

**BYLAW NUMBER ONE OF THE
MANITOBA RECREATIONAL TRAIL ASSOCIATION, INC.**

**(Proposed 1999 01 26)
(amended April 2005)**

1. **NAME:** The name of the organization shall be "The Manitoba Recreational Trail Association, Inc." hereafter referred to as MRTA.
2. **INCORPORATION:** MRTA is incorporated under the Manitoba Corporations Act as Corporation No. 2986265.
3. **CHARITABLE STATUS:** MRTA is registered with Revenue Canada as a charity under number 89399-9763-RR0001
4. **OBJECTIVES:** The objectives of MRTA are:
 - To promote, plan, coordinate and supervise the development of recreational trails in Manitoba as public amenities,
 - To harmonize its plans with those of Trans Canada Trail.
5. **MISSION STATEMENT:** To provide support knowledge, information, technology and resources necessary to promote the construction and use of recreational trail development throughout Manitoba, thereby improving the economy, the environment and human well being.
6. **MEMBERSHIP:** Membership is open to organizations and individuals who support the objectives of MRTA and have been admitted as members by the board of directors, and shall consist of such classes and be subject to such conditions as the bylaws may from time to time provide.
7. **GOVERNANCE:** MRTA shall be governed by a board of directors of not less than 3 nor more than 25 persons elected from the membership by the membership or appointed by the board of directors from the membership as the bylaws may from time to time provide.
8. **PROPERTY:** MRTA may acquire, hold and dispose of real and other property for the purpose of carrying out its objectives.
9. **AMENDMENTS:** Amendments to the bylaws shall require at least 21 days notice of motion to the membership and a 2/3 vote of those members present at a membership meeting.

10.0 NOTICE TO MEMEBERS OF MEMBERSHIP MEETING AND OF MOTIONS TO AMEND BYLAWS

- Publication of the notice in the MRTA Newsletter or in a mailing delivered to the post office at least 21 days prior to the meeting shall constitute proper notice.

11.0 MEMBERSHIP

11.1 Classes of Membership:

- 1. General Membership:** Trail Development groups, Trail User Groups, Municipalities and Towns and similar groups
- 2. Household Membership:** all individuals residing at the same physical household address.

11.2 Membership Fees:

Fees for each class of membership shall be set annually by the Board of Directors having regard to the needs of MRTA. Payment of membership fees shall be a condition of membership.

11.3 Membership Meetings:

Household memberships are non-voting. General memberships are entitled to a single vote per membership. Each board member is entitled to a single vote.

An annual general meeting (AGM) shall be held within 60 to 120 days of the end of the fiscal year with at least 21 days notice to the members. The Board shall report on the activities of the past year and on proposed activities for the coming year, present a financial report for the past year, present an auditors report for approval by the membership and present a budget for the coming year as information. An election for directors shall be conducted. Other business may be conducted.

A special general meeting may be called by the Board of directors with at least 15 days notice to members. Such notice shall indicate the time and place of the meeting and the subject of the meeting. The business of the meeting shall be limited to that specified in the notice. The Board shall call a special general meeting upon petition of 20% of the membership.

A quorum for members meetings shall be 20 members or 50% of the membership, whichever is less.

Minutes from members meetings shall be reviewed, corrected as necessary and approved by the Board at the first or second board meeting subsequent to the members meeting.

12.0 BOARD OF DIRECTORS (The Board)

12.1 Composition:

The Board shall normally consist of 10 to 14 members normally resident in Manitoba and shall consist of:

5 to 7 Manitoba Provincial Association or Manitoba Trail Club Directors

5 to 7 Directors at large

12.2 Election and Appointment

Each Manitoba Provincial Association and Manitoba Trail Club shall be entitled to nominate one of its members for Director. Five to seven Directors shall be elected from the nominees of the Manitoba Provincial Associations and Manitoba Trail Clubs by the membership.

Associations and Clubs shall submit copies of resolutions nominating Directors.

Five to seven Directors shall be elected from the Membership.

Approximately one-half of the Directors shall be elected annually, to a two-year term or until their successors are elected or appointed. The Board may appoint a Director to fill the unexpired term of a Director whose position becomes vacant. The Board may appoint additional directors to fill vacant positions if an insufficient number is elected at the AGM.

12.3 Duties:

The Board shall have the overall supervision of the affairs of the MRTA in the pursuit of its objectives and mission.

12.4 Remuneration:

Directors shall not receive any remuneration for services as Directors. Directors may be reimbursed for expenses incurred in attending meetings, or in carrying out the affairs of the MRTA according to policies as may be adopted by the Board.

12.5 Conflict of Interest:

A Director shall be deemed to be in a conflict-of-interest position when, at any meeting of the Directors, questions arise such that a Director either directly or indirectly has a personal financial interest, expresses a moral obligation/conflict, or places the interests, goals or objectives of the MRTA secondary to those of any other organization. Where questions arising at any meeting of Directors present a conflict-of-interest for any Director, such Director shall be excused from the meeting during any discussion and voting on those questions. The then remaining Directors shall constitute a quorum for purposes of voting on such questions.

12.6 Removal from Office:

The office of a Director shall by resolution passed by a 2/3 vote, be immediately terminated if the Board determines that any provision of a by-law, policy or resolution has been breached by such Director. A waiver by the Board of any breach of such provision shall not be deemed to be a waiver in respect of any other or subsequent breach. The failure of the Board to enforce at any time any provisions shall in no way be interpreted as a waiver of such provision.

The office of a Director may be terminated by a resolution passed by a 2/3 vote if the Board determines that the Director has been guilty of conduct arising out of bad faith, tending to injure the good name of MRTA, disturbing its well being, or hampering its work.

12.7 Meetings of Board:

Meetings, other than regularly scheduled meetings, may be called by the President or any two Directors with 7 days notice indicating the time and place and the subject of the meeting. Notice may be given by telephone including a message left on an answering machine, by e-mail, by fax, or by a letter delivered to the post office at least 10 days prior to the meeting, with all notices directed to the last address supplied by the Director. Notice of a meeting may be waived by agreement of a majority of the Directors. A quorum shall be majority of the Directors. Unless specified otherwise in the Bylaws, all questions shall be decided by majority vote. The chair shall not vote except to break a tie.

12.8 Indemnity of Officers and Directors:

Each Director and former Director and each person who acts and/or has acted at the MRTA request as a Director of a body corporate of which the MRTA is or was a shareholder or creditor and his/her heirs and legal representatives shall be indemnified against all costs, charges and expenses including an amount paid to satisfy an action or satisfy a judgment reasonably incurred by him/her in respect of any civil, criminal or administrative action or procedure to which he is made a party by reason of being or having been a Director of MRTA or such body corporate to the extent provided for in section 119 of the Corporations Act.

12.9 Hiring of Staff

The Board may hire and release staff and establish terms of employment and remuneration for such staff.

12.10 Contracts:

The board may enter into contracts for the purchase of goods and services and real property. Contracts shall require authorization by a resolution of the Board. The Board may delegate authority to make small or routine purchases.

13. OFFICERS

13.1 List Of Officers:

President
Vice-president
Secretary
Treasurer
Grants Committee Chair (ex-officio)

The Officers shall constitute the Executive Committee.

13.2 Election of Officers:

After the Adjournment of the AGM, or as soon thereafter as is practical, the immediate Past-President (or such other person as may be nominated by the chair of the previous AGM) shall convene a meeting of the continuing and newly elected Directors and conduct an election of Officers from the Directors. The Officers shall continue in office until the adjournment of the next AGM or until a replacement is elected or appointed.

13.3 Duties of Officers:

President

- Normally call and chair all meetings of the Executive, the Board and Members.
- Act as CEO and give direction and exercise supervision over the affairs of MRTA.
- Carry out such other duties as may be assigned by the Board.

Vice-president

- Act for the President in the President's absence.
- Carry out such other duties as may be assigned by the Board.
- Be a signing officer of the MRTA

Secretary

- Record the minutes of all Executive, Board and Member meetings.
- Be a signing Officer of MRTA.
- Maintain current copies of the constitution, by-laws and policies at meetings and provide advise as necessary.
- Carry out such other duties as may be assigned by the Board

Treasurer

- Receive and disburse all funds of MRTA.
- Keep accurate records of all transactions with supporting detail.
- Prepare an annual financial report prior to the AGM.
- Prepare an annual budget for approval by the Board prior to the AGM.
- Prepare financial reports for Board meetings.
- Administer insurance policies of MRTA.
- Submit annual report required under Corporations Act.

- Submit annual reports required by Revenue Canada re: Charitable status.
- Administer PST and GST funds
- Administer Trans Canada Trail Foundation funds entrusted to MRTA.
- Maintain an inventory of all assets of MRTA and submit a report to Board prior to AGM
- Be a signing officer of the Board.

14.0 COMMITTEES

14.1 All Committees:

All committees shall report to the Board through a Director whom the Board has designated as a member of the committee. The designated Director shall recruit members to the committee, and chair the organizing meeting.

The committee shall organize itself as it sees fit.

All committee shall organize itself as it sees fit

All committees shall submit an annual report on activities and a proposed budget to the Board prior to each AGM.

14.2 Standing Committees:

The Board may establish standing committees with specified terms of reference as it sees fit.

14.3 Ad-hoc Committees:

The Board may appoint Ad-hoc committees with specified terms of reference as it sees fit.

15.0 FINANCIAL

15.1 Treasurer:

Funds shall be received and disbursed by the Treasurer.

15.2 Bank:

Funds of MRTA shall be held in chartered bank, trust company or credit union.

15.3 Cheques:

Cheques shall be signed by any two of President, Vice-president, Secretary or Treasurer. Normally the Treasurer shall sign.

15.4 Audit:

The Financial records of MRTA shall be audited prior to the AGM and the auditors report shall be presented to the Membership for approval at the AGM.

15.5 Fiscal Year:

The fiscal year shall be January 1 - December 31.

15.6 Budget:

The Board shall develop and approve a budget and present it to the AGM as information.

16.0 OFFICE AND ADDRESS

The office shall be at a location in Manitoba as determined by the Board.

17.0 PARLIAMENTARY AUTHORITY

The parliamentary authority shall be Robert’s Rules Of Order, Newly Revised.

18.0 ASSOCIATIONS AND SUBSIDIARY CORPORATIONS

The Board may enter into associations and agreements with other organizations and establish subsidiary corporations as it deems fit in pursuit of the objectives of MRTA.

19.0 POLICIES

The Board may adopt policies not inconsistent with the By-laws to pursue the objectives of MRTA.

20.0 DISSOLUTION

If, upon winding up or dissolution of the MRTA, there remains after satisfaction of its debts and liabilities any property, such property shall not be paid or distributed among the members but shall be paid or distributed among one or more “registered charities” as defined under Paragraph 110(8)© of the Income Act (Canada) or any successor legislation thereto.

Bylaw enacted on _____

President_____

Secretary_____