

ACC-VANCOUVER GOVERNANCE POLICY

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1. PURPOSE

The purpose of this document is to describe and communicate how the Alpine Club of Canada Vancouver Section ("ACC-V") is governed. This includes who makes decisions, how they make decisions, and other aspects of leading a section in the Alpine Club of Canada (ACC).

This document meets the requirements described in the ACC "Requirements of Sections Policy".

2. APPLICATION AND SCOPE

This document applies to ACC-V which is an unincorporated section of the Alpine Club of Canada.

3. OUTCOME

The outcome of this document is that all members, sections, and staff are aware of how ACC-V is administered. This document will be posted on the ACC-V website to educate new members, and will be reviewed regularly by ACC-V's governing body. Revisions will be issued when required.

4. INTRODUCTION

This is the governance policy of the Alpine Club of Canada Vancouver Section (ACC-V). The ACC-V is among the ACC's largest and most complex sections. The ACC (National) bylaws are considered insufficient 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.

This governance policy was first adopted by a $\frac{3}{4}$ vote in-favour resolution of the ACC-V members at an Annual General Meeting held in Vancouver on 26 November 2019. They were revised on 23 September 2025. This Governance Policy is binding on the section. This governance policy 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.

5. DEFINITIONS

In this Governance Policy document:

“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 this governance policy.

“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.

6. ACC-V GOVERNANCE AND DAY-TO-DAY MANAGEMENT

The below outlines how the ACC-V will govern the section, and is supplemental to section requirements as outlined in the ACC Club Bylaws and the ACC “Requirements of Sections Policy”.

6.1 SECTION EXECUTIVE

The section will be governed by a section Executive, which will be a group of people who will make decisions for the section as a whole. Further in this document will be a description of how the Section Executive is elected, as well as how decisions are made.

Even though it is not a legal entity, ACC-V is governed by a set of governance policies which can only be revised by the membership at an Annual General Meeting or a Special General Meeting of the members. As described in the ACC-V governance policy document, two groups of people are responsible for ACC-V governance and day-to-day management:

6.1.1 Elected Executives: Elected Executives vote on important matters for the section e.g. to build a new hut or create a new set of training courses. The Elected Executive will consist of the Section Chair, Section Secretary, Section Treasurer, and four Section Member-At-Large (MAL) positions. The Section Member-At-Large positions’ obligations are to participate in the governance of the section. These Section At-Large members have the option to also participate as appointed managers (see below) if they choose. Elections are held every two years and the entire Board is elected at the same time.

6.1.2 Governance by the Executive

- a) 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.
- b) The Board must convene an AGM no more than six months after each ACC-V fiscal year end. The following shall be presented at each AGM:
 - i) A set of standard financial statements for the fiscal year ended before the AGM. The financial statements must include a statement of income and expenses for the fiscal year along with a balance sheet showing assets and liabilities at the fiscal year end.
 - ii) Reports showing status and recent activities for each of the major operating parts of ACC-V.
- c) At board meetings, every question shall be decided by a simple majority of votes, except as specified otherwise in Sections 6.3.1 and 6.3.2. Each board member present will have one vote. In the case of a tie, the Chair, or in the absence of the Chair, the Section Secretary, shall have a second or casting vote.

6.1.3 The duties of each elected executive include:

- a) Attend all ACC-V board meetings unless excused due to travel, illness, or other reasons acceptable to the ACC-V board members.
- b) Vote on ACC-V matters presented to the ACC-V board.
- c) Fully and promptly disclose to the board any direct or indirect interest they have in a proposed contract or transaction with the ACC-V. This includes the board member, a member of their family, or a person or corporation with whom they are not at arm's length.

6.1.4 Appointed Directors and Co-Directors : A set of Directors and Co-Directors of portfolios who are appointed at any time by the Executive. The appointed Directors and Co-Directors are entitled – but not required – to attend and participate in the Executive meetings. The appointed Directors and Co-Directors have no vote on the Executive. The appointed Directors and Co-Directors along with the Section Chair, Section Secretary, and Section Treasurer and four Members-at-Large form the governance group who manage the section day-to-day. People in appointed manager positions could also hold Member-At-Large positions on the board.

- a) The Executive may create, change, or eliminate non-elected executive positions at any time and for any reason.
- b) The Executive may by simple majority vote resolution at an Executive meeting appoint any ACCV member to any non-elected executive position at any time and may in its sole discretion by simple majority vote resolution at an Executive meeting terminate any such appointment.
- c) Non-elected executives have the right to attend and participate in Executive meetings. This right does not apply to board meetings or parts of meetings held in-camera because of requirements for confidentiality.
- d) Non-elected executives do not have the right in any circumstance or on any matter to vote at Executive meetings.
- e) 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 non-elected executive, a member of their family, or a person or corporation with whom they are not at arm's length.
- f) The appointed Directors/Co-Directors together with the Chair, Secretary, Treasurer and MAL form the ACC-V executive group. The ACC-V executive group is responsible for the day-to-day operations of ACC-V.

ELECTED SECTION EXECUTIVE ROLES

Section Chair	The Section Chair – sometimes called Chair – is primarily responsible for leading the Section executive and Section organization in conjunction with the ACC office policies and goals. The Chair is responsible for being a primary contact with the ACC office, facilitating meetings, circulating and implementing information, promoting a spirit of cooperation and teamwork, and fostering an environment that promotes ACC’s values and vision.
Section Secretary	The Section Secretary – sometimes called Secretary – is responsible for keeping minutes of meetings, records, and copies of bylaws and policies.
Section Treasurer	The Section Treasurer – sometimes called Treasurer – will be responsible for working on and keeping financial reports.
Section Member-at-Large	The Section Members-At-Large – sometimes called Members-at-Large or MAL – is primarily a general executive member position. They are involved in meetings, reviews bylaws, policies and procedures, helps on committees, and are generally gaining knowledge and experience that helps guide the Section and develops their own leadership within the Executive team. In the event of a vacancy of a Director position a MAL may be asked to temporarily fill in until a suitable full-time replacement is found.

SECTION PORTFOLIO DIRECTOR/CO-DIRECTOR ROLES

Including *but not limited to*: changed to alphabetical order

- Access and Environment Director
- Archives and Library Director
- Banff Mountain Film Festival World Tour - Director
- Banff Mountain Film Festival World Tour - Co-Director
- Communications Director
- Huts Director
- Hut - Co-Director
- Membership Director
- Mentorship Director
- Mentorship Co-Director
- Quartermaster Director
- Skills and Courses Director
- Skills and Courses Co-Director
- Spearhead Hut Society Directors x 2
- Social Director
- Trip Coordinator Director
- Webmaster Director

6.2 SECTION EXECUTIVE TERM

- 6.2.1. The term of each position in the Section Elected Executive shall be 2 years in length. Should a member of the Section Executive leave their position early, the remaining Section Elected Executive shall have the right to leave the position vacant or appoint an individual for the remainder of the existing term.
- 6.2.2. Elected executives shall be elected every second year at that year's AGM.
- 6.2.3. The election shall include all elected executive positions.
- 6.2.4. A person may hold at most one elected executive position at any one time.
- 6.2.5. Candidates may stand for one elected executive position only.
- 6.2.6. There is no limit for the number of times a person holds an elected executive position.
- 6.2.7. There is no limit for the number of times a person may be a candidate.

6.3 FILLING A VACANT ELECTED EXECUTIVE POSITION

- 6.3.1. 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.
- 6.3.2. 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.
- 6.3.3. 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.

6.4 SECTION EXECUTIVE MEETINGS

- 6.4.1. The Executive may meet on the dates and at the places it sees fit.
- 6.4.2. 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 Elected Executive may pass a resolution without a meeting if all members of the Elected Executive consent to the resolution in writing, by signing or by email or by such other means acceptable to the Executive.
- 6.4.3. Any motions or resolutions held outside of a scheduled Executive meeting (e.g. by email, etc.) whether passed or not should be recorded in the minutes of the next Executive meeting, along with the procedural content being archived for future access.
- 6.4.4. All elected executives are entitled to vote at all meetings of the Executive.
- 6.4.5. 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.
- 6.4.6. Proxy voting is not permitted at meetings of the Executive.
- 6.4.7. The quorum for a meeting of the Executive is a majority of the elected executives excluding vacant elected executive positions.

6.5 MEETINGS OF MEMBERS

The section shall hold an annual meeting to engage and communicate with all section members. The annual meeting is to be a celebration to engage and communicate with section members and is not a fiduciary requirement. The Section Annual Meeting Date and time will be announced at least 45 days in advance, and will cover the following topics:

ANNUAL MEETING TOPICS including but not limited to

Elections	Electing of positions as needed
Financials	Share the financials of the Section
Updates from Directors	Share updates from Section Directors with a summary of the year and goals for the new year

- 6.5.1. 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 Elected Executive by providing notice of the meeting to all members no less than 45 days prior to the date of the meeting.
- 6.5.2. A SGM shall be called by the Executive by providing notice of the meeting to all members no less than 14 days prior to the date of the meeting.
- 6.5.3. Notices of AGM's and SGM's shall be sent by e-mail and shall be publicized on the ACC-V website, newsletter, 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.
- 6.5.4. AGM's and SGM's shall be held in person at a suitable location in Vancouver, British Columbia, Canada.
- 6.5.5. All paid up ACC-V members are entitled to a vote at AGM's and SGM's.
- 6.5.6. Proxy voting is prohibited at AGM's and SGM's.
- 6.5.7. The quorum for an AGM or SGM is 10% of ACC-V members or 20 persons, whichever is smaller.

6.5 COMPENSATION FOR ELECTED EXECUTIVES

- 6.5.1. 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.

6.6 RECALL (FORCED REMOVAL) OF AN ELECTED EXECUTIVE OR THE ENTIRE BOARD

- 6.6.1. A board member may be recalled (forced removal) from the board by a unanimous vote of all the other board members.
- a) The motion to recall must state the name of the elected executive position, the name of the person holding the elected executive position, and the reason for the recall.

6.6.2. A petition initiates a recall (forced removal) of the entire board.

- a) 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.
- b) The motion to recall must state the title of the elected executive positions, the names of the people holding the elected executive positions, and the reason for the recall.
- 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, in their absence, any other board member not more than 30 days after the date of the last signature.
- f) The board shall, within 30 days of receiving the petition, call a SGM for the purpose of electing a new board. This SGM will follow the relevant steps outlined in Section 6.5 (Meeting of Members)
- 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.
- i) The term ends at the next scheduled election.
- j) Any board member may be a candidate in the election and if so, may attend and be heard at the SGM prior to the election.

6.7 RESIGNATION FROM THE SECTION EXECUTIVE

Any member of the Section Executive may resign at any time.

7. COMMITTEES

Committees are used to support the Director of specific areas or the Section Executive on a variety of topics related to the Directors area. Committees are empowered to manage specific tasks and make decisions within specific guidelines, which are outlined by the Director or the Section Executive.

Committees are appointed by the Section Directors or the Section Executive, at their discretion, to conduct the work a Director or Section Executive has outlined. A committee may be formed for any of the areas and topics under a specific Director or Section Executive with their oversight.

7.1 NOMINATION COMMITTEE

7.1.1 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 or persons who understand the duties involved.

The Nomination Committee shall:

- a) Prepare, issue, and receive nomination forms completed and submitted 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; notwithstanding, the Nomination Committee may on appeal, in its sole discretion waive any minor non-compliance with the 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) Not endorse or otherwise provide its own opinion of any candidate.
- g) Conduct the election including preparing, distributing, and counting ballots.
- h) Publicize election results.

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" "tick" or mark of some sort 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.

7.1.2 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.

8. ELECTIONS

8.1 ELECTION STEPS, DUTIES, AND TIMING

8.1.1. 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.

8.2 MANDATORY CRITERIA FOR APPEARING ON A BALLOT

8.2.1. Applicants for elected executive positions shall submit a nomination form in writing or by email or other regular electronic means 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 and ACC member numbers 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, within the time specified in Section 8.1.1c certify to the Nomination Committee in writing or by email or other regular electronic means that, to the best of their knowledge, the applicant meets all the mandatory criteria for the elected position they are applying for.

8.2.2. 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.

8.2.3. 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.

9. POLICY REVISION HISTORY

Date	Description
November 26, 2019	Original ACC-V Bylaws
September 23, 2025	Revised ACC-V Bylaws
April 28, 2026	New Governance Policy adopted