

SKEDADDLE RIDGE TRAILS PEOPLE INC
BY-LAWS
2006

NAME OF INCORPORATION

- 1) The name of the Company is "Skedaddle Ridge Trails People Inc."

OBJECTS

- 2) The objects of the Company are those specified in the Letters Patent incorporating the Company. (See Schedule "A")

HEAD OFFICE

- 3) The head office of the Company shall be at Knowlesville, in the County of Carleton and the Province of New Brunswick.

FISCAL YEAR

- 4) The fiscal year shall be the calendar year and terminate on the 31st. day of December in each year.

CORPORATE SEAL

- 5) The Corporate Seal shall be in the form impressed hereon. The Corporate Seal shall not be used without the sanction of the officer or officers authorized to sign contents, documents, or instruments under these by-laws. (We do not have a corporate seal, however, a future seal would be possible.)

MEMBERS

- 6) Membership in the Company shall be of three types:
 - 1) Active: being a person who submits his/her name to the Company, is approved for membership by the Board of Directors, and who has either paid or has had his/her annual membership fee waived by the said Board.
 - 2) Associate: a person having a special interest in Skedaddle Ridge Trails People Inc, who submits his/her name to the Company, is approved for membership by the Board of

Directors, and who has either paid or had his/her annual membership fee waived by the said Board.

- a) Honorary: being a person recognized by the Board of Directors as having either a special interest or dedication to Skedaddle Ridge Trails People Inc, and who is approved by the Board for life membership in the Company.
In the event of a dispute as to whether an individual member's classification is either "active" or "associate", the final determination shall be with the Board.
- 7) Membership fees shall be determined by the Board of Directors from time to time. The Board also has the discretion to waive any individual's membership dues.
- 8) Membership in the Company shall not be transferable.
- 9) Membership in the Company terminates:
 - 1) upon death;
 - 2) if, by notice in writing to the Company a member withdraws his/her membership;
 - 3) in the case of "active" and "associate" membership, when the member ceases to reside within the geographical region normally serviced by the Company.
- 10) The membership of any member may also be terminated by the vote of two-thirds of the members at a meeting of the members.
- 11) Each Director of the Company shall be conclusively considered to be an individual member of the Company.
- 12) a) "Active Membership" includes the right to attend any general or special meeting of the membership, the right to vote at the said meeting, and the right to stand for Office.

- b) "Associate Membership" includes the right to attend any general or special meeting of the membership, but does not include the right to vote at any such meetings or the right to stand for office.
 - c) "Honorary Membership" includes the right to attend any general or special meetings of the membership, but does not include the right to vote at any such meetings or the right to stand for Office.
- 13) Notwithstanding clause #6, any applicant for membership whose application has been rejected by the Board of Directors, may appeal to the Company which may at any meeting of the membership and without assigning a reason, confirm the rejection or accept the application for membership.

MEETING THE MEMBERS

- 14) The Company shall hold an Annual General Meeting of the membership in each last yearly meeting at such time and place as shall be determined by the Board.
- 15) Special Meetings of the membership may be called by the Board of Directors or the Executive Committee or on the request of at least four members of the Company forwarded in writing to the Secretary stating reasons for such a Special Meeting.
- 16) At least fourteen (14) days Notice of all membership meetings shall be forwarded to all members of the Company. Irregularities in the notice of any membership meetings or in the giving thereof, or the accidental omission to give notice of such meeting to any member, or the non-receipt of any such notice by any of the members, shall not invalidate any resolution adopted or any action taken by or at any such meeting.

17) At each meeting of the members, the order of business shall be as follows:

- a) calling the meeting to order.
- b) recording the number and names of members present and ensuring that a quorum is present.
- c) reading of minutes of last meeting of members and of any intervening special meeting of the members and considering confirmation of the same.
- d) unfinished business arising out of the minutes.
- e) report of the President with respect to work and accomplishments.
- f) presentation of financial report.
- g) discussion and, if thought fit, approval of financial report.
- h) the approval or confirmation of the enactment, repeal, amendment or re-enactment of any by-law or by-laws.
- g) election of Directors.
- h) miscellaneous business, if any, of which notice has been included in the Notice of the Meeting.
- i) new business.
- j) adjournment

18) At each special meeting of the members, the order of business shall be as follows:

- a) calling the meeting to order.
- b) recording the number of names of the members present and ensuring that a quorum is present.
- c) statement of purpose of Special Meeting as it appears in the notice calling the meeting.
- d) discussion and recording of actions taken by the members
- e) adjournment

19) No business shall be transacted at any meeting of the members of the Company unless a quorum is present at the beginning of the meeting. A quorum shall be 15 voting members.

- 20) Each member of the Company shall be entitled to one vote at all meetings of the members.
- 21) At all meetings of members every question shall, unless otherwise required by the Letters Patent or By-Laws of the Company or By-Law, be decided by the majority of votes duly cast on the question.
- 22) In case of an equality of votes at any meeting of the members, the President shall be entitled to a second or casting vote.
- 23) The President may, with the consent of the meeting, adjourn the meeting of the members from time to time and from place to place, but no business shall be transacted at any adjournment other than the business left unfinished at the meeting from which the adjournment took place.
- 24) The only person entitled to attend a meeting of the members shall be:
 - a) any and all members of the Company
 - b) persons entitled or required to attend under the provisions of the Letters Patent and/or By-Laws of the Company; and
 - c) persons entitled or required by law, to be present at the meeting.

Any other person may be admitted only on the invitation of the President, with the approval of the Board.

DIRECTORS

- 25) The affairs of the Company shall be managed by a Board of Directors, (hereinafter sometimes referred to as "The Board"), constituted from the membership of the Company and consisting of a minimum of 4 and not more than 16 members. The Board may exercise all powers and do all acts and things which may be exercised or done by the Company and which are not by the Letters

Patent or By-Laws of the Company, or by law, expressly directed or required to be done by the Company at a meeting of the members.

- 26) A majority percentage of the Board shall form a quorum for the transaction of business at any meeting of the Directors of the Company.
- 27) Each Director shall be at least nineteen or more years of age at the time of his/her election or appointment.
- 28) Directors shall initially be elected for a two-year term and may subsequently be re-elected to successive one-year terms.
- 29) The last meeting of the members in each year shall elect sufficient Directors to replace those whose term comes to an end.
- 30) A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her successor is elected.
- 31) Nominations for election to the Board shall be made by a Nominating Committee which shall be appointed by the Board prior to the last yearly meeting of the members.
- 32) In addition to any nominations put forward by the Nominating Committee, nominations may be made from the floor at the last yearly meeting of the members.
- 33) Election of Directors may, if approved by a majority of the members present at the last yearly meeting of the members, be by ballot.
- 34) Interim vacancies occurring from time to time on the Board, may be filled for the unexpired terms by the Board.

- 35) The office of a Director shall be vacated:
- a) if he dies.
 - b) if, by notice in writing to the Board, a Director resigns his/her position as Director or
 - c) if the Director ceases to be a member of the Company.
- 36) Any Director who is absent from three consecutive meetings of the Board without a bona fide excuse may be removed from office by a majority vote of the Board.

MEETINGS OF THE BOARD OF DIRECTORS

- 37) The Board shall meet twice yearly, and meetings may be called by the President or by any three members of the Board. Special Meetings may also be called at any time by the President or on the request of any three members of the Board.
- 38) During the months of December and January of each year, the Board may suspend meetings and delegate the Executive Committee to carry on the work of the Company.
- 39) Three (3) days notice of all meetings shall be given to all members of the Board.
- 40) At each meeting of the Board, the order of business shall be as follows:
- a) calling the meeting to order.
 - b) roll call (recorded)
 - c) reading of the minutes of the last Board Meeting and considering confirmation of same.
 - d) unfinished business arising from the minutes.
 - e) report of the Executive Committee.
 - f) reports of other committees, if any.
 - g) financial report.

- h) reading of communications.
 - i) new business; and
 - j) adjournment.
- 41) Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote.
- 42) The only person entitled to attend a meeting of the Board shall be those entitled to vote thereat and others, who although not entitled to vote are entitled or required under any provision of the Letters Patent and By-Laws of the company, or by law to be present at the meeting. Any other person may be admitted only on the invitation of the President with the consent of the Board.

POWERS OF THE BOARD

- 43) The Board may from time to time make and appeal By-Laws, resolutions, rules and regulations for the government, control and management of the Company, and until the same are amended or repealed by the Board the By-Laws shall be the By-Laws of the Company.
- 44) The President shall preside at all meetings of the Board and shall possess and may exercise such powers and fulfill such duties as the Board may by resolution determine.

VALIDITY OF ACTS OF DIRECTORS

- 45) All acts done bona fide by any meeting of the Directors as the Board or of a Committee of Directors or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or persons so acting, or that they or any of them were disqualified, shall be as valid as if

every person had been duly appointed and was qualified as a Director.

PROTECTION OF DIRECTORS AND OFFICERS

- 46) No director or officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Company shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/hers part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.

INDEMNITY OF DIRECTORS AND OFFICERS

- 47) Every Director or officer of the Company and his/her 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 funds of the Company, from and against;
- a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him/her, in or about the execution of the duties of his/hers office.

- b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

OFFICERS

- 48) The officers of the Company shall consist of the President, Vice-President, Secretary, Treasurer, Trails Manager and Immediate Past President. The President, Vice-President, Secretary, Treasurer and Trails Manager shall be elected annually by the Board of Directors from its membership. The Director who was President preceding the election of his/her immediate successor in that office shall be Past-President ex-officio and his/her term of office as President terminates.

All officers, in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with just cause.

DUTIES OF THE PRESIDENT

- 49) The President shall possess and may exercise such powers and shall perform such duties as may, from time to time be assigned to him/her by the Board, and without limitation he shall, when present, preside at all meetings of the members, of the Board, and the Executive Committee, and shall be ex-officio a member of all committees of the Board. In addition, the President shall:
 - a) be responsible to the Board and accountable to it for any and all actions in his/her office:
 - b) confer with the Executive Committee about agendas of all regular or special meetings of the Board or membership;
 - c) appoint such Standing or Special Committees as are not elected and are authorized, by action of the Board, for specifically defined purposes; carry out special assignments delegated to him/her by the Board;

- d) confer with the executive and other appropriate persons on any and all phases of the program;
- e) take initiative in bringing suggestions for any phase of the program to the Executive and before the Board for the purpose of changing present policy or developing new policy; and
- f) deliver an address at the last yearly meeting outlining the activities of the past year, assessing the state of the Company, and suggesting plans for the future.

DUTIES OF VICE-PRESIDENT

50) The Vice-President shall

- a) act in the place of the President in his/her absence or inability to act for any other cause,
- b) chair the monthly membership meeting
- c) take chair responsibility for at least one committee
- d) become the Election Officer.

DUTIES OF SECRETARY

51) The Secretary shall issue or caused to be issued notices of all meetings of the Board, Members and Committees (if any) when directed to do so; have charge of the Company minute book; sign with the President or other signing officer or officers of the Company such instruments as require his/her signature and shall perform such other duties as the terms of his/her engagement call for, or the Board may from time to time properly require of him/her. The Secretary shall also be responsible for the safe custody of the Corporate Seal of the Company.

The Secretary or such other officer as may be specially charged with the duty shall keep or cause to be kept a book or books wherein shall be kept recorded:

- a) a copy of the Letters Patent incorporating the Company and of any supplementary Letters Patent, and of the preliminary memorandum of agreement and of all the By-Laws of the Company;
- b) the names of all persons who are to have been members of the Company;
- c) the address and calling of every such person while a member, as far as can be ascertained;
- d) the names, addresses and calling of all persons who are or have been Directors of the Company, with the several dates at which each became or ceased to be such Director.

DUTIES OF TREASURER

- 52) The Treasurer shall have charge of all funds of the Company and keep such funds in a bank or other financial institution as directed by the Board. All disbursements shall be by cheque signed by the Treasurer and such other person or persons as may be designated, from time to time, by the board. The Treasurer shall submit a statement of the financial affairs of the Company at the last yearly meeting of the membership and at such other times as shall be directed by the Board.

DUTIES OF THE TRAIL MANAGER

- 53) The Trail Manager shall have charge of all trail maintenance including signage of Skedaddle Ridge Trails in appropriate manner as per Department of Natural Resources and Department of Transportation requirements, marking and opening of new trails with the approval of the Board of Directors.

VACANCIES IN OFFICE

- 54) If the office of the President, Vice-President, Secretary, Treasurer, one or more, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board by resolution duly passed at any meeting duly called and held may elect or appoint a person to fill such vacancy.

DUTIES OF OFFICERS MAY BE DELEGATED

- 55) In the case of absence of the President, the Vice-President, or of any other officer of the Company or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers of such office to any other officer or any Director of the Company, provided that a majority of the entire Board concur therein.

COMMITTEES

- 56) There shall exist an "Executive Committee" and a "Nominating Committee". Other committees may be appointed from time to time by the Board.
- 57) Committees may be Standing or Special and shall have such powers and perform such duties as may from time to time be determined by the Board. The chairman of each committee shall be appointed by the Board from amongst its membership.

EXECUTIVE COMMITTEE

- 58) There shall be an Executive Committee composed of the President, Vice-President, Secretary, Treasurer, and Immediate Past-President of the Company.
- 59) Subject to the direction of the Board, the Executive Committee shall govern the affairs of the Company between meetings of the Board and may exercise all the powers of the Board.

- 60) Members of the Executive Committee, as such, shall not receive any remuneration for their services as members of the Executive Committee, but, by resolution of the Board, they may be reimbursed for expenses incurred in the performance of their duties.

NOMINATING COMMITTEE

- 61) The "Nominating Committee" shall be composed of the Vice-President, who shall act as Chairman and any two other Directors appointed by the Board prior to the Annual Meeting of the members.
- 62) The Nominating Committee shall be responsible for submitting nominations of prospective Directors both to the Board and to the members at the last yearly membership meeting.

AFFILIATION

- 63) The Company may be a member association of the New Brunswick All-Terrain Vehicle Federation.

BOARD MAY WITHHOLD INFORMATION

- 64) No member shall be entitled to require discovery of any information respecting any details or conduct of the Company's business which in the opinion of the Board it will be inexpedient in the interests of the members of the Company to communicate to the public.

SIGNING OF CHEQUES, DRAFTS AND NOTES

- 65) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or persons, whether or not officers of the Company, and in such manner, as the Board may from time to time designate.

EXECUTION OF DOCUMENTS

- 66) Contracts, documents or any instruments in writing (except trade contracts made in the ordinary course of business) requiring the signature of the Company may be signed by the President, Vice-President, and the Secretary or any two of them, and all contracts, documents and instruments in writing so signed be binding upon the Company without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers on behalf of the Company either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

INSPECTION OF ACCOUNTS BY MEMBERS

- 67) The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members, and no member shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the Board or by a resolution of the members in general meeting.

PURPOSE OF GAIN

- 68) The Company shall be operated without purpose of gain for its members, and any profits or other accretions to the Company shall be used in promoting its objects.

DISSOLUTION

- 69) In the event of dissolution, all assets, after payment of liabilities, will be distributed to one or more recognized charitable organizations as agreed upon by the Board.

RULES OF ORDER

- 70) With respect to all matters for which no provision is contained in the Letters Patent or By- Laws, the conduct of the Company's business shall be governed by Canadian Parliamentary procedure.

AMENDMENTS

- 71) The Letters Patent and By-Laws of the Company may be amended in accordance with the manner and procedure prescribed by statute.

INTERPRETATION

- 72) In all the By-Laws of the Company, the singular shall include in the plural and the plural the singular; masculine shall include the feminine and feminine shall include the masculine.

ENACTED by the Directors of the Company on the ____ day of ____ 2006.

WITNESS the Corporate Seal of the Company.

PRESIDENT _____

SECRETARY _____

Approved, ratified, and confirmed by the vote of the members of the Company held on the
____ day of _____ 20____

WITNESS the Corporate Seal of the Company.

PRESIDENT

SECRETARY