

Manitoba GeoCaching Association

Bylaws

1. MANDATE

The Manitoba Geocaching Association (hereinafter referred to as the "MBGA") shall be a non-profit organization dedicated to support and promotion of geocaching in the Canadian province of Manitoba.

2. HEAD OFFICE

The Head Office of the MBGA shall be in the City of Winnipeg. The mailing and business address shall be as chosen by the Board of Directors.

3. BOARD OF DIRECTORS

- a) The affairs of the MBGA shall be managed by a board consisting of a minimum of five (5) and a maximum of twelve (12) directors. Each director must be a qualified member (See section 3.b) of the MBGA prior to being elected to the board.
- b) Members must be 18 years of age and over, a Manitoba resident, and follow the bylaws and policies to hold a directors position of the MBGA. To be eligible to stand for office, a person must be an eligible voting member (See section 13.b) for at least thirty (30) days prior to the election.
- c) Elections to the Board of Directors shall be held at the Annual General Meeting or Special General Meeting of the MBGA. The entire Board of Directors shall be retired at each Annual General Meeting where quorum has been met (See section 14.h). Each director can run for re-election if he/she so desires. There shall be no limit to the number of terms a director may serve.
- d) A nominating committee, consisting of one (1) or more members of the MBGA shall be struck at least thirty (30) days prior to the Annual General Meeting. This committee shall be empowered to solicit nominations from the membership for the Board of Directors.
 1. Nominations for election to the Board of Directors shall only be accepted up to the time nominations are closed 14 days prior to the Annual General Meeting or Special General Meeting where an election is going to be held.
 2. If there are fewer nominees than the maximum number of directors, qualified members (See section 3.b) may be nominated at the Annual General Meeting or Special General Meeting. Members nominating such a candidate must ensure that the member is willing to stand for office before nominating him/her.

- e) The new elected directors of the MBGA shall hold a directors meeting within thirty (30) days of the Annual General meeting. At that time, the directors will choose from amongst themselves who will fill the following Officer positions:

- President
- Vice-President
- Treasurer
- Secretary

- f) Members of the Board of Directors can not hold more than one officer position at a time.
- g) Vacancies on the Board of Directors can be filled by the directors by appointment of a qualified member (See section 3.b) of the MBGA. If the Board of Directors no longer has a quorum due to vacancies, a Special General Meeting to elect directors to complete the terms of office shall be called. This meeting must be called within forty-five (45) days of the loss of a quorum.
- h) A member of the Board of Directors may be removed by a 2/3 majority vote of the Board of Directors.
- i) Any member of the Board of Directors of the MBGA shall serve in good faith and without compensation, except for expenses approved by the Board of Directors in the form of an approved motion or approved budget.

4. DIRECTORS MEETING

- a) The Board of Directors shall meet as needed, but not less than five (5) times a year.
- b) A minimum of five (5) directors shall constitute a quorum for the transaction of business. Directors meetings shall be held at a mutually convenient date, time and location. The Secretary or other designated member of the board shall be responsible for notifying each director of the upcoming meeting.
- c) Failure to attend or provide a status report for 60 per cent of the regularly scheduled directors meetings during a term may be grounds for removal from the Board of Directors.
- d) Members may attend a directors meeting but do not have voting privileges.
- e) Questions at directors meetings shall be decided by a majority vote (See section 4.b). The chair of the meeting does not vote except in the event of a tie.

5. DUTIES OF THE PRESIDENT

The President has the following responsibilities:

- a) To chair all general meetings of the membership and directors meetings of the MBGA;
- b) To be responsible for the general management and supervision of the affairs and the operations of the MBGA;
- c) Along with the one other Officer, to sign all bylaws; and Deeds, transfers, licenses, contracts and engagements on behalf of the MBGA.
- d) Other duties as determined from time to time by the Board of Directors.

In the absence or inability of the President, these duties shall be assumed by the Vice-President or other designated director.

6. DUTIES OF THE VICE-PRESIDENT

The Vice-President has the following responsibilities:

- a) In the absence or inability of the President, to assume the duties of the President; and
- b) Other duties as determined from time to time by the Board of Directors.

7. DUTIES OF THE SECRETARY

The Secretary has the following responsibilities:

- a) To attend and record minutes of all meetings and provide an electronic copy to the members;
- b) To give proper notice of meetings to the directors and members;
- c) To keep all books and records, correspondence, contracts, and any other documents concerning the MBGA;
- d) To deliver up such items in (c) above, as required when authorized by a resolution of the Board of Directors;
- e) To make available to the members with a copy of the minutes of the last Annual General, Special General or Directors Meeting as the case may be; and
- f) Other duties as determined from time to time by the Board of Directors.

8. DUTIES OF THE TREASURER

The Treasurer has the following duties:

- a) To keep full and accurate records of all income, receipts and disbursements of the Association. These records shall be kept in proper account books, using accepted accounting practices;
- b) To make deposits and withdrawals from the MBGA bank account as required;
- c) To get receipts for all outlays of cash or cheques on behalf of the MBGA;
- d) To present a full and up-to-date financial statement at each directors meeting and have the monthly bank statements available to the Directors;
- e) To work closely with the other directors to prepare and present a one year budget for the MBGA;
- f) To ensure that the President, Vice-President, Secretary and Treasurer have signing authority from the MBGA financial institution; and
- g) Other duties as determined from time to time by the Board of Directors.

9. DUTIES OF OTHER DIRECTORS

The duties of all other directors of the MBGA shall be as determined from time to time by the Board of Directors.

10. DELEGATION OF BOARD RESPONSIBILITIES

- a) The Board of Directors may delegate any responsibilities except:
 1. To create and maintain communications with the membership, and
 2. To create and maintain policies and bylaws.
- b) The Board of Directors may strike committees from time to time as it sees fit; such as fund raising, training, membership, events, etc.; or to periodically review issues such as bylaws or policies.

11. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the MBGA shall be signed by the President or the Vice-President and one other Officer.

12. BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the MBGA required by these bylaws, or by any statute of law, are regularly and properly kept.

13. MEMBERSHIP

- a) Anyone may become a member of the MBGA.
- b) Voting privileges shall be extended to members 16 years of age and over, and must be a Manitoba resident. In the case of a team, each eligible member of a team gets a vote.
- c) The MBGA may expel from membership any person whose conduct is such as to bring the Association into disrepute.
- d) Members of the MBGA may be required to periodically renew their memberships.
- e) Associate membership is permitted for "non-Manitoba geocachers", but associate members do not have voting privileges.
- f) All of the MBGA Board of Directors, Officers, Founders and General members shall avoid any conflict between their individual, professional, or business interests and the interests of the MBGA. On any deemed conflict of interest by a member, notice shall be given to the Board and that member shall then refrain from discussing or voting on any related issue.

14. ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS OF MEMBERS

- a) All Meetings of the MBGA shall be governed by Roberts Rules of Order.
- b) The Annual General Meeting of the MBGA shall be held before May 31 of each year. All meetings shall be held at various locations throughout Manitoba at the discretion of the Board of Directors.
- c) Annual General or Special General Meetings of the members shall be held at a place, date and time selected by the Board of Directors. The Board of Directors shall give at least seven (7) days notice of such meetings via electronic means.
- d) A representation of a minimum of twenty (20) eligible voting members (See section 13.b) may direct the Board of Directors to hold a Special General Meeting.
- e) Each meeting shall consist of reports from various committees of the directors, including Training/Promotions Committee, Events Coordinator, Website Coordinator and Treasurer. The Board of Directors and members can ask questions, present motions and transact any business at any meeting.
- f) Only the Annual General Meeting shall include an audited financial report.
- g) No error or omission in giving notice of any meeting shall invalidate such a meeting.
- h) A quorum for any Annual General or Special General Meeting shall consist of a minimum of twenty (20) eligible voting members (See section 13.b) of the MBGA at the time of the meeting.
- i) Each eligible voting member (See section 13.b) is entitled to one (1) vote on each question at any Annual General or Special General Meeting.
- j) At all meetings, every question shall be decided by a simple majority of eligible voting members (See section 13.b) present. Voting shall be by a show of hands, unless a secret ballot if requested by any eligible voting member (See sections 13.b) present. The chair of the meeting does not vote except in the event of a tie.

- k) The chair of any meeting shall have the right to table any motion or question until the following meeting or call a Special General Meeting of members to discuss such motion or question.
- l) An eligible voting member (See section 13.b) who will be absent from an Annual General or Special General Meeting may assign a proxy.
- m) A proxy must be an eligible voting member (See section 13.b) and present a letter of authorization from the absent eligible voting member (See section 13.b).

15. FINANCIAL YEAR

The financial year for the MBGA shall be from January 1 to December 31.

16. CHEQUES

- a) All cheques for payment by the MBGA shall be endorsed by two (2) members of the Board of Directors with signing authority (See section 8.f) from the MBGA.
- b) The Treasurer, or their designated alternate, shall endorse all incoming cheques "for deposit only to the MBGA", and deposit them, along with any cash received, in the designated bank account.

17. DISPOSITION OF ASSETS

In the event that the Association is dissolved, the Board of Directors is responsible to dispose of the assets or the proceeds of the sale of the assets by donating them to a charity or not-for-profit organization of the Board's choice, having first ensured that outstanding debts are paid.

18. AMENDMENTS TO THE BYLAWS

- a) The Board of Directors shall submit a bylaw, amendment, or repeal of a bylaw to the members at the next Annual General or Special General Meeting and the eligible voting members (See section 13.b) may by majority of those present (in person or by proxy) accept, reject, or amend the bylaw, amendment, or repeal.
- b) Any eligible voting member (See section 13.b) may propose an amendment to these bylaws by notification to the President in writing at least thirty (30) days prior to an Annual General or Special General Meeting.
- c) The Board of Directors shall inform all members, in writing or by electronic means, together with a copy of the proposed amendment, that such a bylaw amendment has been proposed for the next Annual General or Special General Meeting.