

Northumberland District ATV Riders Club Bylaw

BY-LAW NO.1 LAST AMMENDED Oct 15th, 2017

A by-law relating generally to the transactions of the affairs of
NORTHUMBERLAND DISTRICT ATV RIDERS CLUB

HEAD OFFICE

1. The organization shall be a not for profit corporation known as the Northumberland District ATV Riders Club, hereafter known as the Corporation.
2. The head office of the Corporation shall be in Northumberland County, Province of Ontario, and at such place therein as determined by the directors.
3. The Corporation may, but not need have a seal. Any corporate seal adopted for the corporation may be from time to time approved by resolution of the board of directors.

BOARD OF DIRECTORS

4. The affairs of the Corporation shall be managed by a board of directors whose number shall not exceed eleven (11), all of whom are members in good standing and who shall serve until the end of the month in which the election of officers take place.
5. An election by the general membership shall take place to renew the board of directors. Members of the Board of Directors shall be elected for a three (3) year term.

VACANCIES, BOARD OF DIRECTORS

6. Vacancies of the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the corporation, if they see fit to do so, otherwise such vacancy shall be filled at the next membership meeting.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

7. Seven (7) directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place as it may from time to time determine. No formal notice of such meeting shall be necessary, if all the directors are present or if those present have signified their consent to the meeting being held in their absence. The board may appoint a day or such days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following any meeting of the corporation. The directors may consider or transact any business either special or general at any meeting of the board. Special director's meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) directors. Notice of such meetings shall be delivered, telephoned, tele-copied or emailed to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
8. The Board of Directors shall meet at least six (6) times in each fiscal year, and no more than ninety (90) days shall lapse between meetings.

ERRORS IN NOTICE, BOARD OF DIRECTORS

9. Nor error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

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VOTING, BOARD OF DIRECTORS

10. Questions arising at any meeting of directors shall be decided by a majority of votes. The Chairperson is not entitled to vote: however in case of an equality of votes, the Chairperson shall have the casting vote. All votes at such meetings shall be taken by ballot if so demanded by any director present, but if demand be made, the vote shall be taken in the usual way by assent or dissent. All votes are to be recorded in the minutes of the meeting.

POWERS

11. The directors of the Corporation may administer the affairs of the Corporation in all things and make cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
12. Without limitation from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shared, stock, rights warrants, options, and other securities, lands, buildings, and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable under the voting procedures. Access to the Northumberland District ATV Riders Club clubhouse via key pad is in the power of the directors. The door code should be changed every year and the key code given to the directors. It will be the responsibility of each director to safe guard this key code and empowered to provide the key code to non-board members at their own discretion.

REMUNERATION OF DIRECTORS

13. The directors shall serve without compensation and no director shall directly or indirectly receive any profit from his position such. Reasonable expenses incurred by any director in the performance of his duty may be paid. Reasonable expenses shall be determined by vote of officers of the club. Vote may be taken electronically.
Upon completion of a year satisfactorily fulfilling their role as a director (officer), as deemed by vote of Officers of the Club, 100% of the trail permit fee for the following year will be paid for service to the club to help offset some of the reasonable expenses occurring throughout the year.
Mileage at the rate of thirty five (.35) cents per kilometer will be paid for any long distance travel incurred which are deemed by the board to be beneficial to our club.

CONFLICT OF INTEREST

14. Every director is in a fiduciary relation with the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in his dealings with it or on its behalf. No director shall place himself in a position where there is a conflict between his duties as a director and his personal or business interests.
15. Every director who is in anyway directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest shall declare his interest fully at a meeting of the directors and shall refrain from discussion and voting in respect of the matter on which he has declared a conflict.

TERMINATION OF DIRECTORS

16. A director may be removed from office as follows:
 - a) A director shall cease to be a director upon his resignation in writing.
 - b) A director shall be deemed to have resigned if said director has missed three (3) consecutive board meetings without sufficient cause. Prior to declaring a vacancy with respect of such deemed

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resignation, the board is obliged to inform itself of any circumstances which contributed to the directors' absences.

- c) The members in good standing may, by resolution passed by at least two thirds (2/3) of said members of the Corporation in good standing, of which due notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of votes of said members of the Corporation cast at that meeting, elect any member in good standing to serve for the remainder of his term as a director.

OFFICERS OF THE CORPORATION

17. There shall be a President, a Vice-President, a Secretary, and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President, the Vice President, the Secretary and the Treasurer roles will be assigned by the elected directors at their first board meeting after the general membership election of eleven (11) directors every three years. The other officers of the Corporation need not be members of the board and in absence of written agreement to the contrary, the duties of all officers shall be settled from time to time by the board. The President, the Vice-President, the Secretary and the Treasurer or the Secretary-Treasurer shall be members of the Board of Directors.

DUTIES OF PRESIDENT AND VICE PRESIDENT

18. The President shall when present, preside at all meetings of the members of the Corporation and the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officers appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, his duties and powers maybe exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose , exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE SECRETARY

19. The Secretary shall be the ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF THE TREASURER

20. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursement of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

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DUTIES OF OTHER OFFICERS

21. The duties of all other officers of the Corporation shall be assigned by the (11) directors. A director requires to be responsible for a NDATV responsibility or role.

REMUNERATION OF OFFICERS

- 22a. All officers shall serve without compensation and no officer shall directly or indirectly receive any profit from his position as such. Reasonable expenses incurred by any officer in the performance of his duty may be paid. Vote may be taken electronically. Upon completion of a year satisfactorily fulfilling their role as a director (officer), as deemed by vote of Officers of the Club, 100% of the trail permit fee for the following year will be paid for service to the club to help offset some of the reasonable expenses occurring throughout the year.

Mileage at the rate of thirty-five (.35) cents per kilometer will be paid for any long distance travel incurred which are deemed by the board to be beneficial to our club.

REMUNERATION OF VOLUNTEERS

- 22b. All NDATV members who volunteers for work for NDATV and who have accumulated over 15 hours of service can receive remuneration not in money but for NDATV apparel or towards their OFATV portion of their memberships. In certain situations under the authority of the Trail Maintenance Coordinator role, remuneration of \$11 an hour above the 15 free hours can be authorized.

COMMITTEES OF THE CORPORATION

Executive Committee

23. There shall be an Executive Committee comprised of the President, Vice-President, Secretary and Treasurer, or Secretary-Treasurer, who shall be responsible for the affairs of the Corporation between meetings of the board of directors and shall fully report an all decisions made by the committee at the next board meeting following any such decision.

Other Committees

24. The directors may appoint such other Committees from among the members of the Corporation to perform such business or undertakings as may be designed by the board of directors thereof. Such Committee or Committees shall keep minutes of its or their transactions and report same to the regular meetings of the board provided that, the extent of the powers of such Committee or Committees shall be clearly defined by resolution of the board of directors thereof and that the actions of such Committee or Committees shall not be binding upon the Corporation without the approval of the board thereof as the case may be.

The Chairperson of such Committee or Committees shall be appointed from the members of the board.

LIMITATION, INTENT AND OPERATION OF NDATV

25. Northumberland District ATV Riders Club is a not for profit corporation whose purpose is to foster and promote safe and responsible ATV events, trail touring, trail development in cooperation with other trail use stakeholders.
26. Club members will respect and abide by all existing laws that may apply to the operation of the association and shall respect existing laws in respect to the operation of ATV vehicles including but not limited to the Highway Traffic Act and the Off-Road Vehicle Act.
27. Northumberland District ATV Riders Club is a stakeholder partner with Northumberland County and as such will endeavor at all time to work cooperatively with Northumberland County and assist in their work endeavors as to trail development, maintenance and operation.

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28. Northumberland District ATV Riders Club business is conducted in Northumberland County and as such the corporation shall not maintain a clubhouse or similar premises outside of Northumberland County.
29. Members of Northumberland District ATV Riders Club need not own an ATV but must support the use of ATV'ing as a legitimate recreational sport and as such hold an associate membership of the club nor become a member with the intent of damaging the corporation or with intentions of causing detriment to the operation of the corporation. Exclusion or termination of membership due to this behavior will be determined by a majority of the Board of Directors. An associate member cannot hold a director's position.

EXECUTION OF DOCUMENTS

30. Deeds, transfers, licenses, contracts and engagements of behalf of the Corporation shall be signed by two (2) persons who are officers and shall be on Northumberland District ATV Riders Club letterhead.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and/or Secretary or by any person or persons authorized by the board.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time direct the manner in which, and the person or persons, by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

RECORDS AND BOOKS

31. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

There will be two (2) members in good standing elected at a general membership meeting to act as trustees. The Trustees job will be to audit the financial books one (1) month prior to a general membership meeting as well as prior to the handover of the books from an existing Treasurer to a new Treasurer.

MEMBERSHIPS

32. Memberships shall be open to any individual who is 16 years of age with a valid driver's license. Membership shall commence to those who support the purposes and object of the Corporation, after application in the form authorized by the Board of Directors shall have been received and approved by the directors, and after payment of the required membership fees.

The club authorizes the trail permits to be signed by the seller of the permit acting as an agent on behalf of the club.

Each member shall promptly be informed by the Secretary of his admission as a member.

Each member shall in good standing shall be entitled to one vote on each question arising at any annual or general meeting or the members providing such person has been a member for at least twenty (20) days prior to the said meeting.

Members may resign by resignation in writing, which shall be effective upon the date received by the Secretary of the Corporation. Membership fees are non-refundable.

33. Annual membership may be automatically renewed for each subsequent year by payment of the required annual dues on or before the date of the expiry of the current membership year. No member shall be entitled to vote at or to receive notice of meetings of members while fees are unpaid. Notice

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of assessment of fees for the next following membership year shall be emailed or telephoned to each regular member at least thirty (30) day prior to the end of the current membership year.

34. It is the right, responsibility and privilege of members of the Corporation to be informed; to attend all meetings of the members of the Corporation; to speak; to propose motions and resolutions; to vote upon all resolutions to amend by-laws of the Corporation, any resolution dealing with the number, election, rights, powers and privileges of the Board of Directors, or any resolution which may properly come before the membership; and to elect the Board of Directors in the election year.
35. Membership fees will be determined at the Ontario Federation of ATV Clubs Annual General Meeting.

ANNUAL AND OTHER MEETING OF MEMBERS

36. The annual or any other general meeting of the members shall be held within six (6) months following the end of the corporation's fiscal year at the head office of the corporation or elsewhere in Northumberland County as the board of directors may determine and on such day and time as said directors shall appoint.

At the discretion of the board of directors, the annual or any other meeting of the members of the corporation shall be open to the public, but persons attending shall not have the right to vote unless otherwise entitled by this by-law or any resolution of the membership.

ERROR OR OMISSION IN NOTICE

37. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded in the books of the corporation.

QUORUM OF MEMBERS

38. A quorum for the transaction of business at any meeting of members shall consist of not less than seven (7) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are three (3) members present in person.

VOTING OF MEMBERS

39. Subject to the provisions, if any contained in the Letters Patent of the Corporation, each member of the Corporation, with the exception of the Chairperson shall at all meetings of members be entitled to one (1) vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues and fees, if any, payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded by a declaration by the Chairperson that a resolution has been carried or not carried an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the votes accorded in favor of or against such resolution. The demand shall be decided by a majority of votes given by the members present in person or by proxy, and such poll

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shall be taken in such manner as the Chairperson shall direct the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. The Chairperson shall not be entitled to a vote, but in case of an equality of votes at any general meeting, whether upon a show of hand or at a poll, the Chairperson shall be entitled to the casting vote.

FISCAL YEAR

40. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30th day of September.

CHEQUES, ETC.

41. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by a minimum of two (2) signatories. The Board may have three members authorized as signatories so that the Corporation can issue cheques for payments even if one signatory is unavailable.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

42. The securities of the Corporation shall be deposited for safekeeping with one (1) or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officers. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the direction of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

BORROWING

43. The directors may from time to time:
- (a) borrow money on the credit of the Corporation; or
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, and undertakings, to secure any securities or any money borrowed, or the debt, or any other obligations or liability of the Corporation.

From time to time the directors may authorize any director, officer or member of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

The Corporation is limited to borrowing money for current operation expenses provided that the borrowing power of the Corporation shall not be so limited if the Corporation borrows on the security or real or personal property.

INDEMNITY OF DIRECTORS AND OFFICERS

44. The Corporation hereby consents that each and every director or officer of the Corporation shall be deemed to have assumed office on the express understanding agreement and condition that every director of the Corporation and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the

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funds of the Corporation from and against: The Corporation may by resolution of board members acquire director insurance.

- (a) all costs, charges and expenses whatsoever, which such director or officer sustains or incurs in or about an action, suit or proceeding which is brought, commenced or prosecuted against him or them for in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his or their office or offices; and
- (b) all other costs, charges and expenses which he or they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or their own willful neglect or default.

AMMENDMENTS

- 45. A by-law passed by the directors and repeal, amendment or re-enactment thereof, is effective only until confirmed at the next general meeting or any other meeting of members, and unless confirmed thereat, ceases to have effect at and from that time, and in that case no by-law of the same or like substance has any effect until confirmed at a meeting of the members.
- 46. Subject to the requirements of the Corporation Act, Ontario, and the by-laws of the Corporation may be amended at the general meeting or at any other meeting of members called for the purpose of such amendment, majority of the votes cast by the members present, in person or by proxy, at such meeting, provided that such members constitute a quorum. Notice of motion to amend, including details of proposed amendments, must be received by the secretary not later than thirty (30) days prior to the general meeting or any other meeting of the members.
- 47. Notice that a motion to amend the by-laws will be made at a meeting of members shall be emailed by the secretary to all members in good standing at least fourteen 14 days before the general meeting or any other meeting of members. Such notice to members shall indicate where and when such amendment may be viewed during the fourteen (14) day period prior to the meeting, if the motion to amend is not attached or included with the notice to the members.
- 48. The members may at the general meeting or any other meeting confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

RESERVATIONS

- 49. The board of directors reserves the right to have a 3rd party view and recommend any dispute that they see not in the best interest of Northumberland District ATV Riders Club brought to them by the members as a resolution or amendment to the by-laws or past motions.

INTERPRETATION

- 50. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

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PASSED by the Board of Directors of Northumberland District ATV Riders Club the 15th day of September, 2007.

CONFIRMED by the members in accordance with section 298(3) of the Corporation Act (Ontario) the 23rd day of September, 2007.

AMMENDED by the general membership in accordance with section 129(2) of the Corporation Act (Ontario) on 30th day of October, 2011, and on the 26th October, 2012.

AMMENDED by the general membership in accordance with section 129(2) of the Corporation Act (Ontario) this 15th day of May, 2016.

AMMENDED by the general membership in accordance with section 129(2) of the Corporation Act (Ontario) this 15th day of October, 2016.

AMMENDED by the general membership in accordance with section 129(2) of the Corporation Act (Ontario) this 15th day of October, 2017.

Michael Ainsworth,
President

Dan Worsick,
Secretary