, or
 - (b) if the member resigns by written notice to the Society, or
 - (c) if the member ceases to qualify for membership in accordance with these by-laws, or
 - (d) if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member’s membership in the Society has been terminated.
9. The members may repeal, amend, or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
10. No funds of the society shall be paid to or be available for the personal benefit of any member.

Members’ Meetings

11. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting.
12. A general or special meeting of the members may be held at any time and shall be called:
- (a) if requested by the Chair, or in the absence of the Chair, the Vice-Chair, or
 - (b) if requested by a majority of the directors, or

- (c) if requested in writing by 50% of the members.
13. Notice to members is required for general or special meetings. The notice must:
- (a) specify the date, place, and time of the meeting,
 - (1) a members' meeting may take place in-person or virtually
 - (b) be given to the members seven (7) days prior to the meeting,
 - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax, internet, and/or other electronic means,
 - (d) specify the nature of business, such as the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
14. An annual general meeting shall be held within four months after every fiscal year end and notice is required which must:
- (a) specify the date, place, and time of the meeting,
 - (1) an annual general meeting may take place in-person or virtually
 - (b) be given to the members thirty (30) days prior to the meeting,
 - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax, internet, and/or other electronic means,
 - (d) specify the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
15. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- (a) minutes of the previous annual general meeting,
 - (b) consideration of the annual report of the directors,
 - (c) consideration of the annual financial report of the Society,
 - (d) the appointment of auditors for the ensuing year, and
 - (e) election of directors.
16. (a) Quorum shall consist of 20% of members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote and
- (b) All meetings will be governed by the newest version of Robert's Rule of Order.

17. (a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
- (b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
18. The Chairperson, or in his/her absence, the Vice-Chair, or in the absence of both of them any other Officer appointed from among the directors shall preside as Chair of the Board. In the absence of all Officers, any member appointed from among those present, by majority, shall preside as the Chair at members' meetings.
19. Where there is an equality of votes the Chair shall have a casting vote in addition to the vote they have as a member.
20. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded, it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

22. Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member.
23. The number of directors shall be no less than 5 and to a maximum of 11. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
 - (a) The majority of the board members will be residents of the communities of Beechville, Lakeside, Timberlea, Hubley, and Lake Lewis at any given time.
24. (a) Directors shall retire from office at the end of the annual general meeting of their term, at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to three-year terms, with one-third of the directors elected each year.
 - (b) Officers shall retire from office at the end of each annual general meeting, at which time their successors are elected. Retiring officers shall be eligible for re-election.
25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
27. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager and /or any employee(s) and determine their duties, responsibilities, and remuneration.
28. The directors shall appoint an Executive Committee and a Board Development Committee annually. The directors may appoint other committees as they see fit. All committees will be chaired by a director, with the exception of the Board Development Committee, and membership to a committee is open to all Members, Friends of the Association, and Honorary Members of the Society. All committee chairs are required to submit a report of their committee activities at every director's meeting.
 - (a) An Executive Committee will be comprised of all officers of the Society (ex-officio) and will be chaired by the Chairperson of the Society, or in his/her absence, the Vice-Chairperson of the Society. The Executive Committee will meet as they see fit. The Executive Committee may decide to expedite the business of the Association between director's meeting.
 - (c) A Board Development Committee will be chaired by the Past-Chairperson, or in their absence a committee member who is not seeking election for any director's position. In the event a member is the chair of the committee, the Corporate Secretary (ex-officio) will be appointed as the liaison officer for the committee; the Corporate Secretary cannot be the chairperson for the committee and will not have any voting rights on the committee. The committee may be comprised of officers, directors, and members of the Society. The committee will meet as they see fit and their duties will include:
 - (1) identifying the intentions of the current board members
 - (2) identifying the positions that need to be filled
 - (3) considering the needs of the Society
 - (4) identifying and screening prospective board members
 - (5) considering the need for diversity and inclusion to ensure that the organization is reflective of society
 - (6) conducting, at minimum one, professional development session for all directors on an annual basis
 - (7) providing a list of candidates who are seeking election to the Corporate Secretary no later than 45 days before the annual general meeting
 - (8) conducting a fair election for directors at the annual general meeting
 - (9) conducting a fair election for the officers at the first director's meeting
29. (a) Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members

- (1) upon nomination, and / or
 - (2) If serving as a director, when the possibility of a conflict is realized,
 - (b) All directors must complete the “Conflict of Interest Declaration” annually.
30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Directors’ Meetings

31. The board of directors shall meet no less than 6 times each year.
32. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
- (a) specify the date, place, and time of the meeting,
 - (1) a director’s meeting may take place in-person or virtually
 - (b) be given to the directors seven (7) days prior to the meeting,
 - (c) be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax, internet, and/or other electronic means,
 - (d) the non-receipt of notice by any director shall not invalidate the proceedings.
 - (e) notice can be waived for board meetings with the unanimous approval of the Board.
33. Quorum shall consist of majority (50% plus 1) of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote. All meetings will be governed by the newest version of Robert’s Rule of Order. Decisions at a director’s meeting shall normally be decided by a simple majority vote.
34. The Chair or, in his/her absence, the Vice-Chair or, in the absence of both of them, any other Officer appointed from among the directors shall preside as Chair of the Board.
35. At directors’ meetings, where there is an equality of votes the Chair shall have a casting vote in addition to the vote he/she has as a member.

Officers

36. The officers shall be elected by the directors and there shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined. The position of Past-Chairperson will be appointed and will be filled by the past-term Chairperson.
37. One of the officers shall be the Chairperson. The Chairperson shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors. The chair shall have been a member of the board for a minimum of one year before taking on the duties of chair.

38. One of the officers shall be the Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chair during the absence, illness, or incapacity of the Chairperson, or when the Chair may request him/her to do so.
39. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:
- (a) have responsibility for the preparation and custody of all books and records including:
 - 1. the minutes of members' meetings,
 - 2. the minutes of directors' meetings,
 - 3. the register of members, and
 - 4. filing the annual requirements with the office of the Registrar, and
 - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - (c) file with the Registrar:
 - 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - (d) provide advice to the officers, directors, and members on the Society's by-laws
 - (e) have other duties as assigned by the board.
40. The directors may also appoint a Recording Secretary
- (a) who is responsible for taking minutes of all board and members' meetings, and
 - (b) who is a director, Member, Friend of the Association, or Honorary Member.
41. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society and carry out all other duties assigned by the board.
42. One of the officers shall be the Past-Chairperson. The Past-Chairperson will be appointed, by the majority of the directors, and filled by the preceding-term Chairperson; the Past-Chairperson is an ex-officio Director and officer of the society. The Past-Chairperson shall have responsibility to chair the Board Development Committee and carry out all other duties as assigned by the board. The Past-Chairperson will not have signing authority on any matters.
43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson, or the Vice-Chairperson, and the Corporate Secretary, or the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.

Finance

44. The fiscal year end of the Society shall be the last day of December.
45. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
 - (a) a balance sheet showing its assets, liabilities, and equity, and
 - (b) a statement of its income and expenditure in the preceding fiscal year.
46. A copy of the financial report shall be signed by the auditor and the Chairperson and Treasurer.
47. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
48. An auditor of the Society shall be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
49. The Society may only borrow money as approved by a special resolution of the members.
50. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
51. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties. All reasonable expenses shall be pre-authorized by the Executive Committee, reported in writing to the Treasurer within 30 business days, and reviewed by the finance committee quarterly.
52. The Society shall not make loans, guarantee loans or advance funds to any director
53. The banking business of the Society shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada. The banking business or any part of it shall be transacted by officers of the Society. All banking transactions will require two signatures of any authorized officers. Authorized officers include: the Chairperson, Vice-Chairperson, Corporate Secretary, and the Treasurer. The Past-Chairperson does not have authority to conduct banking business.

Distribution of Society Assets Upon Dissolution

54. Upon the dissolution of the Society and after payment of all debts and liabilities to the Memorandum, such remaining assets will be distributed to the Nova Scotia Trails Federation, operating as Nova Scotia Trails.

Effective Date


55. Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board.

CERTIFIED to be By-Laws of the Society, as enacted by the directors of the Society by resolution on the 16th day of February, 2022 and confirmed by the members of the Society by special resolution on the 16th day of February, 2022

APPROVED by the Nova Scotia Register of Joint Stocks on the 1st day of March, 2022



Deepak Prasad
Chairperson / Director



[Tracey Wright \(Apr 11, 2022 11:28 ADT\)](#)

Tracey Wright
Treasurer / Director