

Constitution

Vancouver Transportation Club

ARTICLE I – NAME

The name of this society shall be Vancouver Transportation Club

ARTICLE II – OBJECTS

To foster and promote shipper and carrier co-operation in transportation.

To promote sociability and friendship among its member.

To effect sound transportation policies through the study and discussion of all question relating to all phases of transportation.

To inspire those in traffic work to the importance and dignity of their profession.

ARTICLE III – PLACE OF OPERATION

The operations of the Society are to be chiefly carried on in Vancouver, British Columbia.

The office of the Society shall be such place and location as may, from time to time, be designated by the Board of Directors.

BY-LAWS

BY-LAW NO. 1 - MEMBERSHIP

There shall be four (4) classes of members – RESIDENT, NON-RESIDENT, HONORARY and ASSOCIATE.

- a) Resident – eligible persons, whose places of business are located within the Cities of Vancouver, North Vancouver, West Vancouver, New Westminster, Richmond, Delta, Coquitlam or Surrey, or immediately adjoining municipalities, shall constitute the Resident Membership.

Resident Members shall be eligible to hold office in the Club and shall have the right to vote at all regular and special meetings of the Club.

- b) Non-Resident – Eligible persons whose places of business are located outside the territorial limits defined above, shall be eligible for

Non-Resident Membership. Such Members shall not hold office in the Club or have the power to vote at Meetings in the Club.

- c) Associate – Any person, who has been an active Member of the Vancouver Transportation Club for at least three (3) years and has retired from active business life, shall be entitled to Associate Membership.
- d) Honorary – Any person who has performed valuable public service in the transportation field may, upon the decision of the Board, be elected to Honorary Membership. He/she shall be entitled to full Club privileges, but may not vote or hold office. He/she shall not be required to pay annual fees.
- e) Eligible persons shall be officers and/or official representatives of transportation companies (namely: railroads, steamships, airlines, trucking companies and forwarding companies) and those actively engaged in the industrial transportation field and others supportive of the transportation industry acceptable to the Board of Directors.
- f) Decision regarding Eligibility – in case of doubt of eligibility for Membership, the decision shall rest with the Board of director for approval.
- g) Payment of Dues, resignation, and Termination of Membership – The Club is a voluntary organization. Resident and Non Resident Members upon admission assume responsibility for the payment of annual dues. Memberships are continuous until terminated by formal resignation or by formal action of the Board of Directors. Any Member whose dues are unpaid for a period of ninety (90) days may be suspended from Membership.

BYLAW NO. II - OFFICERS

SECTION I - The Officers shall consist of a President, a First Vice-President, a Second Vice- President, and a Secretary – Treasurer, who shall be elected annually at the Annual General Meeting of the Club

SECTION II All Officers shall act without remuneration.

SECTION II The Board of Directors shall appoint an Executive Secretary for such period as decided by the Board. Appointment may be made from the Board of Directors or from the general membership.

SECTION IV - Duties of Officers:

- a) President – The President shall perform the duties incumbent upon the President of a Corporation or imposed upon him by the Board of directors. He/she shall countersign all cheques drawn by the

Treasurer, when same are accompanied by vouchers. Vice Presidents - The Vice Presidents shall have such powers and duties as may be assigned to them by the President or the Board of Directors. In case of absence or disability of the President, the First Vice President, or, in the case of his absence or disability, the Second Vice President, may exercise the powers and perform duties of the President.

- b) Secretary-Treasurer – The Secretary-Treasurer shall perform such duties as are usually incumbent upon the office of Secretary, excluding those functions assigned to the Executive Secretary, in addition to being responsible for ensuring the Club accounts are in order and are audited annually by two Auditors appointed by the Board of Directors and approved by the general membership. The Secretary-Treasurer shall subsequently submit the audited financial statement, as part of the Auditor’s report. To the membership of the Club.
- c) Executive Secretary – The Executive Secretary shall be appointed by the Board of Directors and an appointed executive official is not an “elected” officer. This executive official shall be responsible for the general management of the Club under the direction of the Board of Directors. The Executive Secretary shall record and keep all the minutes of proceedings of meetings of the Club and of the Directors, and shall keep and maintain all other books, records and accounts of the Club. Such books and records shall be available for the inspection by any member in good standing. The Executive Secretary shall send out notices of dues and assessments and shall collect the same. He/she shall attest in writing and with the Club’s Seal all contracts and other instruments executed by the President (or Vice-Presidents acting in the absence of the President) when authorized by the Board of Directors.

Section V - Signing Officers – The Signing Officers of the Club shall be the President, the First Vice-President, the Secretary –Treasurer and the Executive Secretary, or any two thereof.

BY-LAW NO. III BOARD OF DIRECTORS

Section I There shall be a Board of Directors consisting of the President, the First Vice-President, the second Vice-President, The secretary-Treasurer and also eight (8) Directors, The Officers are to be elected annually at the Annual General Meeting from the general Membership of the Club. Coincident whereto and whenever possible, fifty percent (50%) of the Directors shall be elected each year for two (2) year terms so as to ensure continuity in the Club’s affairs. To accomplish this objective, it may be necessary to elect some Directors for a one (1) year term.

Section II The Board of Directors shall have the power to elect a Member from the Club to fill a vacancy occurring on the Board.

Section III Any Member of the Board shall not fail to give satisfactory reasons for absence from three consecutive or regular meetings of the Board, otherwise he/she shall resign in favour of a Member elected by the Board of Directors to serve the unexpired term.

Section IV The Board of directors shall act as representative of the club when the latter is not in session, and shall have general supervision over the policies of the Club. All standing and special Committees shall report to the Board of Directors, and the actions of such Committees shall be subject to the approval of the board. The Board of Directors shall deal with all matters relating to the business management of the affairs of the Club.

Section V No member except the Officers shall act on the Board of Directors for more than two (2) consecutive years and shall not be on the Board of Directors for at least one (1) year before becoming eligible for re-election to the Board of Directors.

Section VI The Board of Directors shall perform their duties without remuneration.

Section VII Executive Advisory Board – The Executive Advisory Board shall consist of two (2) or not more than three (3) Resident Members, elected by the Board of directors, whose duties shall be in advisory capacity when called upon by the President or the Board of Directors on all matters pertaining to activities of the Club.

BY-LAW NO. IV – NOMINATION AND ELECTION OF OFFICERS AND THE BOARD OF DIRECTORS

Section I Any individual who is himself/herself a Resident Member in good standing shall be eligible for election to any office.

Section II The consent of the nominee must be obtained before nomination.

Section III Not later than sixty (60) days prior to the end of the fiscal year, the Board of directors shall appoint a Nominating Committee consisting of five (5) members, one of whom shall be named by the President to act as a Chairperson.

Section IV Nominating Committee selected shall submit to the Membership one candidate for each office of President, First Vice-President, Second Vice-President, Secretary-Treasurer and eight (8) or less Directors. The Nominating Committee's recommendation shall be mailed to the Members not later than twenty-five (25) days prior to the Annual General meeting. Any two or more Members of the Club in good standing shall have the privilege of making additional nomination in writing up to fourteen (14) days prior to the Annual General Meeting.

Section V The Nomination Committee shall submit its Report as the first Order of Business at the Annual General meeting. Names shall be submitted to Members for Balloting. The Election will be held under the supervision of

three (3) scrutineers appointed by the President, who shall certify the result of the election to the Secretary-Treasurer.

Section VI The newly elected Officers and Directors shall be immediately installed upon completion of the election.

BY-LAW NO. V - COMMITTEES

Section I The President shall appoint the Chairperson of all standing and special Committees

Section II The Chairperson of each Committee shall appoint from the Members in good standing three (3) and not more than four (4), to serve on his/her Committee.

Section III A Membership Committee shall examine all applications for membership, passing upon the eligibility and desirability of applicants before the same are acted upon by the Board of Directors.

BY-LAW NO. VI - MEETINGS

Section I The fiscal year of the Club shall commence on the first day of March of each year.

Section II Meetings of Members:

a) The Annual General Meeting shall be held within thirty (30) days of the beginning of the fiscal year, except that in the event of an emergency the Board may make provision for cancellation or postponement of the next Annual Meeting.

b) General Meetings shall be held at the call of the President

Section III Meetings of the Board of Directors – The Board of Directors shall meet at such time and place as it may determine, at the discretion of the President, or upon written request of three (3) Members of the Board.

Section IV Committee meetings shall be held at the call of the Committee Chairperson.

Section V Notice of Meetings:

a) Notice of the Annual General Meeting shall be mailed to Members not later than thirty, (30) days prior to the date thereof.

b) Notice of all Meetings other than the Annual General Meetings shall be mailed to Members concerned seven (7) days prior to the date of the Meeting, whenever possible.

Section VI Quorum:

- a) General Meetings – Twenty-five (25) members in good standing shall constitute a quorum at the General Meetings of the Club.
- b) Board of Directors Meetings. – Four (4) Members of the Board of Directors shall constitute a quorum at the Meetings of that body.
- c) Committees – Three (3) Members shall constitute a quorum at Meetings of Standing or Special Committees.
- d) Quorum for purposes of adjournment – Two (2) Members shall constitute a quorum at any Meeting for Purposes of Adjournment only.

Section VII Voting at Meetings - At all meetings each Resident Member present in good standing shall have one vote. Absentee ballots may be submitted to the Executive within fourteen (14) days prior to the meeting. In case of a tie the Chairperson shall have the casting vote.

BY-LAW NO.VII – CORPORATE SEAL

The Seal of the Club shall be prescribed by the board of Directors, and shall have the words “VANCOUVER TRANSPORTATION CLUB” endorsed thereon. The Executive Secretary shall be the custodian of the Seal, and h/she shall deliver the Seal only when authorized by the resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution.

BY LAW NO. VIII – DUES

Section I The annual dues payable by Members shall be such as may from time to time be fixed by the Members by resolution passed at an Annual or Special Meeting of the Club, for each class of Membership.

Section II Dues shall be payable in advance.

BY-LAW NO. IX – BORROWING POWERS

The Club shall not borrow money or issue debentures except by the sanction and the specific directions of an Extraordinary Resolution of the Club.

BY-LAWS NO. X – RULES AND REGULATIONS

Section I The Club may adopt such rules and regulation to secure the objects of the Club as it may see fit. Such rules and regulation may be amended or repealed at the Annual General Meeting of the club, or at any Special Meeting called for that purpose.

Section II The rules and regulations of the club, adopted from time to time, shall have the same force and effect as if they formed part of the Constitution and By-Laws.

BY-LAW NO. XI AMENDMENTS

Amendments to these By-Laws may be made by extraordinary resolution of any Special Meeting of the Club called for that purpose, and shall require a majority of two-thirds (2/3) of the Members present.

BY-LAW NO. XII RULE OF ORDER

The rules contained in Robert's Rules of Order, Revised Edition, shall govern this Club and its Meetings in all points not provided for by the Constitution and by-Laws.

This incorporates all changes in the Constitution and By-Laws up to and including the Annual Meeting of March 12, 1992.