

**BYLAWS
OF
MOUNTAIN VALLEY EXPRESS SOCIETY
(the “Society”)**

1. Name

1.1.The name of the Society is the “Mountain Valley Express Society”

2. Definitions

2.1.Society means “Mountain Valley Express Society”

3. Principles

3.1. The Society is founded on and will be guided in its operations by the following principles.

3.1.1. A belief in implementing high-speed passenger rail within the South Coast of British Columbia for the betterment of all stakeholders.

3.1.2. The goal of building an information and fact-based communications campaign to educate all British Columbians on the importance of having economical, efficient rapid transit within the South Coast of British Columbia.

3.1.3. The goal of developing a like-minded network of individuals and organizations to help with a growing public information and advocacy campaign.

3.1.4. The importance of remaining non-partisan in regards to political affiliation.

3.1.5. The Society will operate in a manner accountable and responsive to its directors. **4.**

Membership

4.1. Membership in the Society is open to every legal person who:

4.1.1. Meets the criteria of “legal person” under the laws of British Columbia;

4.1.2. Has acknowledged and adheres to the Principles in Section 3;

4.1.3. Has paid the membership fee in the amount and for the period specified in the by-law;

4.1.4. Has been approved by a majority of voting members of the Board of Directors; 4.1.5.

Has not had their membership revoked by the Board of Directors.

4.2.2 This fee is not eligible to be prorated for any period of time consisting of less than one calendar year.

4.2.3 No member shall be entitled to a refund upon resignation, or revocation of their membership by the Board of Directors.

4.2.3 This fee will be collected by the Board of Directors upon successful approval of the member.

4.2.5 Payment of this fee must be in the form of electronic transfer or credit card through the Society's website.

5. Board of Directors

5.1. The board of directors of the Society will consist of four eligible members of the Society meeting the criteria in Section 4, elected by the membership as a whole;

5.2. Directors will serve three-year terms, unless;

5.2.1. Otherwise removed by a vote of the remaining board of directors;

5.2.2. A director is serving the remainder of a term of a former director who has resigned or been removed.

5.3. Directors will act in a manner in the best interests of the membership and consistent at all times with the Principles in Section 3.

5.4. Directors will approve all capital projects, operations and initiatives of the Society, and has all powers and responsibilities in respect to the Society not otherwise specified in these Bylaws;

5.5. Directors shall call an annual general meeting that allows the membership to review the operations and financials of the Society, subject to subsequent sections;

5.6. The board of directors shall elect amongst them at the beginning of their term, a chairperson that shall preside over meetings of the Board.

5.6.1. The chairperson shall serve at the pleasure of the majority of the board of directors;

5.6.2. The chairperson will not be entitled to a vote on motions unless in the event of a tie, other than on votes pertaining to Section 5.2.;

5.7. Meetings of the board of directors:

5.7.1. Meetings of the board of directors must occur at least once every 6 calendar months;

5.7.2. Meetings shall be conducted according to Robert's Rules of Order Newly Revised;

5.7.3. Notice of meetings must be given at least 48 hours in advance.

5.7.4. Members and individuals who are not members may be invited to attend a meeting of the board of directors upon the invitation of any director, however will not be entitled to a vote.

6. Annual General Meetings

6.1. Annual general meetings of the Society must be held each calendar year, with no less than twelve (9) calendar months since the last annual general meeting;

6.2. All members are entitled to attend the annual general meeting;

6.3. Notice of the annual general meeting must be communicated to all members by the board of directors by either email or other electronic method of direct communication, at least seven (7) days in advance.

6.4. The chairperson of the board of directors, or their designate will serve as the chair of the annual general meeting.

6.5. At every annual general meeting, an income statement and balance sheet for the financials of the Society must be presented.

6.6. At every annual general meeting, an operating budget for the next 12 months, as drafted by the board of directors must be approved by a simple majority vote of the membership in attendance.

6.7. At every third annual general meeting, an election amongst all members for the individuals to serve on the board of directors;

6.7.1. Nominations to the board of directors can be accepted during the specified portion of the meeting;

6.7.2. Any member that meets the criteria in Section 4 may nominate themselves or any other member meeting the criteria;

6.7.3. Election for the board of directors:

6.7.3.1. Upon the close nominations as determined by the chair of the annual general meeting:

6.7.3.1.1. Paper ballots will be circulated to members attending in person;

6.7.3.1.1.1. Paper ballots will not be marked, other than the initials/signature of the chair of the annual general meeting authenticating the ballot.

6.7.3.1.2. Emailed responses from members not attending in-person will be accepted as long as communicated before the end of the voting period as determined by the chair of the annual general meeting.

6.7.3.2. All members are entitled to cast up to the number of vacancies for the directors of their choice.

6.7.3.3. The four candidates receiving the highest number of votes cast shall be elected to the board of directors.

6.7.3.3.1. In the event of a tie, the chair of the annual general meeting shall determine the winner(s) by writing a whole number from 1 to 100 onto a piece of paper, and maintaining the piece of paper within view of all the applicable candidates, that remains untouched for the guessing process;

6.7.3.3.2. Inviting the applicable candidates to hand a piece paper to the chair of the annual general meeting with their guess and their name;

6.7.3.3.3. The winner of the tiebreaker shall be the applicable candidate that comes closest to the number as written in Section 6.5.3.3.1;

6.7.3.3.3.1. Without exceeding that number.

6.7.3.3.4. In the event of a further tie, the process may be repeated until winner(s) are determined.

7. Special General Meetings

- 7.1. Special general meetings of the Society may be held at the majority vote of the board of directors, or upon the call of at least 10 members of the Corporation.
- 7.2. Special general meetings may only be called for the purposes of:
 - 7.2.1. Amending the annual operating budget;
 - 7.2.1.1. Which shall follow the procedures in Section 6.6.
 - 7.2.2. Filling a vacancy of the board of directors;
 - 7.2.2.1. Which shall follow the procedures in Section 6.7.
 - 7.2.3. Amending this Constitution;
 - 7.2.3.1. Which shall follow the procedures in Section 8.
- 7.3. All members are entitled to attend the special general meeting;
- 7.4. Notice of the special general meeting must be communicated to all members by the board of directors by either email or other digital instant messaging/social media method of direct communication, at least seven (7) days in advance.
- 7.5. The chairperson of the board of directors, or their designate will serve as the chair of the special general meeting.

8. Amendments

- 8.1. These Bylaws may be amended at an annual general meeting or special general meeting by a two-thirds (2/3) vote of the membership.
- 8.2. Amendments can be presented by any two members of the Society at any time prior or during the meeting as allocated by the chair of the meeting.
 - 8.2.1. A special general meeting must be called within 90 days upon the receipt of a constitutional amendment by the board of directors from at least two members of the Corporation.
- 8.3. The chair of the meeting shall provide at least five (5) minutes for the sponsors of the amendment to speak in favour prior to voting.
- 8.4. The chair of the meeting shall provide at least five (5) minutes for members to speak in favour or in opposition prior to voting.
- 8.5. Members may vote on the amendment by way of a secret ballot or show of hands in the affirmative or negative, at the discretion of the chair of the meeting.
- 8.6. Electronic votes from members not attending in-person may be accepted as determined by the Chair of the Annual General Meeting or Special General Meeting.

9. Liability and Indemnity

- 9.1. When acting within the scope of their authority, no employee, volunteer, officer, director, or member of any committee established by the Society be liable for any debts, actions, claims, demands, liabilities or commitments of any kind of the Corporation. The Society shall indemnify and hold harmless each such person against any debt, action, claim, demand, liability or commitment whatsoever.

10. Dispute Resolution

10.1. An ad hoc Dispute Resolution Committee may be formed in the event of a request from a member to the Board of Directors arising from a dispute between a member and the society. The three members of the Committee will be selected amongst members not party to the dispute, by a

majority vote of the Board of Directors. Members of the Board of Directors will be eligible to serve on the Committee provided that they are not parties to the dispute.

10.2. Upon a majority vote of the three members of this ad hoc Dispute Resolution Committee, resolutions of a non-monetary nature within the scope of the Board of Directors as outlined in Section 5 may be enacted to resolve a dispute.

10.3. In the event there are no three members to form an hoc Dispute Resolution Committee, the parties will engage a Chartered Mediator of the ADR Institute of British Columbia at the full expense of the member requesting. The Chartered Mediator will have the same ability as an ad hoc Dispute Resolution Committee to implement resolutions of a non-monetary nature within the scope of the Board of Directors as outlined in Section 5.

10.4. Decisions made by the Dispute Resolution Committee or Chartered Mediator will not be appealable.

11. Jurisdiction

11.1. The Society will operate under the laws and regulations of the Province of British Columbia.