

# CASTLEGAR NORDIC SKI CLUB CONSTITUTION AND BYLAWS

Society Number S-26819

December 2014

**I. The name of the Society will be the “Castlegar Nordic Ski Club”**

**II. The purposes of the Society are :**

- A. To promote the sport of cross-country skiing in the Castlegar area.
- B. To operate the Castlegar Nordic Ski Club in accordance with a Recreation Site/Trail Agreement granted by the Provincial Government.
- C. To promote recreational and competitive cross-country skiing.
- D. To organize and administer Skier Development Programs for the introduction of youth to Nordic skiing.
- E. To associate with national and provincial cross-country ski organizations if the club executive choose to be part of the named organizations.
- F. To promote safety in cross-country skiing.

**III. Dissolution / Termination**

In the event of the winding up or dissolution of the Society, any money or assets remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organizations promoting the same objectives as this Society as may be determined by its members at the time of winding up or dissolution; failing such determination, then such money and assets shall be given or transferred to some other organization, provided that such organization shall be a charitable organization, a charitable corporation, or a charitable trust recognized by Revenue Canada, as being qualified as such under the provisions of the Income Tax Act of Canada, from time to time in effect. This clause is unalterable.

## CASTLEGAR NORDIC SKI CLUB

### BY-LAWS

#### ARTICLE I – DEFINITIONS / INTERPRETATIONS

In these By-laws,

- A. Words indicating the singular are intended to also include the plural and vice versa; and words indicating a male person include a female person and vice versa.
- B. Hereafter, the title of the Castlegar Nordic Ski Club will be referred to in these By-Laws as “the Club”.

#### ARTICLE II – MEMBERSHIP

- Section 1 Membership shall be open to all persons who wish to join and pay the required annual membership fees.
- Section 2 A person shall become a member upon signing and submitting a membership registration form and the annual membership fee to the Registrar of the Club.
- Section 3 All members are in good standing except a member who has failed to pay his/her current annual membership fee.
- Section 4 A person shall cease to be a member of the Club:
  - (a) by submitting their resignation, in writing, to the Secretary;
  - (b) on their death;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
- Section 5 A member may be expelled by a special resolution of the members passed at a general meeting.
  - (a) Notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

**ARTICLE III – DUES AND FEES**

- Section 1 Annual fees for members of the Club shall be an amount to be approved at the Annual General Meeting (AGM).
- Section 2 Fees shall be payable upon joining the Club and entitles the member to all rights and privileges accorded members of the Club during the period for which the fees were paid – normally December 1<sup>st</sup> -- November 30<sup>th</sup> of the following year.
- Section 3 The FISCAL YEAR of the Club shall be from June 1<sup>st</sup> to May 31<sup>st</sup> of the following year.

**ARTICLE IV – EXECUTIVE**

- Section 1 The Executive of the Club shall be as follows:
- Table Officers:
- a) President
  - b) Vice-President
  - c) Secretary
  - d) Treasurer
  - e) Registrar
  - f) Immediate Past President
- Directors:
- g) Up to four (4) Members-at-Large
- Section 2 The Officers and the Directors shall be Members of the Club and constitute the Executive.
- Section 3 It shall be the duty of the Executive to:
- a) Implement the decisions made at general meetings of the club.
  - b) Carry on the business on behalf of the Club between meetings.
  - c) Investigate and report on matters of interest to the Club.
  - d) Determine and assign responsibilities of the Officers and Directors of the Executive.
  - e) Set the date for an AGM, which is to be held no later than April 30<sup>th</sup>.
  - f) Set the time for at least one joint meeting with the out-going executive and the in-coming executive prior to June 1.
  - g) Recommend a membership fee structure to the AGM for the coming year.
- Section 4 At the discretion of the executive of the club an appropriate honourarium may be awarded.

Section 5 No director shall be remunerated for being, or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Club.

#### **ARTICLE V – ELECTION OF THE EXECUTIVE**

Section 1 Election of Officers/Directors shall take place at the Annual General Meeting. All terms of office shall be from June 1<sup>st</sup> to May 31<sup>st</sup> of the following year.

Section 2 Separate elections shall be held for each office to be filled. An election may be by acclamation, otherwise it shall be by a show of hands of those present at the meeting, unless a secret ballot is called for.

Section 3 Nominating committee of three, to be appointed by the President, shall present a slate of officers/directors to the AGM. This committee shall receive any further nominations from the floor at the meeting where these positions are being elected – providing that the nominations are made by two or more members with the consent of the nominee.

Section 4 Candidates must receive a majority vote to be elected. If no candidate receives a majority on the first ballot, a second vote shall be held between the two candidates receiving the highest number of votes on the first vote.

#### **ARTICLE VI – VACANCIES IN THE EXECUTIVE**

Section 1 (a) If at any time for any reason whatsoever, the office of the President shall become vacant the Vice-President shall become President of the Club for the remainder of his/her term.

(b) If the Vice-President is unable to assume the office of the President, the Executive shall appoint one of its members to become acting President for the remainder of the term.

Section 2 If an office of the Executive, other than that of President, shall become vacant, the Executive shall appoint a member of the Club to the vacant position, within one month.

#### **ARTICLE VII – SIGNING OFFICERS**

Transfers, licenses, contracts, agreements, deeds, legal documents of any kind, (with the exception of cheques) shall be signed by any two of the following four; the President, the Vice-President, the Registrar or a person designated by the Executive. Cheques are to be signed by the Treasurer and one other of the President, the Vice-President, the Registrar, or another person designated by the Executive.

**ARTICLE VIII – DUTIES OF THE EXECUTIVE**President:

- a) The President is the chief executive officer of the Club and shall supervise the other officers in the execution of their duties.
- b) To call meetings of the Club and prepare an agenda for such meetings.
- c) To preside at all regular/general meetings of the Club and at Executive meetings.
- d) To be an ex-officio member of any Club committees.
- e) To have the deciding vote in the event of a tie vote on any motion at any meeting.
- f) To represent the Club as official spokesperson, or to appoint a Club member to do this.
- g) To interpret the Club's activities and policies to outside groups, or to appoint a Club member to do this.
- h) To meet with individuals and/or groups of members as the need arises.

Vice-President:

- a) To act as President in the absence of the President at any meeting.
- b) To carry out the duties of the President at anytime during the absence of the President for any reason whatsoever.
- c) To assist the President in all matters.
- d) To prepare to assume the office of the President at the conclusion of the current President's term of office, whenever that may be. This does not preclude any member of the Club from running for the office of President at the Annual Meeting.

Secretary:

- a) To keep minutes of all the Club meetings of members and the Executive.
- b) To keep all other records and documents of the Club EXCEPT
  - i. financial records and
  - ii. the Register of the members.
- c) To notify members of meetings of the Club – as directed by the President or the Executive.
- d) To answer all correspondence if so directed by the President or the Executive.
- e) In the absence of the secretary from a meeting, the President can appoint another person to be Acting Secretary for that meeting.

Treasurer:

- a) To keep the financial records, including books of accounts, necessary to comply with the Societies Act.
- b) To receive all monies paid to the Club and deposit such money into accounts in a financial institution approved by the Executive.
- c) To sign all cheques of the Club – along with one other of the President, the Vice-President, the Registrar, or another person designated by the Executive. Two of four to sign – but, one of the signers MUST be the Treasurer.
- d) To provide financial reports to Executive and General Meetings.
- e) To present an annual budget for the coming fiscal year for the approval of the membership at the AGM.
- f) To arrange for an annual audit statement for the fiscal year of his/her term of office, in accordance with the provisions of ARTICLE XII.

Registrar:

- a) To enrol members in the Club after receipt of their application and the payment of required fees.
- b) To maintain a Register of Members, and to have this Register of Members provided to Cross Country BC if necessary.
- c) To distribute and collect, or cause to be distributed and collected, membership forms locally.
- d) To provide membership information to the Executive.

Directors-At-Large:

- a) To assume the responsibility for tasks assigned by the Executive and/or the President.
- b) To appoint members to assist with assigned tasks.
- c) To report to the Executive concerning assigned tasks.
- d) To provide an annual report concerning assigned tasks.
- e) To assist the Executive as a whole, or individual members of the Executive, with various "ad hoc" tasks where appropriate.

Past President:

- a) To advise the President on matters related to that office.
- b) To assume the responsibility for tasks assigned by the Executive and/or the President.

**ARTICLE IX –MEETINGS (Regular, AGM, Executive)****A. Regular Meetings and/or AGM:**

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| Section 1 | The President shall call, or cause to be called, at least two (2) Regular Meetings of the Club during the year; one of which will be the AGM.   |
| Section 2 | A Regular Meeting of the Club may be called at any time by the Executive or on the demand of not less than ten percent (10%) of the members by notice served upon the President, stating in writing the reason for calling the meeting. |
| Section 3 | Notice of a Regular Meeting and/or of the AGM must be given to the membership at least fourteen (14) days prior to the date of the meeting. This notice will be mailed, either electronically or hardcopy, to members.                  |
| Section 4 | Emergency meetings (called Extra-Ordinary Meetings) on matters requiring immediate attention of the members of the Club may be called at any time by the Executive or five (5) Club members.  |
| Section 5 | A quorum at a regular meeting and/or the AGM of the Castlegar Nordic Ski Club consist of at least ten (10) members.   |

- Section 6 If at any time during a regular meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned.
- Section 7 ALL MATTERS OF CONCERN to the Club must be decided by a majority vote of those members present at a Regular Meeting or AGM of the Club, EXCEPT those matters for which a Special Resolution is necessary.
- A SPECIAL RESOLUTION will normally be preceded by three(3) weeks notice to the membership by mail (and the local media) of such Resolution and must be decided by a seventy-five percent (75%) majority vote of those members present at the Regular Meeting or the Annual General Meeting.
- The notice of SPECIAL RESOLUTION will be given to members via the Club's Newsletter or by email and the local media. This notice shall also include the intent of the Special Resolution.
- Special Resolutions are required to deal with:
- a) Changes to the Constitution or By-Laws.
  - b) Removal of an Officer.
  - c) Borrowing of funds.
- Section 8 Voting shall be by show of hands unless at least twenty-five percent (25%) of the members at a meeting indicate preference for a secret ballot.
- Section 9 Only members of the Club shall be entitled to vote at meetings of the Club.
- Section 10 Meetings shall be conducted according to Robert's RULES OF ORDER.
- Section 11 Notwithstanding the provisions of this article, the Executive may, subject to the approval of seventy-five percent (75%) of those members present at a meeting, conduct a mail ballot of all members to determine a specific question.

## B. Executive Meetings

- Section 1 The President shall call, or cause to be called, at least five (5) meetings of the Executive (Officers and Directors) in the period of time between June 1<sup>st</sup> and May 31<sup>st</sup>.
- Section 2 Notice of an Executive Meeting may be given to Executive Members by telephone. It is not necessary for written notification nor is there a time restriction when the notice must be issued.

- Section 3      Emergency meetings of the Executive on matters requiring immediate attention may be called at any time by any three(3) Executive members.
- Section 4      A quorum at a duly constituted Executive meeting shall consist of at least six (6) Executive members one of which must be a Table Officer (described in Article IV, Section 1).
- Section 5      ALL MATTERS OF CONCERN to the Club must be decided by a majority vote of those Executive members present at an Executive meeting of the Club, EXCEPT those matters for which a Special Resolution is necessary.
- Section 6      Voting shall be by show of hands unless at least fifty percent (50%) of the members at an Executive meeting indicate preference for a secret ballot.
- Section 7      Executive meetings shall be conducted according to Robert’s RULES OF ORDER.

**ARTICLE X - BORROWING POWERS**

The Club may borrow necessary funds only upon approval given by Special Resolution.

**ARTICLE XI – AUDIT AND INSPECTION OF BOOKS**

- Section 1      If requested by the registrar of the Societies Act financial papers will be provided in the form requested.
- Section 2      A Club member may inspect the records and books of the Club at any time convenient to both that member and to the member(s) of the Executive responsible for keeping said records and books.

End