

Alpine Club of Canada – Vancouver Section Bylaws (Proposed)

1. Introduction

- 1.1. These are the bylaws of the Alpine Club of Canada – Vancouver Section (ACC-V). The ACC-V is among the ACC's largest and complex sections. The ACC (National) bylaws are not considered sufficient for ACC-V governance. At the same time the ACC-V is not a legal entity and therefore chooses not to have a complete set of bylaws as would a registered society or other corporation.
- 1.2. These bylaws were first adopted by a $\frac{3}{4}$ vote in-favour resolution of the ACC-V members at a Annual General Meeting held in Vancouver on 26 November 2019 and are binding on the section. These bylaws may only be amended by a $\frac{3}{4}$ vote in-favour resolution presented to the ACC-V members at an Annual General Meeting or Special General Meeting.

2. Definitions

- 2.1. In these bylaws:

“ACC” means the Alpine Club of Canada.

“ACC-V” means the Alpine Club of Canada – Vancouver Section.

“ACC-V member” means a member of the ACC, affiliated with the ACC-V, and shown as a “main contact” in the ACC database. An ACC “family membership” has two “main contacts”, both of whom are considered ACC-V members.

“AGM” means Annual General Meeting of ACC-V members.

“applicant” means a person who fills out and signs a nomination form to have their name be included on the ballot for the next election.

“candidate” means a person whose name is included on a ballot for the next election.

“elected executive” means a person who is normally elected to an elected executive position by ACC-V members; and a person appointed to fill a vacant elected executive position in accordance with these bylaws.

“Executive” means all serving elected executives and non-elected executives.

“mandatory criteria” means the mandatory criteria for appearing on a ballot as specified in these bylaws.

“non-elected executive” means a person who is appointed to a non-elected executive position in accordance with these bylaws.

“SGM” means Special General Meeting of ACC-V members. A Special General Meeting is any meeting of the ACC-V members, other than the AGM, at which business is conducted.

3. Elected Executive Positions

- 3.1. The elected executive shall consist of the following positions:
 - a) A **Chair** whose duties include leading and representing the ACC-V.
 - b) A **Vice Chair** whose duties include assisting the Chair as required.
 - c) A **Secretary** whose duties include managing ACC-V records, correspondence, and meeting minutes, as well as convening AGM's and SGM's.

- d) A **Treasurer** whose duties include managing the ACC-V financial records and affairs.
- e) A **Skills and Courses Director** whose duties include managing the ACC-V training programs.
- f) A **Mentorship/Leadership Director** whose duties include managing the ACC-V mentorship program.
- g) A **Trip Recruitment Director** whose duties include managing the ACC-V events calendar.
- h) A **Communications Director** whose duties include managing internal and external ACC-V communications, including social media.
- i) A **Webmaster** whose duties include managing the ACC-V websites.
- j) A **Socials Director** whose duties include managing the ACC-V social events.
- k) A **Quartermaster Director** whose duties include managing the ACC-V equipment.
- l) An **Access & Environment / Federation of Mountain Clubs of BC Director** whose duties include managing ACC-V environmental and access related activities and representing the ACC-V to the Federation of Mountain Clubs of BC.
- m) A **Huts Director** whose duties include managing the ACC-V huts.
- n) A **Banff Mountain Film Festival World Tour Director** whose duties include managing the annual BMFFWT event in Vancouver.

4. Governance by the Executive

- 4.1. The Executive is responsible for establishing the ACC-V policies and has the general charge and control of all the affairs, properties and interests of the ACC-V.
- 4.2. At Executive meetings, every question shall be decided by a simple majority of votes, except as specified otherwise in Sections 8.1, 8.2 and 15.1(j). Each elected executive present will have one vote. In the case of a tie, the Chair, or in the absence of the Chair, the Vice Chair, shall have a second or casting vote.
- 4.3. The Executive in its discretion may choose to be guided by the following in determining how to conduct any business not specifically covered in these bylaws:
 - a) Alpine Club of Canada (National) bylaws.
 - b) Societies Act of British Columbia.

5. Duties of Elected Executives

- 5.1. The duties of each elected executive include:
 - a) Attend all ACC-V Executive meetings unless excused due to travel, illness, or other reasons acceptable to the ACC-V elected executive.
 - b) Vote on ACC-V matters presented to the ACC-V Executive.
 - c) Assist in finding a potential successor when expecting to leave their ACC-V elected executive position.
 - d) Assist and mentor their successor.
 - e) Act honestly, in good faith, and in the best interests of the ACC-V.
 - f) Fully and promptly disclose to the Executive any direct or indirect interest they have in a proposed contract or transaction with the ACC-V. This includes the elected executive, a member of their family, or a person or corporation with whom they are not at arm's length.

6. Non-elected Executive Positions

- 6.1. The Executive may create, change, or eliminate non-elected executive positions at any time and for any reason.
- 6.2. The Executive may by simple majority vote resolution at an Executive meeting appoint any ACC-V member to any non-elected position at any time, and may in its sole discretion by simple majority vote resolution at an Executive meeting terminate any such appointment.
- 6.3. Non-elected executives have the right to attend and participate in Executive meetings.
- 6.4. Non-elected executives do not have the right in any circumstance or on any matter to vote at Executive meetings.
- 6.5. A non-elected executive will fully and promptly disclose to the Executive any direct or indirect interest they have in a proposed contract or transaction with the ACC-V. This includes the member of the elected executive, a member of their family, or a person or corporation with whom they are not at arm's length.

7. Elected Executive Terms and Limits

- 7.1. Elected executives shall be elected every second year at that year's AGM. The election shall include all elected executive positions.
- 7.2. A person may hold at most one elected executive position at any one time.
- 7.3. Candidates may stand for one elected executive position only.
- 7.4. There is no limit for the number of times a person holds an elected executive position.
- 7.5. There is no limit for the number of times a person may be a candidate.

8. Filling a Vacant Elected Executive Position

- 8.1. In the event of a resignation or death of an elected executive, the remaining members of the Executive may appoint an ACC-V member to fill the vacant elected executive position for the remainder of that position's term by a $\frac{3}{4}$ vote in-favour resolution at an Executive meeting.
- 8.2. In the event an elected executive position remains unfilled after an election, the Executive may appoint an ACC-V member to fill the vacant elected executive position for the remainder of that position's term by a $\frac{3}{4}$ vote in-favour resolution at an Executive meeting.
- 8.3. For clarity, people appointed to an elected executive position remain in their position until the next scheduled election and have the same voting rights and duties as other elected executives.

9. Nomination Committee

- 9.1. The Executive shall appoint a Nomination Committee consisting of at least three people, none of whom are standing for election, and preferably including a past Chair.
- 9.2. The Nomination Committee shall:
 - a) Prepare, issue, and receive nomination forms completed by applicants.
 - b) Review all submitted nomination forms to ensure applicants meet the mandatory criteria. The Nomination Committee must reject applicants who do not meet the mandatory criteria; the Nomination Committee shall not waive any mandatory criteria.

- c) Notify applicants of their acceptance or rejection. Notifications shall be sent by e-mail to the e-mail address the applicant supplies on their application form to the Nomination Committee. Rejected applicants may submit an appeal.
- d) Receive, review, and decide on all appeals by rejected applicants.
- e) Publicize the list of candidates for each position.
- f) Publicize candidates' position statements.
- g) Not endorse or otherwise provide its own opinion of any candidate.
- h) Conduct the election including preparing, distributing, and counting ballots.
- i) Publicize election results.

9.3. The Nomination Committee shall prepare the ballots to be used at an election.

- a) If there are no candidates for a position, then "No candidates" shall be shown next to the position.
- b) If there is one candidate for a position, then "Acclaimed" shall be shown next to the candidate's name.
- c) If there are two candidates for a position, then a checkbox shall be included beside each candidate's name. Voters shall be instructed to mark an "X" in the checkbox beside the name of the candidate they are voting for.
- d) If there are three or more candidates for a position, then a box or line shall be included beside each candidate's name. Voters shall be instructed to rank candidates by preference by placing a "1st", "2nd", or "3rd", etc. beside each candidate's name.

9.4. The Nomination Committee shall, prior to the election, determine how the winner will be determined in the event there are three or more candidates for a position. The Nomination Committee shall publicize a description of that method prior to the election.

10. Election Steps, Duties, and Timing

10.1. Following are the election steps, duties, and timing:

- a) The Executive shall appoint a Nomination Committee not less than 60 days before the election.
- b) The Nomination Committee shall with the Executive's notice of AGM at which an election of elected executives is to take place, give notice of the upcoming election to ACC-V members and publicize the nomination form not less than 45 days before the election.
- c) Applicants shall submit completed and signed nomination forms before midnight, 21 days before the election. Nomination forms submitted late shall not be accepted.
- d) The Nomination Committee shall notify applicants of their acceptance or rejection by midnight, 14 days before the election.
- e) Rejected applicants shall submit appeals, if any, before midnight, 12 days before the election.
- f) The Nomination Committee shall publicize the final list of candidates before midnight, 7 days before the election.
- g) The Nomination Committee shall, before midnight, 7 days before the election, publicize a description of the method to be used to determine the winner in the event there are three or more candidates for a position.
- h) The Nomination Committee shall conduct the election at the AGM.
- i) For clarity, nominations for elected executive positions are not permitted from the floor of the AGM.

- j) The Nomination Committee shall publicize the list of elected members by midnight 14 days after the election.

11. Mandatory Criteria for Appearing on a Ballot

- 11.1. Applicants for elected executive positions shall submit a nomination form which includes:
 - a) Applicant name and ACC member number.
 - b) The elected executive position they are applying for.
 - c) Applicant signature and date indicating they are the person submitting the nomination form and certifying that they meet all the mandatory criteria for the elected executive position they are applying for.
 - d) Names, ACC member numbers, and signatures of two supporters, each of whom is an ACC-V member continuously for no less than 12 months prior to election day. The supporters shall certify that, to the best of their knowledge, the applicant meets all the mandatory criteria for the elected position they are applying for.
- 11.2. Applicants for all executive positions must meet the following mandatory criteria to be considered as candidates:
 - a) Be 18 years or over as of election day.
 - b) Be an ACC-V member continuously for no less than 12 months prior to election day.
- 11.3. Applicants for the following elected executive positions must also meet the mandatory criteria described below to be considered as candidates:
 - a) **Chair:** previously held an ACC-V elected executive position.
 - b) **Vice Chair:** previously held an ACC-V elected executive position.
 - c) **Skills and Courses Director:** was an instructor on two or more different courses in the types of courses the ACC-V runs regularly.
 - d) **Mentorship/Leadership Director:** was an ACC-V mentor in the ACC-V mentorship program.
 - e) **Huts Director:** substantially participated in managing or maintaining ACC-V huts as attested to by the current or previous ACC-V Huts Director.
 - f) **Banff Mountain Film Festival World Tour (BMFFWT) Director:** substantially participated in organizing previous BMFFWT events as attested to by the current or previous ACC-V BMFFWT Director.

12. Meetings of Members

- 12.1. An AGM shall be held at least once in every calendar year, and not more than 15 months after the last preceding AGM. An AGM shall be called by the Executive by providing notice of the meeting to all members no less than 45 days prior to the date of the meeting.
- 12.2. An SGM shall be called by the Executive by providing notice of the meeting to all members no less than 30 days prior to the date of the meeting.
- 12.3. Notices of AGM's and SGM's shall be sent by e-mail and shall be publicized on ACC-V websites, newsletters, and social media accounts. ACC-V members are responsible for providing up-to-date e-mail addresses. The accidental omission to give such notice to one or more members shall not invalidate the proceedings of the meeting.
- 12.4. AGM's and SGM's shall be held in person at a suitable location in Vancouver, British Columbia, Canada.

- 12.5. All paid up ACC-V members are entitled to a vote at AGM's and SGM's.
- 12.6. Proxy voting is prohibited at AGM's and SGM's.
- 12.7. The quorum for an AGM or SGM is 10% of ACC-V members or 20 persons, whichever is smaller.

13. Meetings of the Executive

- 13.1. The Executive may meet on the dates and at the places it sees fit.
- 13.2. Meetings of the Executive may be held in person, by conference call, livestream, or other electronic means which permits all participants to communicate adequately with each other during the meeting. The Executive may pass a resolution without a meeting if all of members of the Executive consent to the resolution in writing, by signing or by email or by such other means acceptable to the Executive.
- 13.3. All elected executives are entitled to vote at all meetings of the Executive.
- 13.4. A member of the Executive must recuse themselves from all discussions and votes on matters where they have any direct or indirect interest in a proposed contract or transaction with the ACC-V. This includes the elected executive or non-elected executive, a member of their family, or a person or corporation with whom they are not at arm's length.
- 13.5. Proxy voting is not permitted at meetings of the Executive.
- 13.6. The quorum for a meeting of the Executive is a majority of the elected executives excluding vacant elected executive positions.

14. Compensation for Elected Executives

- 14.1. Elected executives are prohibited from receiving any compensation from the ACC-V, direct or indirect, while in office and for six months after leaving the Executive. Reimbursement for approved expenses and token awards of appreciation for volunteer work given to ACC-V members is not considered to be compensation.

15. Recall (Forced Removal) of an Elected Executive

- 15.1. A petition initiates a recall (forced removal) process for an elected executive.
 - a) The petition shall state the name of the elected executive position, the name of the person holding the elected executive position, and the reason for the recall.
 - b) The petition shall be signed by no fewer than 50 people who are ACC-V members continuously for no less than 12 months prior to signing the petition.
 - c) Each signature shall include the signature date, the printed name, and the ACC membership number.
 - d) All signatures shall be dated within a 90 day period.
 - e) The petition shall be submitted to the ACC-V Chair or Vice Chair or, in their absence, any other elected executive not more than 30 days after the date of the last signature.
 - f) The Executive shall, within 30 days of receiving the petition, call an SGM for the purpose of electing a person to fill the affected position.
 - g) The SGM should take place within 90 days of the receipt of the petition.
 - h) The prescribed election process and timing shall be followed for the position to be filled.
 - i) The term ends at the next scheduled election.

- j) The Executive may, by a $\frac{3}{4}$ vote in-favour resolution at an Executive meeting, suspend the affected person from the Executive pending the SGM. The affected person may not vote on this matter and is not counted as present at that meeting for purpose of this vote. The Executive shall not appoint a person to fill the vacancy created by the suspension.
- k) The affected person may be a candidate in the election for that position and if so, may attend and be heard at the SGM prior to the election for his position.

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