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**OPERATIONAL GUIDELINES**  
**SAINT JOHN OUTDOOR ENTHUSIASTS**  
Approved March 2020 - Replaces previous Constitution & By Laws

## **1. NAME**

**1.1** The name of the club will be Saint John Outdoor Enthusiasts (abbreviated SJOE) and hereafter referred to as the Club or SJOE.

## **2. PURPOSE**

**2.1** The purpose of the club is to organize and conduct active outdoor hobby pursuits in which individuals may participate at their own risk, in a manner pleasing and acceptable to the public and ourselves.

## **3. GOALS**

**3.1** To enjoy the world of nature and to socialize together.

**3.2** To utilize our natural surroundings efficiently, having minimal impact on our environment.

**3.3** To learn new skills and share new experiences with one another and with the general public, where applicable.

**3.4** To ensure the continued success of the Club by the shared efforts of the Club Committee and the Membership through effective and timely leadership and participation

## **4. GOVERNANCE AND OPERATION**

**4.1** The governance of the Club will follow the approved Operational Guidelines.

**4.2** The Club Committee will have responsibility for the administration of the business and activities of the Club subject to the Operational Guidelines.

## **5. MEMBERSHIP & AFFILIATIONS**

**5.1** Club members are subject to the Operational Guidelines and persons joining the club will pay membership fees as approved by the Club Committee.

**5.2** Membership is open to any person 16 years of age or over who shares our purposes and goals and submits a signed Membership Application and Assumption of Waiver and applicable fee.

**5.3** The membership fee will be decided by the Club Committee, and subject to revision from time to time with the approval of members at a General Meeting.

**5.4** The Membership Application and Assumption of Waiver will be made available to all members by December 31st. Membership and Assumption of Waiver will be for one year and run from January 1st to December 31<sup>st</sup>.

**5.5** Memberships will effectively expire by March 31 if not renewed but members wishing to vote at an Annual or Special General Meeting must have renewed their membership by the date of the AGM even if it is held prior to the effective expiry date.

**5.6** New Memberships must be renewed subject to article 5.5 regardless of when in the previous year, application and fees are received.

**5.7** The membership of any member may be suspended by resolution of the Club Committee and suspension will be in effect immediately, concurrent with written notice to the member. Any member of the Club who receives notice of their membership suspension may appeal the decision, in writing and addressed to the Club Committee Chair within 30 days of receipt of the notice and state their case at a meeting of the Club Committee called for this purpose.

**5.8** Non-members are welcome to participate in up to two Club events as guests, but if they wish to participate in further club events they must apply to become a member in accordance with the membership guidelines.

**5.9** The Club Committee may establish affiliations with other outdoor activity groups, provided such affiliations are in keeping with the Club's Purpose and Goals.

**5.10** Members belonging to affiliated groups may participate in Club events provided they complete the appropriate Assumption of Risk Waiver Form; such members are exempt from Article 5.9

## **6. MEETINGS**

**6.1** "Robert's Rules of Order" - revised or simplified, will be the procedural guide at all meetings.

**6.2** Observer status may be granted to anyone associated with recreation in New Brunswick and while they will not be entitled to vote, may be accorded floor privileges.

**6.3** The Quorum of Members for the transaction of business at any general meeting will be not less than ten members or ten percent of the total voting membership, whichever is the lesser.

**Annual General Meeting**

**6.4** The Annual General Meeting of the Members will be called by the Club Committee Coordinator for the purpose of electing members of the Club Committee, receiving reports of the Club Committee and transacting other business as may come before the meeting. It will be held at a location determined by the Club Committee and at such a time each year as the Club Committee decides. However, this Meeting will not be held later than the 31st day of March each year. The Club Secretary will send Notice of the Meeting to all Members with the Agenda at least fifteen days prior to the Meeting.

**6.5** The Agenda of the Annual General Meeting will include, but is not limited to:

- a) Calling the Meeting to Order
- b) Confirmations that Notice of the meeting was duly given and that a Quorum is present
- c) Motion(s) to adopt the Minutes of the Previous Annual General Meeting and if any, of intervening Special General Meetings of Members
- d) Presentation of the Annual Report of the Club Committee
- e) Presentation of and if members agree, Approval of the Financial Report
- f) Approval or confirmation of the enactment, repeal, amendment and/or re-enactment of any Operational Guidelines if Notice has been circulated to members at least thirty days in advance of the General Meeting
- g) Election and/or Acclamation of members of the Club Committee
- h) New Business
- i) Other Business, if any, of which Notice has been included in the Notice of Meeting
- j) Motion for Adjournment.

**6.6** Copies of the unapproved Minutes of the Annual General Meeting will be available on request to all Members.

**Special General Meetings**

**6.7** Special General Meetings of the Members may be convened by the Club Committee Chairperson or majority of the Club Committee any time and in a location decided by the Club Committee Chairperson or majority of the Club Committee.

**6.8** The Club Committee will call such Meetings upon receipt of the request in writing, by at least ten percent or ten of the voting members of the Club, whichever is the lesser.

**6.9** Notice and the Agenda will be sent to all Members at least fifteen days prior to such Meetings.

**6.10** Copies of the Minutes of every Special General Meeting will be sent to the Club Committee and to the membership within sixty days of adjournment of such Meeting.

**7. VOTING AT ANNUAL AND SPECIAL GENERAL MEETINGS**

**7.1** Each Member in good standing is entitled to one vote at the Annual and Special General Meetings.

**7.2** All motions voted on at a Meeting of Members, other than motions to amend the Operational Guidelines will require a majority vote of the Members in person.

**7.3** The Chairperson of the Meeting will have a vote and, in the event of a tie on any motion, will not vote again; rather, the motion will be deemed defeated.

**7.4** Every question submitted to any Meeting of Members will be decided by a show of hands, unless a secret ballot is requested.

**7.5** On any question passed for consideration at a Meeting of Members, and whether or not a show of hands or a voice vote has been taken, the Chairperson, or any person entitled to vote, may request a poll be taken.

**8. CLUB COMMITTEE**

**8.1** The members of the Club Committee will be the Club Coordinator, Outdoor Events Coordinator, Membership Coordinator, Communications Coordinator, Club Secretary, and Club Treasurer.

**8.2** Members of the Club Committee will be elected by Members from a prepared slate of nominees and/or from Nominees from the floor at the Annual General Meeting. All nominees must be members of the Club in good standing

**8.3** Following their election, all Club Committee Members will hold office until the end of the next Annual General Meeting unless re-elected.

**8.4** The Club Committee Coordinator will act as the Chairperson of all meetings of the committee and general meetings of members.

**8.5** The immediate Past Club Committee Coordinator may be appointed to the Club Committee for a term.

**8.6** All Club Committee Members must declare any potential conflicts of interest and will thereafter refrain from discussing or voting on the particular item in which they have a conflict of interest.

**8.7** The Club Committee will meet a minimum of two times per year as directed by the Club Committee Coordinator, or at the request of three members of the Committee.

**8.8** Meetings and business of the Club Committee may be conducted in person at a specified location or by electronic communications at the decision of the committee.

**8.9** A majority plus one of the Club Committee constitutes a Quorum.

**8.10** Decisions at all Meetings of the Club Committee will be decided by a majority vote. In the case of a tie, the Club Coordinator will not have a second vote; rather, the motion will be deemed defeated.

**8.11** Financial remuneration of any Club Committee member for approved "out of pocket" expenses incurred on Club business will be decided from time to time by resolution of the Committee.

**8.12** If any Member of the Club Committee resigns or without reasonable excuse, is absent from two consecutive Club Committee Meetings, or is expelled from the Club, the Committee may declare the position vacated and may appoint a successor to hold the position until the next Annual General Meeting.

**8.13** The members of the Club Committee may fill vacancies on the Committee from among the Members; otherwise, vacancies will be filled at the next Annual General Meeting.

**8.14** If there is not a quorum of Club Committee Members, the remaining Committee members will within 30 days, call a meeting of the Members to fill the vacancy.

## **9. OTHER COMMITTEES and APPOINTMENTS**

**9.1** A Nominating Committee consisting of a minimum of two Members will be appointed by the Club Committee prior to each Annual General Meeting.

**9.2** An Operational Guidelines Review Committee consisting of a minimum of two Members will be appointed by the Club Committee to conduct a full review, at least every three years following the previous full review. The Operational Guidelines will also be continuously monitored by the Club Committee which may propose changes from time to time for approval at Annual General Meetings.

**9.3** The Club Committee, from time to time, by resolution, may appoint Task Groups, Individuals, and Committees and may delegate to such appointees powers, duties and functions, as they deem necessary.

**9.4** The Club Committee will specify the terms of reference of any such appointees provided that such appointees are not restricted to Members of the Club Committee.

## **10.FINANCE**

**10.1** The Financial Year of the Club will be January 1st to December 31st.

**10.2** All funds of the Club will be deposited in a branch of a Chartered Bank, Trust Company or Credit Union in Canada, as decided by the Club Committee.

**10.3** Payments on behalf of the Club require the signature or approval in writing, of at least two Club Committee members designated for this purpose by the Club Committee. Such payments may be by signed cheques or electronic transfers.

**10.4** The accounts of the Club will be presented to every Club Committee meeting and in a report submitted to the Annual General Meeting.

**10.5** All funds of SJOE will be used to achieve the goals of the Club in accordance with the direction of the Club Committee.

## **11. AMENDMENTS**

**11.1** Articles of the Operational Guidelines can be repealed, varied, added to or amended by motion(s) presented during Annual or Special General Meetings of the Members of the Club held to ratify such motions.

**11.2** Such motions will require approval of two thirds (2/3) majority of the Members voting in person at such Meetings.

**11.3** Notices and Copies of the Motion(s) to amend Operational Guidelines must be forwarded to all members in writing, at least thirty days prior to the General Meetings in which such motions are to be presented.

## **12. DISSOLUTION OF THE CLUB**

In the event of dissolution or winding up of the Club, all of its remaining assets, after payment of liabilities, will be distributed to a recognized organization having objectives the same or similar to the purpose and/or goals of the Club and which carries on its work solely in New Brunswick ■