

Snow Valley Nordic Ski Club

CLUB BYLAWS

October 23, 2018

Part 1 – Interpretation

1.1 In these bylaws, unless the context otherwise requires:

"directors" means the directors of the society for the time being;

"Society Act " means the Society Act of British Columbia from time to time in force and all amendments to it;

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

2.1 A person may apply to the Directors for membership in the Society and, on acceptance by the Directors and payment of any then applicable membership fee, shall be a member.

2.2 Every member must uphold the constitution and comply with these bylaws.

2.3 There are two classes of membership: Lifetime and Annual

a) Lifetime members are members who have been entitled by vote of the Board for the rest of their natural life to be given an annual ski pass, have their CCBC dues paid by the club, and vote at all meetings of the club. These memberships are not transferable.

b) Annual Members are members who annually pay the fees set by the Directors upon paying which they are considered to be a member in good standing for that year.

i. At times, the annual fees of individual members may be waived at the discretion of the Directors, because of service given to the Club, or for non-skiing executive members. These memberships must be reviewed annually by the Executive.

c) The only members who can vote at a meeting of the club are those who have obtained the age of majority (19+ years) on the date that the vote is to be held. Each voting member shall be entitled to one vote at a general meeting of the Society.

2.4 Every member in good standing is entitled to be given a season pass which will allow a member to use the Club's trails during that current ski season.

2.5 The amount of the annual membership dues must be determined by the Directors. The membership year shall run from November 1 to October 31 of the following year.

2.6 Membership withdrawals:

- a) Any member may withdraw from the Society by delivering to the Membership Director a written notice to that effect.
- b) An Annual Member will not be in good standing until they have paid their membership fees for the current year.
- c) A Member may be expelled or suspended from the Society by the Board of Directors if the Board of Directors deems that his or her continuance as a member of the Society is inimical to its best interests. A Member shall be provided in writing with a brief statement of the reason or reasons for the Member's proposed expulsion, and the Member will be given an opportunity to be heard at a Director's meeting before the resolution is put to a vote.

Part 3 – Meetings of Members

3.1 General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The directors may, when they think fit, convene an extraordinary general meeting.

3.4 (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

3.5 An annual general meeting must be held at least once in every calendar year within four months of the Society's fiscal year ending.

3.6 Fourteen days' notice shall be given of the Annual General Meeting. Notice may be given to each member by email to the email address stated on the member's application form AND by posting notice on the club's website.

Part 4 – Proceedings at General Meetings

4.1 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum for a general meeting is at least half ($\frac{1}{2}$) of the Board members plus 3 members-at-large.

4.2 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

4.3 The president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

4.4 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.5 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

4.6 (1) A member in good standing present at a meeting of members is entitled one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

Part 5 — Directors and Officers

5.1 The Directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

(a) all laws affecting the society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

5.2 A rule, made by the Society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

5.3 The Board of Directors of the Society shall be elected for one-year terms by the membership at each Annual General Meeting. This shall consist of up to 12 elected voting members: four to be elected each year to an elected Executive Committee plus up to eight

elected directors. The Executive Committee shall consist of the offices of President, Vice President, Treasurer, and Secretary. The immediate past president shall also be a voting member of the Executive Committee.

5.4 (1) The directors must retire from office at each annual general meeting when their successors are elected. A retiring Director shall be eligible for re-election.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation, otherwise it must be by ballot.

5.5 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

5.6 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

5.7 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

5.8 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

5.9 The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit. A committee so formed in the exercise of the powers so delegated must conform to any regulation imposed on it by the Board.

5.10 The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

5.11 The quorum for the transaction of business at any meeting of the Directors shall consist of not less than one half ($\frac{1}{2}$) of the Board plus one Director in attendance.

Part 6 – Duties of Officers

6.1 The President shall preside at all meetings of the Board and Members; encourage teamwork among Members of the Board in achieving the mission and goals of the Society; and provide guidance in the undertaking of all projects under the auspices of the Society.

6.2 The Vice President must carry out the duties of the president during the president's absence. The Vice President shall assist the President in the fulfillment of his or her duties.

6.3 The Secretary shall conduct the correspondence of the Society; issue notices of meetings of the Society and Directors; keep minutes of all meetings of the Society and

Directors; have custody of all records and documents of the Society except those required to be kept by the Treasurer.

6.4 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (b) render financial statements to the directors, members and others when required.

6.5 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

6.6 All bills, cheques, and relevant documents shall be signed by two of the following: Treasurer, President, and any two Directors.

Part 7 – Borrowing

7.1 In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, borrow money from a financial institution (bank or credit union) or other government-recognized funding body, which would result in a reasonable repayment schedule for the Society.

Part 8 – Presentation of Accounts

8.1 Until changed, the fiscal year of the Society shall be from the first of July to the end of June of each year. The directors may change the fiscal year by resolution.

8.2 A balance sheet shall be made out in every year and laid before the Society at the Annual General Meeting, made up to a date not more than four months before such meeting.

8.3 The balance sheet shall be accompanied by a report of the Directors as to the Society's affairs.

Part 9 – Bylaws

9.1 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

9.2 These bylaws must not be altered or added to except by special resolution.

Part 10 - Addendum

10.1 The operation of the Society is to be chiefly carried out in the Regional District of Kitimat Stikine in the province of British Columbia

10.2 The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its objectives. (This provision was previously unalterable.)

10.3 If the membership of the Society declines to less than 10 members, the club shall dissolve. (This provision was previously unalterable.)

10.4 In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a recognized charitable organization in the province or elsewhere in Canada as directed by the members. (This provision was previously unalterable.)