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SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of The Rocky Mountain Ramblers Association on November 15, 2023:

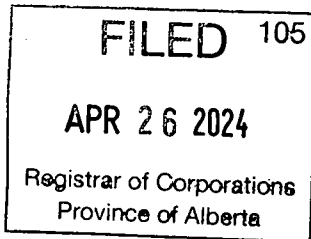
- Repeal and replace existing Bylaws with the attached bylaws.

Date: April 26, 2024

Signature: *Barbara Brunton-Johnstone*

Name: Barbara Brunton-Johnstone

Title: Secretary



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**The Rocky Mountain Ramblers Association
Society Bylaws**

1. MEMBERSHIP

1.1 Membership in The Rocky Mountain Ramblers Association ("the Association") is available to any individual over 18 years of age upon payment of the appropriate fees and signing the membership application & waiver.

Individuals under 18 years of age may attend club activities but must be accompanied by a member who takes full responsibility, risk, and liability for that individual during the club activities, including signing of any special waivers that may be required on the behalf of minors.

1.2 A member may withdraw by giving notice in writing to the Secretary.

1.3 The Executive Committee may by resolution of two-thirds of the Executive Committee expel any member of the Association. The Executive Committee shall give to the member being considered for expulsion 14 days' notice of the meeting considering such a motion and invite that member to the meeting to be heard by the Executive Committee.

1.4 All members of the Association are entitled to participate in all activities of the Association, subject to their physical ability, the requirements of Association Policies, any limitations of participant number on the activity and approval of the Trip Coordinator.

1.5 All Association trips require all participants to acknowledge they will be bound by the waiver conditions by electronically registering for a trip or signing a trip waiver form.

1.6 Membership fees are to be set annually by the Executive Committee at the time of the Annual General Meeting and are to be approved by majority vote of the members present and voting at the General Meeting.

2. MEETINGS

2.1 The annual general meeting shall be called by the Executive Committee for a date as soon as practical after the end of the financial year. The Association may hold other meetings of an informal nature, such as weekly meetings, to further the objects of the Association.

2.2 The Executive Committee may call a special general meeting at any time and must do so on demand by 12 members.

2.3 An annual or special general meeting requires 14 clear days' notice that may be either hand delivered or mailed by post or electronic mail to all members at their last known address.

2.4 A quorum for an annual or special general meeting shall consist of one-fifth of the membership or 25 members, whichever is less.

2.5 Bylaws may be made, altered, or rescinded, by special resolution as provided for in the Societies Act, at an annual or special general meeting.

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- 2.6 Meetings may be held in person or virtually (using electronic means) at the discretion of the Chair.
- 2.7 Any member who has not withdrawn from membership and has not been expelled shall have the right to vote at any meeting of the Association. Such votes must be made while personally attending the meeting, not by proxy or otherwise.

3. EXECUTIVE

- 3.1 The Executive Committee shall consist of the President, Vice President, Past President, Treasurer, Secretary and Trips Director and any other Directors deemed necessary for effective management and operation.
- 3.2 All Executive Committee members except the Trips Director are elected at the Annual General Meeting by a simple majority of those present. The Trips Director shall be appointed after election by majority vote of those in attendance at the Coordinators Council meeting preceding the Annual General Meeting.
- 3.3 A member of the Executive Committee may be removed upon a three-quarter vote of the members present and voting at a special general meeting, with a notice of motion to remove the member of the Executive Committee having been given with the notice of the meeting. If a member of the Executive Committee vacates his position, by death, by removal, or by giving notice in writing to the Secretary, the Executive Committee may appoint a substitute to serve the duration of the term.
- 3.4 The Executive Committee shall, subject to the objects, the bylaws, and the directions given it by the majority vote at the general meetings, manage the business of the Association. The Executive Committee shall meet upon 3 clear days' notice been given verbally or in writing by the officers. The Executive Committee shall meet at least every 3 months. A majority of the members of the Executive Committee shall constitute a quorum.
- 3.5 No member of the Executive Committee shall receive remuneration for their services unless directed by a majority vote at a general meeting of the Association.

4. OFFICERS

- 4.1 The President shall preside at all meetings of the Association and the Executive Committee.
- 4.2 When the President is unable or unwilling to preside at general or Executive Committee meetings, the Vice President shall preside.
- 4.3 The Treasurer shall be responsible for the monies and reporting of the financial position of the Association as required under the Societies Act.
- 4.4 The Secretary shall prepare or have prepared, and have custody of the minutes of the meetings of the Association and the Executive Committee, and of the other books and records of the Association, except that the Treasurer shall prepare or have custody of the

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books of account of the Association. The Secretary has custody and use of the seal of the Association, which seal shall be authenticated with the signatures of the President and the Secretary.

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5. FINANCIAL AFFAIRS

- 5.1 The Association may be empowered to borrow money by a special resolution at an Annual or Special General Meeting.
- 5.2 The financial year of the Association ends September 30, following which the accounts shall be audited by an accountant or by two members of the Association. The auditor's report and balance sheet shall be submitted to the Annual General Meeting.
- 5.3 The books and records of the Association may be inspected by any member or members at any time and place mutually agreed upon by the member or members and the custodian or custodians of the books and records.

6. COMMITTEES

- 6.1 There shall be a Coordinators Council that shall be generally responsible for the outdoor activities of the Association and shall be responsible to the Executive Committee. The Coordinators Council shall consist of the officers and those members approved by the Executive Committee to coordinate the outdoor activities of the association.
- 6.2 The Executive Committee may from time to time appoint such other committees as it may deem advisable, but the function of any such other committees shall be advisory only.