

SATA TRAILS SOCIETY BYLAWS
(Amended Date May 21, 2025)

PART 1 – DEFINITIONS, INTERPRETATION AND OBJECTIVES

1.1 In these bylaws

- a. “SATA” means the SATA Trails Society.
- b. “Board” means the Board of directors of SATA.
- c. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- d. “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a meeting of which notice is specified.
- e. “Member” is an individual who endorses the objectives of SATA and has received approval from its Board.
- f. “Majority of the directors” means greater than 50% of all the filled Board positions.

1.2 Objectives

SATA Vision: Active transportation connecting our communities.

SATA Mission: To support, enhance, promote, and advocate for the benefits, opportunities, and experiences of active transportation.

PART 2 – MEMBERS

2.1 Application for membership

A person may apply to the Board for membership in SATA and becomes a member upon the Board’s acceptance of the application. Membership in SATA is not transferable.

2.2 Duties of members

Every member must comply with the bylaws and policies approved by SATA.

2.3 Terms of admission of members

The following shall be eligible for membership:

- a. those who support the objectives of SATA, and
- b. those who pay an annual fee in an amount, if any, to be determined by the Board.

2.4 Members’ rights and obligations

SATA is accountable to the members of SATA. Only members may attend meetings. Members may attend any meeting of SATA, except for board meetings which are exclusive to the elected directors. Directors may invite guests to any meeting.

SATA TRAILS SOCIETY BYLAWS

(Amended Date May 21, 2025)

Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

2.5 Conditions under which membership ceases.

Membership in SATA shall cease:

- a. upon death,
- b. if the member resigns by written notice to SATA, or
- c. if the member ceases to support the objectives of SATA.

A membership can be terminated by a majority vote of either SATA members or its Board, provided notice of the proposed action has been given.

2.6 Reasons for membership termination

The Board shall have authority to terminate any membership from SATA for any one or more of the following grounds:

- a. violating any provision of the bylaws or written policies of SATA,
- b. engaging in any actions deemed harmful to SATA by the Board, or
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, regarding the objectives of SATA.

PART 3 – MEETINGS

3.1 Managing meetings

The chair, or in their absence, the vice-chair, or in the absence of both, any member appointed from among those present shall preside as chair at meetings.

The chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is provided to the members.

Meeting notices should be communicated to members through one or more of the following methods: newsletters, newspapers, TV, radio, email, phone, fax, or other electronic means.

The non-receipt of meeting notice by any member shall not invalidate the proceedings.

3.2 Preparation and custody of minutes

The Secretary will have responsibility for the preparation and custody of meeting minutes.

SATA TRAILS SOCIETY BYLAWS
(Amended Date May 21, 2025)

3.3 Annual General Meetings (AGM)

The AGM shall be held within three (3) months after the fiscal year ends. At SATA's AGM, only ordinary business is considered; other matters are special business. The following ordinary business shall be considered:

- a. approve the minutes of the previous meeting,
- b. consideration of the annual report of the directors,
- c. consideration of the annual financial report of SATA,
- d. consideration of the auditor report and appointment of an auditor, if any, for the ensuing year, and
- e. election of directors.

3.4 Calling an AGM

Members must be notified about the AGM. The notice must:

- a. specify the date, place, and time of the meeting,
- b. be given to the members no less than thirty (30) days prior to the meeting, and
- c. include the agenda.

3.5 Members' meetings

Meetings of the members can be held at any time and will be called as needed:

- a. if requested by the chair,
- b. if a majority of directors request it, or
- c. if ten (10) or more members of SATA request it.

3.6 Calling members' meetings

Members must be provided notice before members' meetings. The notice must:

- a. specify the date, place, and time of the meeting,
- b. be provided to members seven (7) days before the meeting,
- c. specify the nature of business, such as the intention to propose a special resolution, and
- d. include the agenda.

3.7 Board meetings

The Board shall meet no less than once each year, and as often as the business of SATA may require.

3.8 Calling board meetings

The chair or a majority of directors may call a board meeting.

SATA TRAILS SOCIETY BYLAWS

(Amended Date May 21, 2025)

A board meeting may be held immediately following each AGM, without prior notice, to elect officers.

For all other board meetings, notice is required and must:

- a. specify the date, place, and time of the meeting,
- b. be provided to members seven (7) days before the meeting, and
- c. include the agenda.

Notice for board meeting can be waived with unanimous consent from all Board members.

3.9 Quorum at meetings

No business shall be transacted at any meeting unless a majority of the directors is present.

If a quorum is not present within 30 minutes or is lost during the meeting, all activities must be suspended until such time a quorum is reestablished.

3.10 Voting rights at meetings

Any member may vote at any meeting they are eligible to attend. Each member shall have one vote and no more and there shall not be proxy voting. Except when voting on special resolutions as defined in **Section 1.1 d.** of these bylaws, every question shall be determined by a majority of the votes cast on the question. The chair does not vote except where there is an equality of votes in which the chair shall cast the deciding vote. The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting. At any meeting, a declaration by the chair that a resolution has been carried is sufficient unless at least three (3) members demand a poll. If a poll is demanded, it shall be held by show of hands or by secret ballot as the chair may decide.

PART 4 – DIRECTORS

4.1 Eligibility of directors

Any member of SATA is eligible to be elected as a director of SATA.

Any vacant/remaining positions may be fillable from the membership by decision of the Board.

A director who has, or could be seen to have, a conflict of interest has a duty to declare this interest. The declaration should be made to the members upon nomination.

A conflict of interest does not prevent a member from serving as a director if they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

SATA TRAILS SOCIETY BYLAWS
(Amended Date May 21, 2025)

4.2 Number of directors

The maximum number of directors shall be twelve (12).

4.3 Election of directors

Directors shall retire from the office at the end of each AGM. Retiring directors shall be eligible for re-election. Directors shall be elected to one-year terms.

4.4 Board vacancies

If a director resigns their office or ceases to be a member of SATA, their office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board from among the members of SATA.

4.5 Duties and powers

The management of SATA is the responsibility of the directors.

The directors may appoint officers and other committees as they see fit.

Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest to the directors when the possibility of a conflict is realized. The conflict shall be recorded in meeting minutes.

4.6 Removal of directors

A director may be removed from the Board by majority vote of the directors.

Being absent from three consecutive directors' meetings without notice and reasonable cause will result in the automatic removal from the Board unless otherwise determined by a majority vote of the directors.

PART 5 – OFFICERS

5.1 Appointment of officers

The directors shall elect the following officers from amongst themselves:

- a. Chair
- b. Vice-Chair
- c. Treasurer
- d. Secretary

SATA TRAILS SOCIETY BYLAWS
(Amended Date May 21, 2025)

5.2 Officers' duties and responsibilities

The Board may restrict or supplement the officers' powers and duties.

The chair is responsible for the effectiveness of the Board and shall perform other duties as assigned by the members or the directors.

The vice-chair shall perform the duties of the chair during the absence, illness, or incapacity of the chair, or when the chair may request them to do so.

The secretary has responsibility for the preparation and custody of all books and records including:

- a. the minutes of all meetings,
- b. the register of members,
- c. filing the annual requirements with the office of the Registrar, and
- d. filing with the Registrar:
 - a) within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election,
 - b) a copy of every special resolution within fourteen (14) days after the resolution is passed, and
- e. other duties as assigned by the Board.

If the secretary is absent, the Board must appoint someone else to function as secretary for the meeting.

The directors may also appoint a recording secretary:

- a. who is responsible for taking minutes of all Board and members' meetings, and
- b. who need not be a director.

The treasurer is responsible for keeping all financial books and records of SATA and performing duties assigned by the Board.

PART 6 – DIRECTOR AND OFFICER REMUNERATION

Directors and officers shall serve without remuneration and shall not receive any profit or be paid for being directors or officers. A director or officer may be paid reasonable expenses incurred in the performance of their duties.

PART 7 – FINANCE

7.1 Funds of SATA

No funds of SATA shall be paid to or be available for the personal benefit of any director.

SATA TRAILS SOCIETY BYLAWS
(Amended Date May 21, 2025)

7.2 Fiscal Year

The fiscal year of SATA shall be April 1 in any year to March 31 the following year.

7.3 Audit of accounts

An auditor of SATA may be appointed by the members at the AGM and, if the members fail to appoint an auditor, the directors may do so.

7.4 Annual financial statements

At the AGM, the directors shall present to the members a written report on the financial position of SATA. The report shall be in the form of:

- a. a balance sheet showing its assets, liabilities, and equity, and
- b. a statement of its income and expenditures in the preceding fiscal year.

A copy of the financial report shall be signed by the auditor or by two directors. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each AGM.

PART 8 – SIGNING AUTHORITY

Two officers, or those directed by policy, must sign contracts, deeds, bills of exchange, and other documents.

PART 9 – BORROWING POWER

SATA may only borrow money as approved by a special resolution of the members. SATA shall not make loans, guarantee loans, or advance funds to any director.

PART 10 – INSPECTION OF BOOKS AND RECORDS

The members may inspect the annual financial statements and minutes of any meetings of SATA with one week's notice. All other books and records of SATA may be inspected by any member at any reasonable time, except within two days prior to the AGM, at the registered office of SATA.

PART 11 – MANNER OF MAKING, ALTERING AND RESCINDING BYLAWS

SATA can change their bylaws by filing a special resolution with the Registry of Joint Stock Companies. This change can only happen by special resolution. This change is only effective once approved by the Registry of Joint Stock Companies.