

# Bylaws of Foothills Nordic Ski Club

Incorporated, September, 1964  
Repealed and Replaced, June 16th, 2021

## Application

To provide instruction, coaching, activities, races, and assistance to amateur cross-country skiers and amateur biathletes, as well as coordinate ski activities for recreational skiers.

### 1. Membership Dues

- 1.1. The membership dues in the Club shall be such amounts as are established by the executive and shall be payable immediately upon registration.

### 2. Membership Classes

- 2.1. Regular Membership - Any person being the full age of eighteen years may become a member with full voting privileges. Persons younger may become members without voting privileges, but may enter discussions or any other activity of the Club, provided it is lawful to do so. Regular members being the full age of eighteen may be considered for election to the Executive.
- 2.2. Associate Membership - Upon approval of the Executive, any person may become an Associate Member. Associate Members do not have voting privileges, nor may they be considered for election to the Executive Committee.

### 3. Withdrawal or Removal of Membership

- 3.1. Any member wishing to withdraw from membership may do so upon a notice in writing to the Executive through its Secretary.
- 3.2. Any member upon a majority vote of all regular members of the Club in good standing may be expelled from membership for any cause which the Club may deem reasonable.

### 4. Meetings

- 4.1. The Club shall hold an Annual General Meeting within the six months following its fiscal year end at such time and place as may be determined by the Executive Committee. Due notice of such a meeting shall be communicated to all members. At this meeting there shall be elected between 5 and 12 board members, who shall constitute the Executive Committee.
- 4.2. Any vacancy occurring during the year shall be filled at the next general membership meeting, or by appointment of the Executive Committee.

- 4.3. Meetings of the Club may be called at any time by the Secretary on instructions from the President or Executive Committee and communicated by email, phone, mail, or other electronic means at least seven days before such a meeting.
- 4.4. A Special General Meeting may be called by a petition signed by no less than 25 per cent of the members in good standing, setting forth the reason for calling such a meeting.

## 5. Quorum and Voting

- 5.1. A quorum shall be defined as ten per cent of the total voting membership for any Club business.
- 5.2. A simple majority of members in attendance at any regular or Special General Meeting shall be sufficient to pass any business except in matters of finance and amendments to the Club by-laws, in which case a majority of three quarters of the members in attendance shall be required.
- 5.3. Any member who has not withdrawn from membership, nor has been suspended as herein provided shall have the right to vote at any meeting of the Club.

## 6. Executive Committee

- 6.1. The Executive Committee of the Club shall act as its board of directors. Subject to the by-laws and directions given to it by the majority, the Executive Committee shall vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Club. Its meetings shall be held as often as the business of the Club shall require. The meeting shall be called by the President.
- 6.2. A special meeting of the Executive Committee may be called on the instructions of any two members thereof, provided they request the President in writing to call such a meeting and state the business to be transacted. Committee meetings may be called in writing by one week's, notice, or by telephone on three days' notice. Any four members shall constitute a quorum.
- 6.3. The Board shall be composed of a minimum of five (5) and no more than twelve (12) Directors.
- 6.4. The Officers of the Society, with the exception of the Past-President, shall be elected by the members of the Board at the first Board meeting immediately following the annual general meeting.
- 6.5. Those persons described in Article 6.4 shall include, but are not limited to:
  - 6.5.1. Past-President
    - 6.5.1.1. The Past President shall assist the President and serve as advisor to the Executive Committee. The Past President shall appoint and chair the nominating committee for the succeeding executive.
  - 6.5.2. President:
    - 6.5.2.1. The President shall be the ex-officio member of all committees. The President shall, when in attendance, preside at all meetings of the Club and the Executive Committee, and represent the Club in all matters of

external administration. The President shall automatically assume the position of Past President at the end of his term of office.

6.5.3. Vice President:

6.5.3.1. The Vice President shall assume the duties of the President in the President's absence and shall direct such Club activities as may be assigned to them, from time to time, by the Executive Committee. The Vice President's name may be submitted for nomination as President, whenever the current President's term of office expires.

6.5.4. Secretary:

6.5.4.1. The Secretary shall attend all meetings of the Club and of the Executive Committee and keep accurate minutes of same. The Secretary shall be in charge of all Club correspondence and keep a record of all Club documents.

6.5.5. Treasurer

6.5.5.1. The Treasurer shall receive all moneys paid to the Club and shall be responsible for the deposit of same in whatever bank the Executive Committee may order. The Treasurer shall present a full detailed account of receipts and disbursements to the Executive Committee whenever requested, and shall prepare for submission to the membership a statement of the financial position of the Club each year, and submit a copy of same to the Secretary for the records of the Club.

6.6. The Executive Committee may appoint, or the Club members may elect, additional members to perform various functions within the Club. These individuals may be invited to all Executive Committee meetings, but will not vote on questions involving Club expenditures.

## 7. Terms of Office

- 7.1. All members of the Board shall be elected for a term of one (1) year.
- 7.2. No Director shall serve on the Board for more than five (5) consecutive terms, with the exception of the President who may serve for one additional term as Past-President.
- 7.3. No elected Officer shall serve more than three (3) consecutive terms in the same office, with the exception of the Treasurer who may serve one (1) or more additional terms.
- 7.4. The counting of numbers of terms will only begin after this section comes into effect.

## 8. Remuneration

- 8.1. Unless authorized at a General Meeting, and after due notice has been given, no Officer or Director of the Club shall receive remuneration for acting as Directors of the Club. Directors may be reimbursed for reasonable out of pocket expenses incurred in the discharge of their duties as determined by the Board.

## 9. Conflict of Interest

- 9.1. Whenever a director or officer has a financial or specific personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the society to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## 10. Removal of Officers

- 10.1. Any Officer or Director of the Club may be removed from office only by a clear majority vote of the remaining Club Executive Committee, followed by a ratification vote at the next regular Club membership meeting, with a simple majority of members in attendance voting in favour of removing the Officer or Director. In addition, the members in attendance shall vote separately on the question of whether the removed Officer or Director will be expelled from the Club membership, although the person in question may be a member in good standing under Section 2.

## 11. Borrowing Authority

- 11.1. Neither the Club Executive, nor the Club membership shall have any authority to borrow or raise funds through any form of indebtedness, in particular no authority to issue debentures.

## 12. Audit

- 12.1. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant, or at least two Club members elected or appointed for that purpose by the Executive Committee.
- 12.2. Unless otherwise authorized by the Executive Committee, the fiscal and membership year of the Club shall conclude on the 30th day of April in each year.

## 13. Seal

- 13.1. The Club shall not have any seal, nor any members designated to have custody of the seal.

## 14. By-Law Amendments

- 14.1. The Club by-laws may be rescinded, altered or added to only by a special resolution that is passed at a General Meeting after at least 21 days notice has been given to the membership, or less than 21 days if all members entitled to attend and vote at the General Meeting so agree.
- 14.2. The special resolution must be passed by a majority of at least 75 percent of members entitled to vote at the meeting, themselves or by proxy.

## 15. Minutes

- 15.1. The minutes of any meeting of the board of directors will include a statement of when and where a meeting occurred, a list of attendees, a record of all motions made and whether or not the motions were passed. The minutes and proceedings of any directors meeting will be made available to the general membership in electronic form within 1 month following the approval of the minutes.

## 16. Inspection of Books and Records

- 16.1. A complete and proper statement of the standing of the books for the previous year shall be submitted by the auditor, or audit committee, at the Annual General Meeting of the Club, or shall be fully reproduced in a subsequent newsletter to all members.
- 16.2. The books and records of the Club may be inspected by any member of the Club at the annual meeting, or any other general membership meeting, provided he or she gives reasonable notice to the Treasurer. Each member of the Executive Committee shall have access to such books and records at all times, whenever requested of the Treasurer.

## 17. Dissolution

- 17.1. Upon dissolution of the Club any gaming proceeds remaining after paying debts and liabilities will be disbursed to one or more eligible charities as selected by the Executive Committee or transferred in trust to a municipality until such time as the assets can be transferred from the municipality to an approved charitable group or purpose.