



## **CALGARY SKI CLUB BYLAWS**

Revised and Approved at the AGM on 19 April 2012

### **1.0 MEMBERSHIP**

#### 1.1 Number of Members

The Club's members shall ordinarily be no greater than One Thousand (1,000) persons.

#### 1.2 Membership Qualification

Any person who is interested in and willing to encourage, promote and advance the sport of skiing in all its diversity and related sports or activities and to foster fellowship, healthy living and adventure year-round among recreational skiers and outdoor enthusiasts shall be eligible to apply for membership in the Club.

#### 1.3 Rights of Members

Except as otherwise stated herein, members shall have the following rights:

- (i) To vote at any meeting of the Club.
- (ii) To hold office and sit on committees.
- (iii) To use the property of the Club for its designated purposes.
- (iv) To propose candidates for Council.
- (v) To vote at elections for Honorary Memberships.
- (vi) To enjoy such privileges of membership as Council may from time to time declare.

#### 1.4 Duties

Except as otherwise stated herein, members shall have the following duties:

- (i) To pay dues as prescribed.
- (ii) To attend all membership meetings.
- (iii) To volunteer to help run the club and its activities.
- (iv) To perform duties or tasks assigned by Council to the best of their ability.
- (v) To participate in Club activities.
- (vi) To conduct themselves at Club activities in such a manner as not to bring discredit or disrepute to the Club.
- (vii) To notify the Treasurer/Secretary of any change of address.

#### 1.5 Membership Classes

Membership classes shall be set by Council from time to time. Council rulings on membership classes may be varied by a two-thirds (2/3) majority vote at the Annual General Meeting of the membership.

1.6 Member

A member is a person who has been accepted by Council for membership in the Club.

1.7 Complimentary Member

A Complimentary Member is a member for such period of time, not more than one (1) year, as Council may from time to time designate, and shall enjoy such membership privileges as Council may grant save the following:

- (i) Right to vote.
- (ii) Right to hold office.
- (iii) Right to propose candidates for office.
- (iv) Right to sit on committees.
- (v) Right to attend meetings.
- (vi) Right of preferential consideration on applications for membership.

1.8 Honorary Member

An Honorary Member is a person who in the opinion of Council, has through individual service or cooperation rendered extraordinary service to the Club or to the sport of skiing. A person shall be proposed for Honorary Membership in the Club upon two-thirds (2/3) majority resolution of Council, which must be ratified by two-thirds (2/3) majority vote at the Annual General Meeting of the membership. An Honorary Member shall have all the rights and duties of a Member save payment of dues. Honorary Membership may be renewed by Council at the commencement of each membership year.

1.9 Application for Membership

Application shall include prospective member's full name, address and other relevant contact information. Council shall administer applications and on acceptance as a member, the member shall be issued a membership card.

1.10 Suspension of Membership

Council shall have the right by a two-thirds (2/3) majority vote to suspend the specific rights of any member for a period of up to three (3) months effective immediately upon notification to such member. Within fourteen (14) days from receipt of notification, the member may present a notice of appeal to the Council. Within fourteen (14) days from receipt of the notice of appeal, the President shall call a meeting of the Council for the purpose of reconsidering the suspension. The member shall be notified of this meeting and requested to present their appeal. The Council shall by two-thirds (2/3) majority vote, confirm or change the suspension.

If the suspension is upheld, the member may appeal the decision by petitioning Council within fourteen (14) days. A Review Committee will then be formed and shall consist of a minimum of three (3) and a maximum of six (6) members in good standing. The precise number of members on the Review Committee and the specific individuals who shall preside on the Review Committee must be acceptable and mutually agreed to by Council and the member appealing the suspension.

The Review Committee will evaluate the details provided and gather such information as they deem appropriate. The Review Committee shall render their judgement within fourteen (14) days of being formed. Their decision will be made on the basis of a simple majority decision and their decision shall be binding and final.

While a suspension is being appealed, the member shall retain all of their rights. Council shall furnish the member with a copy of this section together with the notification of suspension.

1.11 Expulsion from Membership

Council shall have the right by a two-thirds (2/3) majority vote, to expel any member from the Club, effective immediately upon notification to such member. Within fourteen (14) days from receipt of the notification the member may present a notice of appeal to the Council. Within fourteen (14) days from the notice of appeal, the President shall call a meeting of the Council for the purpose of reconsidering the expulsion. The member shall be notified of this meeting and requested to present their appeal. The Council shall, by a two-thirds (2/3) majority vote, confirm or change the expulsion.

If the expulsion is upheld, the member may appeal the decision by petitioning Council within fourteen (14) days with the signatures of twenty-five (25) members to call a Special Meeting. Within forty-five (45) days from receipt of petition, the President shall call a Special Meeting of the general membership for reconsidering the expulsion.

While an expulsion is being appealed, the member shall be deemed to be under suspension and all of the member's rights are suspended. Council shall furnish the member with a copy of this section together with the notification of expulsion.

1.12 Withdrawal of Membership

A member may withdraw from the Club by notifying the Council in writing with his/her intention to withdraw. The Council may withhold acceptance of any resignation until all indebtedness has been paid, all Club funds and property have been returned and all rights to the use of the Club name, emblem and other insignia have been surrendered by the withdrawing member.

1.13 Dues

Dues, and the time for payment of dues, shall be set by Council from time to time. Council rulings on dues may be varied by a two-thirds (2/3) majority vote at the Annual General Meeting of the members.

1.14 Membership Year

The membership year shall be from September first of each year to August thirty-first of the following year, or as may be varied by the membership from time to time.

## **2.0 COUNCIL**

2.1 Function

Council shall manage the affairs and activities of the Club in a diligent manner and in accordance, so much as possible, with the general wishes of the membership.

2.2 Duties and Powers

- (i) Confirmation of appointment of committees.
- (ii) Appointment of auditors on an annual basis or as required.
- (iii) Administration of Club expenditures, except that Council shall not enter into any contract or arrangement involving liability to the Club of more than twelve thousand (\$12,000) dollars unless a resolution authorizing

same has first been passed by the members of the Club at an Annual General or Special Meeting, and provided further that no single expenditure of more than one thousand (\$1,000) dollars may be entered into without the prior approval by a two-thirds (2/3) majority vote of Council.

- (iv) To administer the Club's banking, including execution of banking documents except the administering of Special Capital Funds as set out in Section 4.4. Any two (2) of the President, Treasurer/Secretary, Past-President and Vice-President shall be authorized to be signing officers for banking purposes.
- (v) To consider and pass on complaints or controversies from or within the membership, or with any other organization.
- (vi) To appoint standing committees to consider Club obligations, which cannot be incurred without the previous authorization of Council by a majority vote.
- (vii) To deal with membership applications.
- (viii) To make rules and regulations.
- (ix) To delegate its powers as required from time to time subject to a right to terminate such delegation.

### 2.3 Composition

Council shall be composed of four (4) Officers: President, Vice-President, Treasurer/Secretary, Past-President and a number of Directors to be set by Council from time to time.

### 2.4 President

The President shall:

- (i) Preside at all meetings of the membership and Council.
- (ii) Interpret the Bylaws.
- (iii) Call Special Meetings of the Membership upon request of twenty-five (25) members or as the occasion may require.
- (iv) Call meetings of Council.
- (v) Appoint, by and with the approval of Council, all standing and special committees.
- (vi) Exercise supervision of the members and ensure that the Bylaws are strictly observed.
- (vii) Provide an annual report setting forth the President's official acts during the year and passing on the general situation of the Club and recommending such regulations as may be deemed necessary for the welfare of the Club.
- (viii) Cast the deciding vote when circumstances require.
- (ix) Appoint committees to administer all phases of skiing and related works and activities and shall ensure that technical matters, publicity, membership, tours, property, racing, coaching, instruction and social matters are properly attended to.
- (x) Be an ex-officio member of all committees.

### 2.5 Vice-President

The Vice-President shall:

- (i) Cooperate with the President in the execution of the President's duties and familiarize themselves with same.
- (ii) Have custody of the cups, trophies and awards of the Club during the Vice-President's term of office.
- (iii) Exercise the President's duties in the President's absence and succeed to office upon it becoming vacant.

- (iv) Work on special assignments and projects as requested by Council.
- (v) Assist the other members of Council.

2.6 Treasurer/Secretary

The Treasurer/Secretary shall:

- (i) Receive and deposit all Club monies.
- (ii) Keep a correct record of all monies received and disbursed.
- (iii) Prepare a budget of expenditures for each ensuing year.
- (iv) Be responsible for all Club property.
- (v) Prepare a year-end inventory.
- (vi) Arrange for insurance.
- (vii) Prepare annual financial statements.
- (viii) Have charge of the Seal, books and other records of the Club.

2.7 Past-President

The retiring President shall become the Past-President in the succeeding year.

The Past-President shall:

- (i) Be a Director of the Club.
- (ii) Be available for consultation with Club and Council members.
- (iii) Be responsible for liaison with other ski and sporting bodies and government for the advancement of skiing and other sports.
- (iv) Be responsible for all matters relating to the history of the Calgary Ski Club.

In the event that the retiring President is unable to serve as Past-President, or is elected to another Council position, Council shall appoint a former President or Vice-President to the position.

In the event that no former President or Vice-President is available to serve, Council shall appoint a retiring Officer or Director, or a former Officer or Director to serve according to the prescribed Bylaw on Vacancy.

2.8 Directors

Council by a two-thirds (2/3) majority vote may vary the number of Directors from time to time and vary their duties.

2.9 Tenure

All terms of office shall be for one (1) year, being the period of the first of May following the election to the thirtieth of April of the following year. A member of Council may withdraw from their office by giving notice to the Treasurer/Secretary, or in the case of the Treasurer/Secretary, to the President, or announce such withdrawal at a Council meeting.

2.10 Removal From Office

Any member of Council may be removed from their position by a two-thirds (2/3) majority vote of Council at a meeting called for that purpose. Council shall cause a Special Meeting of the Membership to be convened no later than sixty (60) days after such removal if such a request is made by the removed Council member, and the members by a two-thirds (2/3) majority vote may vary, confirm or quash the Council resolution.

2.11 Vacancy

A Council position becomes vacant when an individual ceases to occupy that position. Vacancies may be filled by Council on a two-thirds (2/3) majority vote.

Any twenty-five (25) Club members may require Council to call a Special Meeting of the members to review such appointment, and in that event the members may on a two-thirds (2/3) majority vote, vary, confirm or quash the appointment by Council.

2.12 Remuneration

No member of Council shall receive any remuneration for his/her services on Council, other than a nominal amount of not more than one (\$1.00) dollar per year as may be required to comply with insurance contracts.

This does not prevent a member of Council being paid for other services to the Club.

Each Council member, upon successful completion of a full term in office, shall be granted an allotment of two hundred and fifty (250) CSC Points for use in subsequent years, in accordance with the CSC Rewards Program procedures as set out by Council from time to time.

2.13 Election of Council Members

Council elections shall be held in April of each year at the Annual General Meeting (AGM).

In the event that an AGM cannot be held due to lack of a quorum, Council will continue in office until the AGM is held.

2.14 Nominations

Council shall appoint a Nomination Committee consisting of one (1) Officer who shall preside as Chair and two (2) members of the Club who shall have been members for two (2) consecutive or cumulative years.

Nominations shall be in writing supported by three (3) signatures and the signature of the nominee member. All nominations shall be accepted by the Nominating Committee and placed before the Annual General Meeting for a vote.

2.15 Election Procedure

The outgoing Council shall conduct the election.

Voting shall be by secret ballot. Each nominee shall be entitled to one scrutineer. Council may by two-thirds (2/3) majority vote, resolve that the balloting be by preferential method, but in such case the successful nominee shall have no less than a fifty (50%) per cent majority of the preferential ballot system.

### **3.0 MEMBERSHIP MEETINGS**

3.1 Quorum

A quorum of membership for the Annual General Meeting or a Special Meeting shall be twenty (20) members having voting rights or ten (10%) per cent of the members, whichever is the lesser.

Voting shall be only by eligible members in attendance at these membership meetings.

3.2 Rules of Order

All meetings shall be governed by Robert's Rules of Order insofar as they are not inconsistent with the provisions of The Societies Act. The President or Vice-President shall preside at membership meetings and in the absence of both, any member may preside, on majority resolution.

3.3 Annual General Meeting (AGM)

The Annual General Meeting shall be held prior to April 30 each year at a time and place as may be set by Council, which shall give at least fourteen (14) days' notice to the membership of such meeting. Copies of an audited financial statement shall be made available to the members at the AGM.

If it is not possible to hold the AGM by April 30 for any reason, including lack of a quorum, the meeting shall be held as soon as possible following normal requirements of notice to members of the AGM.

3.4 Special Meetings

Special meetings may be called by the President or Council on at least fourteen (14) days' notice. Council shall call a special Meeting on the written request of any twenty-five (25) members. Notice of Special Meetings shall be mailed to all members having voting rights, and shall state the reason for which the meeting is being called. Notice may be given by placing a notice in the Club newsletter. Voting at Special Meetings shall be by secret ballot unless otherwise resolved by the membership.

3.5 Council Meetings

Council Meetings shall be held at least once a month. Any three (3) members of Council may call a Council Meeting on reasonable notice to the other members of Council. A quorum of Council for Council Meetings shall be five (5) Council members including one (1) Officer of the Club.

## **4.0 FINANCIAL**

4.1 Fiscal Year

The fiscal year shall be from the first of May to the thirtieth of April of the following year commencing in 1979.

4.2 Borrowing Powers

The Club may exercise such borrowing powers as are authorized by The Societies Act, R.S.A. 1970 and amendments thereto.

4.3 Audits

The books, accounts and records of the Secretary and Treasurer shall have an official examination of the club's financial records conducted at least once each year by an accountant recognized under the Alberta Regulated Professions Act OR by two members of the Club elected for that purpose at the Annual General Meeting.

Such auditor(s) at the Annual General Meeting for the Club shall submit a complete and proper statement of the standing of the books for the previous fiscal year. The fiscal year of the Club in each year shall be May 1st to April 30th.

4.4 Capital Funds

Capital Funds may be established for special purposes.

These Capital Funds shall be established by Special Resolutions stating:

(i) The purpose of the Fund.

- (ii) The method of operation of the fund including the method by which the Fund monies shall be kept separate from general Calgary Ski Club funds, and the signing officers for the Fund.
- (iii) The method by which monies are to be raised for the Fund.
- (iv) The reasons and the method by which the monies may be withdrawn from the Fund.
- (v) From time to time monies accumulated in these funds may be invested to maximize returns while preserving the capital in the Fund.

4.5 The Club shall adopt full accrual accounting procedures for significant expenses such as capital assets and leasehold improvements.

## **5.0 NOTICES**

A notice may be given to any member by mailing it to them by ordinary mail or by electronic method at the address shown on the records of the Club, and such notice shall be deemed to have been served on the date of mailing of same, or by publication in the Club newsletter.

## **6.0 INSPECTION OF RECORDS**

Any member shall have the right from time to time to inspect the books and records of the Club at the Club's place of business, during the Club's business hours.

## **7.0 AMENDMENT TO THE BYLAWS**

The Bylaws may be amended by a Special Resolution passed by an affirmative vote of not less than seventy-five (75%) per cent of those members who are present at a Special Meeting called for that purpose, or at the Annual General Meeting, but in the event of the latter, notice shall be provided of such proposed amendments at least twenty-one (21) days prior to the Annual General Meeting.

## **8.0 SEAL**

The Club seal shall be affixed to any instrument the execution of which is not in the ordinary course of the Club's business and the seal shall not be affixed except in the presence of such Officers and Directors as Council may from time to time direct, and such Officers and Directors shall sign and seal such instrument. Council may adopt an official Club Seal.

## **9.0 INTERPRETATION AS PER ARBITRATION**

In the event of a dispute as to the interpretation of these Bylaws, which cannot be resolved to the satisfaction of the majority of the members, the matter may be referred to arbitration in accordance with The Arbitration Act, R.S.A. 1070 and amendments thereto.

## **10.0 DISSOLUTION OF THE CLUB**

In the event that the Calgary Ski Club should cease to fulfill its objects or should resolve to terminate activities or be otherwise wound up, all assets shall be disbursed as follows:

- (i) All trophies and Club records shall be donated to the Glenbow Museum in the City of Calgary.
- (ii) All land and properties shall be sold.
- (iii) All net assets including cash in hand, all bank deposits, including special Capital Funds and the proceeds from the sale of land and properties shall be donated to The Calgary Foundation in the name of the Calgary Ski Club Trust Fund to be used to further recreational skiing in all its variety for the benefit of Calgarians.