

**Beautiful Eastern Association of Snowmobile Trails**  
**Constitution & Bylaws**  
**Approved 2 Oct 2014**

**1. NAME AND STATUS:**

- A. The organization shall be designated "Beautiful Eastern Association of Snowmobile Trails" with an abbreviated title of "BEAST".
- B. The BEAST shall be incorporated without share capital under the Corporation Act of Ontario and the Regulations made under that Act.
- C. The BEAST shall maintain membership in the Ontario Federation of Snowmobile Clubs (OFSC).
- D. The BEAST shall be bound by the Corporations Information Act and Regulations made under that act. The BEAST was incorporated under the Corporations Act of Ontario on 15 October 1999.

**2. OBJECTIVES:**

- A. To develop and maintain a network of snowmobile trails in the City of Ottawa and Lanark County including areas of Stittsville, Richmond, Almonte, Barrhaven, Carleton Place, Munster Hamlet, Lanark, Ashton, Smith Falls, and White Lake.
- B. To enhance the tourism image of the above mentioned Region/area and thereby create employment.
- C. To connect the BEAST trail system with similar facilities in other surrounding communities for mutual benefit.
- D. To provide a coordinating function of events and provide assistance to other snowmobile clubs.
- E. To assist in the protection of our environment.
- F. To make representation to government bodies in regards to Tourism and Recreational activities in Ontario generally and specifically Eastern Ontario.
- G. To foster a spirit of cooperation with Ontario's law enforcement agencies.
- H. To promote safety and responsible operation in the use of snowmobiles and all related equipment.
- I. To maintain a good public image.

**Beautiful Eastern Association of Snowmobile Trails  
Constitution & Bylaws  
Approved 2 Oct 2014**

- J. To organize an emergency assistance group to assist the law enforcement, medical and emergency agencies as requested.
- K. To foster a spirit of camaraderie among our members, other similar groups and associates.
- L. To generate funds to meet the needs of the organization and any profits which accrue shall be used in promoting the objectives.
- M. To accept gifts, bequests, donations, legacies or similar funds to assist in the promotion of these objectives.
- N. To purchase, lease or otherwise acquire lands, buildings, easements and property, real and personal which may be required for the purpose of or capable of being conveniently used in connection with any of the objects of the corporations.
- O. To secure financing, for the attainment of the objects aforementioned, upon the security of the property both real and personal by way of mortgage, by other debenture, guarantee or otherwise.
- P. For the attainment of its objects, to employ and pay such assistants, clerks, agents, representatives and employees and procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary.
- Q. Any other similar activity that the Board of Directors deem agreeable with the general concept and objectives of the BEAST.

3. **MEMBERSHIP:**

- A. The following shall be eligible for general membership in the BEAST:
  - i) any person who purchases and signs the OFSC portion of the trail permit (current or previous season) distributed by the BEAST.
  - ii) any person who purchases a social membership from the BEAST and pays the annual dues as determined at the annual general meeting (AGM).
  - iii) any Partner Group who signs a Memorandum of Understanding (MOU) with the BEAST Board of Directors.
- B. The objectives of any Partnering Group must fall within the objectives of the BEAST specified in Bylaw 2.

**Beautiful Eastern Association of Snowmobile Trails**  
**Constitution & Bylaws**  
**Approved 2 Oct 2014**

- C. Each Partner Group organization must be incorporated, or be actively seeking incorporation, and carry liability insurance at the minimum level established by the Board of Directors in accordance with OFSC guidelines.
- D. OFSC permit, social membership holders or Partner Group members in good standing constitute the General Membership, may attend the AGM and are entitled to one vote per member / Partner Group at the AGM.
- E. Membership in the BEAST may be denied by a two-thirds (2/3) majority vote of the Board of Directors.
- F. Membership may be withdrawn for any just reason or cause by a two-thirds (2/3) majority of the Board of Directors.

**4. BOARD OF DIRECTORS:**

- A. The affairs of the corporation shall be managed by a board of eight (8) Directors (referred to as the Board) consisting of an elected representative from each of the following 4 sectors (BEAST North East, BEAST North West, BEAST South East and BEAST South West) and four (4) elected Executive positions consisting of a President, Vice-President, Secretary and Treasurer as specified in Bylaw 3 A Part i.
- B. Voting at Board of Director meetings shall be restricted to the Board of Directors. Voting at general meetings shall be open to all members in good standing.
- C. Should a Director be unable to attend the Board Meeting, he / she may designate an alternate / proxy to sit in for him / her at that meeting.
- D. A Director shall:
  - i) be 18 years of age or over and in good standing with the BEAST.
  - ii) attend Board and General Membership Meetings.
  - iii) vote on issues before the Board.
  - iv) recruit such volunteers as the BEAST may require.
  - v) be elected on an annual basis at the AGM.

**Beautiful Eastern Association of Snowmobile Trails**  
**Constitution & Bylaws**  
**Approved 2 Oct 2014**

- E. The Board shall:
- i) safeguard the assets of the BEAST.
  - ii) govern the BEAST in accordance with the Objectives through adoption of Bylaws, resolutions and statements of policy.
  - iii) approve expenditures of the BEAST funds either directly or through approval of budgets.
  - iv) review the reports of all Board members and Coordinators on a regular basis.
  - v) have such powers as are necessary to carry out the Objectives of the BEAST.
- F. The Board may approve standing committees such as, but not limited to, finance and grooming as required.
- G. The Board shall appoint and manage volunteers in coordinator positions to carry out the operations of the BEAST.
- H. The Board may approve the hiring of full or part time employees within the financial means of the BEAST on a salary, wage or contract basis.
- I. Any Board member may be removed by at least two thirds (2/3) of the Board of Directors.
- J. If a position on the Board is not filled after an AGM, the Board may appoint a replacement by at least two thirds (2/3) vote of the Board of Directors.
- K. The board may authorize the borrowing of funds provided that the purpose of such borrowing is within the Objectives of the BEAST.
- L. The President of the Board shall:
- i) be responsible for overall management.
  - ii) be responsible for strategy and long range planning.
  - iii) prepare tentative Agendas for the Board and General Membership Meetings
  - iv) call Board and General Membership meetings as required.
  - v) shall sign with the Secretary, *all* by-laws and membership certificates.
  - vi) preside at all Board and General membership meetings and ensure they are conducted in accordance with the Bylaws.
  - vii) be responsible for discipline in meetings and the discipline of the Directors in general.
  - viii) attend where possible or send a designate, to all OFSC District or AGM meetings as scheduled.
  - ix) objectively investigate and respond to general inquiries.

**Beautiful Eastern Association of Snowmobile Trails**  
**Constitution & Bylaws**  
**Approved 2 Oct 2014**

M. The Vice-President shall:

- i) assume and perform the President's duties in the event of his/her absence or disability.
- ii) attend all Board and General Membership meetings as required.
- iii) provide recommendations to the Board on operational issues pertaining to trail improvement/development.
- iv) assist Sector Directors where applicable, to resolve land owner/use problems.
- v) Responsible for updating the BEAST Bylaws with assistance from the Secretary.
- vi) Ensure that a current copy of the signed and dated Bylaw is available at the AGM.

N. The Secretary shall:

- i) ensure that the minutes of the Board and General Membership Meetings are duly recorded.
- ii) ensure that the listing of bylaws is correct and up to date and reported to the Vice President.
- iii) sign all official documents, contracts and undertakings and affix the Corporate Seal according to the will of the Board of Directors or a General Membership Meeting.
- iv) organize and run any vote where a ballot is required and announce the results.
- v) prepare tentative Agendas for the Board and General Membership Meetings.

O. The Treasurer shall:

- i) collect fees, dues and other funds due to the BEAST, and accounting for them and reporting on them.
- ii) write cheques for payment of accounts in accordance with these by-laws.
- iii) preparation and presentation of monthly financial reports, budget reports and cash flow projections.
- iv) maintain main corporate books of account and ensuring an annual statement is prepared for the annual general meeting.
- v) participate in audits as directed by the Board or as requested by the OFSC.
- vi) prepare the annual OFSC Operations Report
- vii) attend all Board and General Membership meetings as required.
- viii) provide recommendations to the Board on all financial issues.
- ix) with the Board's approval, the Treasurer may hire a Contractor for office administration and finance.
- x) review and make recommendations to the Board regarding Capital procurement, purchase and disposal, and on other items that are not covered in the yearly operating budget that a member club brings to the BEAST for consideration

**Beautiful Eastern Association of Snowmobile Trails**  
**Constitution & Bylaws**  
**Approved 2 Oct 2014**

- xi) prepare grant applications to secure outside source funding for projects recommended by the Board.

P. The Sector Director(s) shall:

- i) be accountable to the Board of Directors for all aspects of trails operation of the BEAST.
- ii) maintain land use agreements for their designated sector.
- iv) regularly present reports to the Board of Directors and general membership on the functioning of the BEAST.
- v) with the approval of the Board, hire full or part time employees on a salary, wage or contract basis
- vi) direct the activities of volunteers and employees
- vii) work in conjunction with the Vice President to prepare budgets and recommend policies directly related to the development and operation of the trails infrastructure including trail development, land use, signage and grooming, and the trails directors of all member snowmobile clubs for approval by the Board.
- viii) meet frequently during grooming season at a regular time and place to inform the President of development to receive direction.
- ix) meet monthly at other times of the year to plan and carry out trail development.
- x) prepare an annual list of prioritized projects to ensure continuous trail development.
- xi) assist in the preparation of grant applications to secure funding for trail development.
- xii) update the trail status on the BEAST website.
- x) objectively investigate and respond to general inquiries.

5. **EXECUTIVE:**

- A. The Executive for the Board of Directors are the President, Vice-President, Secretary, and Treasurer. This Executive is responsible for ensuring that meetings of the Board and the General Membership are conducted in an efficient and legal manner.
- B. No person may hold more than one (1) Executive position.
- C. The Executive Officers are responsible for overseeing the operations of the BEAST in accordance with the wishes of the Board of Directors.
- D. The Executive will be elected at the AGM meeting by the membership specified in Bylaw 3 A Part i and Part ii.

**Beautiful Eastern Association of Snowmobile Trails**  
**Constitution & Bylaws**  
**Approved 2 Oct 2014**

**6. MEETINGS:**

- A. General Membership meetings shall be called:
  - i) on the first Thursday of each month (for the months of August to April);
  - ii) at the discretion of the Board; or
  - iii) upon written demand of 10 members and after 30 days' notice has been given to all members.
  - iv) at the request of the President for emergency or special matters.
  
- B. The Board must call an Annual General Membership Meeting once each year (generally, in August).
  
- C. Items for a General Membership Meeting shall be provided to the Board prior to the Meeting.
  
- D. Board of Directors meetings shall be called:
  - i) first Thursday of every month or at such intervals as are deemed necessary by the Board or
  - ii) at the request of the President.
  
- E. General Membership Meetings shall be open to all members except when the Board votes to meet "In Camera". Only Directors may speak at Board Meetings unless otherwise approved by the Board. In any case, resolutions may only be moved, seconded and voted on by Directors.
  
- F. Decisions of Board Meetings shall be made available to any members on request.
  
- G. All Meetings of the Board and General Membership shall:
  - i) be presided over by the President or designate.
  - ii) have a quorum of two thirds (2/3) of directors specified in bylaw 4 A.
  - iii) require a simple majority of those voting to pass a motion, unless otherwise specified in these bylaws. Voting by show of hands or by ballot when President requests.
  - iv) unless otherwise specified by bylaw, be conducted in accordance with the latest edition of "A Call to Order" by Herb Perry.

**7. BYLAW AMENDMENTS:**

- A. All Bylaws of the BEAST may only be amended by a two-thirds (2/3) majority of the General Members voting at the AGM.

**Beautiful Eastern Association of Snowmobile Trails  
Constitution & Bylaws  
Approved 2 Oct 2014**

- B. Notice of motion for all proposed bylaw changes shall be required in writing fourteen days in advance of the AGM.
- C. Amendments to the bylaws must be consistent with the Letters Patent.

**8. COORDINATORS:**

- A. Coordinators shall be appointed by the Board to assist in managing the BEAST in accordance with the wishes of the Board through managing specific areas of responsibility. A written description of responsibilities shall be prepared for each position created.
- B. Individuals serving in a coordinator position shall take direction from and be accountable to the Board. Coordinators may be required to make presentations to the Board or General Membership from time to time.
- C. Volunteers for coordinators positions shall be recruited from any available source and will be appointed by the Board with two-thirds (2/3) majority vote based on their ability.
- D. The Board shall have the authority to dismiss any coordinator with two-thirds (2/3) majority vote at any time.

**9. INDEMNIFICATION:**

- A. Every Director and officer of this corporation and his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the corporation given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against,
  - i) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office.
  - ii) all other costs, charges and expenses that he or 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 or her own willful neglect or default.

**10. FINANCE AND ACCOUNTING:**

- A. The fiscal year shall be April 1 to March 31 each year.



**Beautiful Eastern Association of Snowmobile Trails**  
**Constitution & Bylaws**  
**Approved 2 Oct 2014**

- B. The signing officers of the BEAST shall be any two of the President, Vice President, Secretary or Treasurer.
- C. Inventory of all salable goods shall be taken at times/intervals set by the Board of Directors and reflected in the financial statements.
- D. The Treasurer, in conjunction with the President, shall prepare an Annual Operating Budget to be presented to the Board for approval no later than November 1<sup>st</sup> of each year.
- E. All purchases of goods that represent an asset to the BEAST shall be approved by the Board of Directors or their designate.
- F. All purchases of goods and/or services in excess of \$250.00, unless of an emergency nature, shall:
  - i) be approved by the Board; or
  - ii) be approved by the President after consultation with the Treasurer.
- G. Directors, Coordinators and employees shall be paid reasonable expenses under conditions and rates established by the Board.
- H. Financial statements reflecting cash position and surplus/deficit for all programs and activities for the fiscal year shall be presented to the AGM.
- I. Financial statements may be audited at the request of one Director. A director will be appointed by the Board to arrange for the audit by auditors approved by the Board.
- J. All OFSC permit revenue, or any additional revenue as specified in Board minutes is to come to the BEAST for deposit into the appropriate permit or fund raising account.
- K. Trail and administrative bills are to be reviewed / recommended by the appropriate Director before being reviewed / approved by the Treasurer. Bills are to be paid within 30 days of billing.
- L. Funds generated by special fundraising events will be maintained in a fundraising bank account and will be recorded and tracked in the General Book of Accounts by the Treasurer under the Fundraising banking account.

**Beautiful Eastern Association of Snowmobile Trails  
Constitution & Bylaws  
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**11. GENERAL:**

- A. No person shall commit the BEAST to any course of action without the consent of the Board of Directors.
- B. All BEAST documents and correspondence accumulated by Directors during their term shall be forwarded to the Board of Directors at the conclusion of their term of office.
- C. An application for an order accepting the surrender of the charter of the Corporation may be authorized by a two thirds (2/3) majority of the votes cast at a Special Meeting called for that purpose, provided 30 days' notice has been given to members.
- D. In the event of dissolution of the BEAST, all assets not required by law to be otherwise paid or applied, shall be distributed as per OFSC policy.
- E. The Corporation shall have a seal that shall be adopted or changed by resolution.

**12. COMMUNITY ASSISTANCE:**

- A. The BEAST shall establish a group of volunteers, when available, for assistance to local authorities or organizations. A list of contact personnel and services available will be provided to said groups. Reimbursement of out-of-pocket expenses for volunteers will be at the Board of Directors discretion.

**13. CODE OF ETHICS:**

- A. No director, coordinator or employee shall accept any benefit, gift, loan or equipment, money or other pecuniary benefit for himself or family member from any supporter, supplier, manufacturer, business, party or individual unless express prior permission has been granted by the Board of Directors.
- B. Directors, coordinators and employees shall at all-time display conduct that is above reproach.
- C. All BEAST members shall display conduct that reflects the goals, objectives and nature of the organization

**14. AGREEMENT WITH CLUBS:**

- A. The Board of Directors shall undertake to negotiate a written agreement, Memorandum of Understanding (MOU), with the member clubs involved in the Association trail system specified in Bylaw 3 A Part ii, describing clearly the responsibilities of each to the other.

**Beautiful Eastern Association of Snowmobile Trails  
Constitution & Bylaws  
Approved 2 Oct 2014**

- B. MOU(s) signed by a previous member club Executive shall remain in good standing until the same, or a revised (if required) MOU is signed by the current Executive of the member club and the BEAST Board of Directors
  
- C. Such agreement may be amended from time to time as required by circumstances.

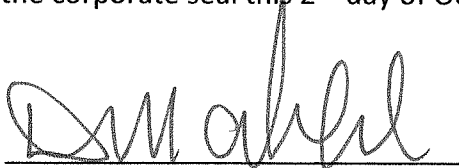
Passed by the General Membership and sealed with the corporate seal this 2<sup>nd</sup> day of October 2014.



*Brian Moreau*

President

Dated this 2<sup>nd</sup> day of October 2014



*Darin R. McRae*

Vice-President

Dated this 2<sup>nd</sup> day of October 2014



*Dave Poaps*

Secretary

Dated this 2<sup>nd</sup> day of October 2014



*Jim Lackey*

Treasurer

Dated this 2<sup>nd</sup> day of October 2014