



## SECTION 4

# VICTORIA PATHFINDERS WALKING CLUB

## CONSTITUTION

1. The name of the club is:

**“VICTORIA PATHFINDERS WALKING CLUB”**

2. The objectives of the club are:

to contribute to the health and well-being of members primarily from the greater Victoria area through their participation in programs of amateur, friendly, non-competitive, family-oriented Volkssport walking events. Other official Volkssport activities are bicycling, swimming and cross-country skiing;

to attract new club members through organization, promotion and safe operation of Volkssport activities in the greater Victoria area and beyond;

to collaborate with other Volkssport clubs throughout British Columbia and beyond;

to represent the best interests of club members through effective and efficient management;

to communicate with club members and Volkssporters in general by various media; and

to perform the above in accordance with the standards established by Volkssport Association of British Columbia (VABC), Canadian Volkssport Federation/La Federation Canadienne Volkssport (CVF/FCV) and Internationaler Volkssport Verband (IVV).

3. The objectives of the club will be carried out without personal gain for its members. Assets and equity of the club will be used to achieve its objectives.

4. On dissolution of the club, assets and equity remaining after all debts have been paid will be transferred to VABC.

## VICTORIA PATHFINDERS WALKING CLUB

### BYLAWS

#### Part 1 - Interpretation

1. (1) "Club" means the Victoria Pathfinders Walking Club, Victoria, B.C., Canada.
- (2) "Volkssport" translates literally as "people's sport". Volkssports are non-competitive recreational sports specifically for the enjoyment of participants but under the IVV/CVF rules and regulations designed to ensure the safety and enjoyment of each participant. Volkssporting includes such activities as walking, cycling, swimming, and cross-country skiing. Walking is the predominant activity.
- (3) "VABC" means the VOLKSSPORT ASSOCIATION OF BRITISH COLUMBIA, being the provincial Volkssport organization.
- (4) "CVF/FCV" means the CANADIAN VOLKSSPORT FEDERATION/LA FEDERATION CANADIENNE VOLKSSPORT, being the national Volkssport organization.
- (5) "IVV" means the INTERNATIONALER VOLKSSPORT VERBAND (translates as International Federation of Popular Sports), being the worldwide Volkssport organization.
- (6) "Club Member" or "Member" means an individual who has paid the appropriate annual membership fee (either single or family); all Club Members (either single or family) are entitled to an individual vote on matters of club business arising at annual general or extraordinary meetings of the Club and on other matters as determined by the Executive Committee.
- (7) "Honorary Life Member" means an individual who was formerly a Club Member and who has been extended the rights and privileges of a Club Member by the Executive Committee, except the obligation to pay the annual membership fee.
- (8) "Associate Member" means an individual who has been extended the rights and privileges of a Club Member by the Executive Committee, except the obligation to pay the annual membership fee and the right to vote on matters of club business.
- (9) "Executive Committee" means the President, Vice President, Secretary, and Treasurer of the Club elected at the annual general meeting and includes a Club Member appointed by the Executive Committee to act in any of those positions if a vacancy arises because of the death, incapacity or resignation of the elected person. The Executive Committee is empowered to manage the property and business of the Club.

(10) "Managing Group" means the group of voting Club Members, appointed by the Executive Committee, who meet on a regular basis to manage the day-to day operations of the Club. This group is comprised of the Executive Committee, Registration Coordinator, Walkfest Event Coordinator, Membership Coordinator, Publications Editor, Publicity Coordinator, Walk Coordinator, Web Master, Trail Master, Marking Coordinator and Past President (optional); in the event that a person holding one of these positions, other than a member of the Executive Committee, is unable to attend a Managing Group meeting, that person may designate another member of the Managing Group to represent him/her.

(11) "Constitution and Bylaws" means the constitution and bylaws of the Club as revised from time to time by vote by the membership in accordance with the Constitution and Bylaws.

(12) "AGM" means the annual general meeting of the Club held in accordance with the Constitution and Bylaws.

(13) "'Special Resolution" is a resolution whereby the Constitution and Bylaws may be amended and means

(a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those Members of the Club who, being entitled to do so, vote in person;

(i) of which the notice that the Bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a Special Resolution has been given, or

(ii) if every member attending at the meeting agrees, at a meeting of which less than 14 days' notice has been given.

2. Words indicating the singular include the plural and vice versa; and words implying a male person include a female person and vice versa.

## **Part 2 - Membership**

3. Any person may apply for membership in the Club. Membership is not transferable.

4. Annual membership fees for each calendar year are due and payable by January first of that year.

5. The Constitution and Bylaws must be made available electronically to each Club Member and may be made available in other forms. It is each Member's responsibility to become familiar with each of these documents and to act in accordance with the Constitution and Bylaws.

6. An individual will cease to be a Club Member on the happening of one or more of the following events;

- (a) when annual membership fees have not been paid within sixty days after the due date;
- (b) upon cancellation of an individual's membership in the Club by the Executive Committee;
- (c) upon delivery of written resignation by the Club Member to the Executive Committee.

7. Circumstances leading to consideration of cancellation of an individual's membership will be reviewed by the Executive Committee who will give the individual involved an opportunity to be heard before the Executive Committee votes on whether or not to cancel the membership.

### **Part 3 - Meetings**

8. An AGM will be held once in respect of every fiscal year and not more than fifteen (15) months after the date of the immediately previous AGM.

9. Extraordinary meetings of Members may be held as deemed necessary by the Club President or as deemed necessary by an unanimous motion of the other elected members of the Executive Committee.

10. Meetings of the Executive Committee and Managing Group may be held as determined by the president or as requested by their members as described in paragraphs 33 and 38 below.

11. Notice of meetings of the Club may be given to Club Members in person, by mail, by email, by telephone, in a newsletter or by posting on the Club's website on the internet.

12. Notice of an AGM or of an extraordinary meeting will specify the place, day, time and the general nature of any special business, and include the text of any Special Resolutions proposed to be considered at the AGM or extraordinary meeting. This notice must be given at least fourteen days in advance to individuals listed as Club Members on the day the notice is given.

13. Proposed amendments to the Constitution and/or Bylaws must contain the details and rationale for those amendments and include the text of any Special Resolutions intended to implement those amendments.

14. Non-receipt of notice by any Club Member, when that notice was given in accordance with paragraph 11 of these Bylaws, does not invalidate the proceedings, including any Special Resolutions passed, at an AGM or extraordinary meeting of the Club.

### **Part 4 - Proceedings at Meetings**

15. Matters not provided for in these Bylaws will be dealt with according to the procedures adopted by a motion supported by a majority of those in attendance at any meeting or, in the absence of such a motion, according to the procedures set out in: Roberts Rules of Order (*Robert's Rules of Order Newly Revised*, 11th ed. (Da Capo Press, 2011)).

16. Every motion proposed shall be seconded.

17. Each Club Member and Honorary Life Member present at the AGM or extraordinary meeting is entitled to cast one vote per motion or per Special Resolution. Votes may be signified by show of hands or, where the chair of the meeting determines or the Members at the meeting by motion require, by secret ballot.

18. Business arising and ordinary motions proposed will be decided by a majority of votes.

19. The chair will not vote unless the votes "for" and "against" are equal, then the chair must cast the deciding vote.

#### **Part 5 - Annual General Meetings**

20. The President or Vice President, or in the absence of both; one of the other members of the Executive Committee present, must preside as the chair of the AGM.

21. Voting by proxy is not allowed; the right to vote must be exercised in person.

22. The lesser of twenty-five voting Club Members or twenty-five percent of voting Club Members constitutes a quorum.

23. No business other than the election of the chair and the adjournment of the AGM may be conducted when a quorum is not present.

24. Executive Committee recommendations for Honorary Life and Associate Members must be presented for approval by Members at the AGM.

25. At any time that a quorum ceases to be present, the business then in progress must be suspended until a quorum is restored or until the meeting is adjourned.

26. The Constitution and/or Bylaws cannot be altered except by Special Resolution passed by a majority of 75% of those Club Members actually present at an AGM or an extraordinary meeting.

27. At the conclusion of the AGM all members of the Executive Committee must step down and the final order of business at the AGM is to elect an Executive Committee for the following year in accordance with the following:

- (a) Separate elections will be held for each position.

- (b) An election may be decided by acclamation; otherwise, it will be decided by secret ballot.

28. The following rules apply to appointment of members of the Executive Committee between AGM's:

- (a) Between AGMs the Executive Committee may appoint by motion a consenting Club Member to fill a vacant position.
- (b) The Club Member appointed under paragraph 28 (a) may hold the position until the conclusion of the next AGM and is eligible to continue subject to election.

### **Part 6 - Executive Committee**

29. The duties of the Executive Committee are:

- (a) **President**, as the chief executive officer of the Club, is responsible for managing all aspects of the Club through the Executive Committee and Managing Group.
- (b) **Vice President**, also known as the **President-Elect**, is responsible for ensuring that club events are conducted safely and according to the standards set by VABC, CVF/FCV and IVV, for alerting the president to significant situations that require the president's attention, and for fulfilling the duties of the president in her/his absence. If for any reason, including the President stepping down at the AGM, the position of President becomes vacant the **Vice President** becomes the **President**.
- (c) **Secretary** is responsible for ensuring that pertinent decisions of the club are recorded and applicable documents updated and for alerting the president to unusual situations that require the president's attention, including situations where discrepancies in records exist.
- (d) **Treasurer** is responsible for ensuring that the financial transactions of the club are properly recorded and for alerting the president to situations related to finances. On request by a Club Member the treasurer ensures that the financial records, including the inventories of Club assets, are available for review.

30. Subject to the Constitution and Bylaws of the Club, the Members of the Executive Committee:

- (a) must manage, or supervise the management of, the affairs of the Club, and
- (b) may exercise all the powers of the Club.

31. Members of the Executive Committee are empowered to manage Club property and business transactions, including spending Club funds for costs related to operating and administering Club business and establishing Club Rules and Regulations subject to all laws, bylaws and regulations applicable to and affecting the Club.

32. Members of the Executive Committee, at the discretion of the Executive Committee, may be reimbursed for necessary and reasonable expenses, including travel expenses, incurred while engaged in the affairs of the Club. The Treasurer, in her/his discretion, may reimburse a member of the Executive Committee for necessary and reasonable expenses incurred for the Club and supported by receipts, except for travel expenses, of amounts up to \$100.00 without prior authorization by the Executive Committee.

33. The President, on her/his own initiative, may call a meeting of the Executive Committee to discuss any Club business or on request of any Executive Committee member, must call a special meeting of the Executive Committee to discuss any special and urgent Club business.

34. The Executive Committee may appoint ad hoc committees.

#### **Part 7 - Managing Group**

35. Day-to-day operations of the Club will be managed by the Managing Group subject to direction from the Executive Committee.

36. The Managing Group may recommend changes to Club Rules and Regulations.

37. The Managing Group will coordinate all functions of the Club and communicate Club business to Members performing these functions.

38. The President, on her/his own initiative, may call a meeting of the Managing Group to discuss any Club business or on request of any Managing Group member, must call a special meeting of the Managing Group to discuss any special and urgent Club business.

#### **Part 7 -Transition**

39. The founding membership of the Victoria Pathfinders Walking Club shall be all of the members of Garden City Wanderers and Juan de Fuca Pathfinders on the respective dates on which the Victoria Pathfinders Walking Club Constitution and Bylaws are adopted by the membership of each club. Any member of either club can choose not to be a member of Victoria Pathfinders Walking Club by notifying the Executive Committee in writing at any time of that choice.

40. The members of the Executive Committee of the Victoria Pathfinders Walking Club, until they are elected or replaced at the first general meeting of the Club, shall be:

- a. President- the President of the Garden City Wanderers;
- b. Vice President- the President of the Juan de Fuca Pathfinders;
- c. Treasurer- the Treasurer of Garden City Wanderers; and
- d. Secretary- the Secretary of Garden City Wanderers.

41. Notwithstanding the dates on which the Victoria Pathfinders Walking Club Constitution and Bylaws are adopted, the Club shall come into existence on January 1, 2020.

42. The fiscal year end for Victoria Pathfinders Walking Club shall be December 31.

43. Funds in the Garden City Wanderers bank account and in the Juan de Fuca Pathfinders bank account at the date of the first general meeting shall be transferred to the Victoria Pathfinders Walking Club and those funds shall be held in a bank account in its own name to be disbursed according to the annual budget adopted by the members of the Club.

44. Other property and assets owned by Garden City Wanderers and Juan de Fuca Pathfinders at the date of the first general meeting shall be transferred to the Victoria Pathfinders Walking Club and become the property and assets of the Club.