

# **Constitution and Bylaws of the Revelstoke Nordic Ski Club Society**

2017

## **Constitution**

1. The name of the club is “Revelstoke Nordic Ski Club”.
2. The purposes of the club are:
  - a) To promote the interest in and to develop sportsmanship and proficiency in Nordic skiing.
  - b) To organize, administer and coordinate appropriate Nordic skiing opportunities for all ages in the community.
  - c) To enter into affiliation or reciprocal arrangements with any other society or club with which it is considered advisable, that it may in any way assist in achieving any or all of the purposes of the club.
  - d) To obtain and manage the necessary finances, personnel and equipment to operate Nordic skiing programmes and facilities.

## **Bylaws**

### **Bylaws**

#### **Part 1: Definitions and Interpretation**

##### **Definitions**

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the club;

“**Bylaws**” means these Bylaws as altered from time to time.

“**Address of a Member**” means the member’s e-mail or postal address as recorded in the register of members;

## **Definitions in Act apply**

**1.2** The definitions in the Act apply to these Bylaws.

## **Conflict with Act or regulations**

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

## **Part 2: Members**

### **Application for membership**

**2.1** A person may apply to the board for membership in the club, and the person becomes a member on the board's acceptance of the application.

### **Duties of members**

**2.2** Every member must uphold the constitution of the club and must comply with these Bylaws.

### **Classes of members**

**2.3** The membership of the club shall be divided into the following classes: Lifetime, Adult, Youth, Child, and Family.

- a) Lifetime membership may be conferred on members or individuals who have rendered distinctive service to the club and shall be ratified by the directors. Lifetime members shall pay no fees and have one vote at meetings in perpetuity.
- b) Adult membership shall be granted to any person 18 years of age and over upon payment of an annual membership fee which will entitle them to membership for the current membership year and voting privileges.
- c) Youth membership shall be granted to any person aged 6 to 18 years of age upon payment of an annual membership fee which will entitle them to membership for the current membership year and no voting privileges.
- d) Child membership shall be granted to any person under six years of age with payment of a Cross Country BC insurance fee.
- e) Family membership shall be granted to families upon payment of annual membership fees which will entitle them to membership for the current year and voting privileges for individuals 18 years and older. A family shall include a parent or parents, or a guardian or guardians, and dependent children and post-secondary students.
  - i) A dependent child is a minor, who does not have a spouse, and is supported by the parent or guardian.
  - ii) A dependent post-secondary student is older than 18 and younger than 25 years of age, is in full-time attendance at a recognized post-secondary institution, and is supported by the parent or guardian.

### **Membership fees**

**2.4** The annual membership fees will be determined by the board and ratified by the members at the Annual General Meeting.

**2.5** All memberships except Lifetime memberships expire October 31<sup>st</sup> of each year.

**2.6** All members, except lifetime members, must pay Cross Country BC insurance fees.

### **Member not in good standing**

**2.7** All members are in good standing except a member who has failed to pay his current annual membership fee, or other subscription or debt due and owing by him to the club or who is the subject of a disciplinary action by the club.

### **Member not in good standing may not vote**

**2.8** A voting member who is not in good standing

- a) may not vote at a general meeting, and
- b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership if member not in good standing**

**2.9** A person's membership in the club is terminated if the person is not in good standing for four consecutive months.

## **Part 3—General Meetings of Members**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the board determines.

### **Ordinary business at general meeting**

**3.2** At a general meeting, the following business is ordinary business:

- a) adoption of rules of order;
- b) consideration of any financial statements of the club presented to the meeting;
- c) consideration of the reports, if any, of the directors or auditor;
- d) election or appointment of directors;
- e) appointment of an auditor or accountant, if any.

### **Notice of special business**

**3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

**3.4** Written or electronic notice of the date, time and location of a general meeting will be sent to the postal or e-mail Address of Members in good standing at least seven days and not more than fifty days prior to the date of the meeting. Notice of the meeting will also be posted on the club's website.

#### **Chair of general meeting**

**3.5** The following individual is entitled to preside as the chair of a general meeting:

- a) the individual, if any, appointed by the Board to preside as the chair;
- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
  - (i) the president,
  - (ii) the vice-president, if the president is unable to preside as the chair, or
  - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

#### **Alternate chair of general meeting**

**3.6** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

#### **Requirement for physical presence at general meetings**

**3.7** In order to participate in a general meeting, a member must be physically present at the meeting location.

#### **Quorum required**

**3.8** No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

#### **Quorum for general meetings**

**3.9** The quorum for the transaction of business at a general meeting is 10 voting members.

#### **Lack of quorum at commencement of meeting**

**3.10** If a quorum is not present at the time the meeting is called, it shall be adjourned and reconvened 30 minutes later and those members present shall constitute a quorum.

#### **If quorum ceases to be present**

**3.11** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.12** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.13** When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

**3.14** Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

### **Order of business at general meeting**

**3.15** The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting:
  - (i) receive the directors' report on the financial statements of the club for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor or accountant, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

### **Equality of votes**

**3.16** In case of an equality of votes the chair shall not have a casting or second vote and the proposed resolution shall not pass.

### **Voting by a member in good standing**

**3.17** A member in good standing present at a meeting of members is entitled to one vote.

### **Method of voting**

**3.18** Voting is by show of hands, unless the members otherwise decide.

### **Announcement of result**

**3.19** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.20** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.21** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **Part 4 – Directors**

### **Number of directors on the board**

**4.1** The club must have no fewer than 5 and no more than 10 directors.

### **Conduct of business by directors**

**4.2** The conduct of the business, management and operation of the club shall be carried on by the directors, who for this purpose shall have vested in them all the powers of the club acting in general meeting.

**4.3** No decision made by the club in a general meeting invalidates a prior act of the directors. Any such matters may be referred to the directors for further consideration.

### **Election of directors**

**4.4** At each annual general meeting, the voting members entitled to vote for the election of directors must elect the Board.

**4.5** Elected directors shall hold office for the period of two years, or until a second annual general meeting of the club following the election of the director, unless they resign or are removed from their office.

**4.6** The elected directors of the Board shall serve staggered terms; that is, each year directors shall be elected to fill the vacancy of those directors whose terms of service expire.

**4.7** Directors may be elected for one year for the purpose of balancing the number of directors in each staggered group.

### **Nominating committee**

- 4.8** At least four weeks prior to the annual general meeting, the directors shall appoint a nominating committee.
- 4.9** The nominating committee shall propose a slate of qualified directors for the ensuing year and shall report the same to the annual general meeting. After the report has been given, the chairman of the nominating committee shall call for nominations from the floor for the directors to be elected. All names when properly seconded, shall be added to those recommended by the nominating committee.

### **Directors may fill casual vacancy on board**

- 4.10** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board, or to fill a position that remains vacant.

### **Term of appointment of director filling casual vacancy**

- 4.11** A director appointed by the Board to fill a vacancy ceases to be a director at the next AGM and may stand for election
  - a) for a one year term if the appointment was to fill a position that was due to be completed the next year or
  - b) a two-year term

### **Resignation and removal of directors**

- 4.12** The directors may remove any director before the expiration of that director's term of office for cause if the director has been given reasonable written notice of, and the opportunity to be present and to be heard at the meeting when the vote will be held.
- 4.13** A director may resign from the Board at any time by presenting his or her notice of resignation to the Board.

## **Part 5 Directors' Meetings**

### **Calling directors' meeting**

- 5.1** A directors' meeting may be called by the president or by any two (2) other directors.

### **Notice of directors' meeting**

- 5.2** At least two (2) days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

- 5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they think fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is a majority of the directors.

### **Decisions on questions arising**

**5.6** Questions arising at any meeting of the directors or of a committee of directors shall be decided by a majority of votes.

### **Equality of votes**

**5.7** In case of an equality of votes the chair does not have a second or casting vote and the proposed resolution shall not pass.

### **Consent resolutions**

**5.8** A resolution may be passed, without having a meeting of directors, if two-thirds of the directors agree to the resolution in writing or electronic format.

### ***In-Camera* meetings**

**5.9** The Board may consider business *in-camera* if the business deals with:

- a) Discipline of any director or member;
- b) Expulsion or suspension of any person from any office of the club, or of any member of the club;
- c) Recruitment and employment of personnel;
- d) Acquisition of property or other contractual arrangements; or
- e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

## **Part 6 – Standing Committees**

**6.1** Special committees may be appointed from time to time by the directors as deemed necessary, and the chairman of these committees shall be chosen by the members of each committee.

**6.2** The chair of a special committee shall attend meetings of the directors during the term of the committee's activities, but shall have no vote unless the chair is a director.

## **Part 7 - Board Positions**

### **Election or appointment to board positions**

- 7.1** Directors must be elected or appointed to the following board positions, and a director, other than the president, may hold more than one position:
- a) president;
  - b) vice-president;
  - c) secretary;
  - d) treasurer.

### **Directors at large**

- 7.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. The Board will assign responsibilities to the directors at large.

### **Role of president**

- 7.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

- 7.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

- 7.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- a) issuing notices of general meetings and directors' meetings;
  - b) taking minutes of general meetings and directors' meetings;
  - c) keeping the records of the club in accordance with the Act;
  - d) conducting the correspondence of the Board;
  - e) filing the annual report of the club and making any other filings with the registrar under the Act.
  - f) filing the Annual Operating Plan and other requirements of our Partnership Agreements.

### **Transfer of duties**

- 7.6** The directors may add additional duties to any board position or transfer duties among directors.

### **Absence of secretary from meeting**

- 7.7** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

## **Role of treasurer**

- 7.8** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- a) receiving and depositing monies collected from the members or other sources;
  - b) keeping accounting records in respect of the club's financial transactions;
  - c) preparing the club's financial statements;
  - d) making the club's filings respecting taxes

## **Part 8 - Remuneration of Directors and Signing Authority**

- 8.1** No director or officer shall be remunerated for being or acting as a director or officer.
- 8.2** Three directors, one of whom shall be the president, shall have signing privileges for the financial transactions of the club. Each transaction shall require two of the three director's signatures.

## **Part 9 - Borrowing**

- 9.1** In order to carry out the purposes of the club, the directors may, on behalf of and in the name of the club, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 9.2** debentures shall be issued without the sanction of a special resolution.
- 9.3** The members may, by special resolution, restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

## **Part 10 - Inspection of Records**

- 10.1** Members must apply in writing in order to inspect the register of members.
- 10.2** The general public may not inspect club records other than those provided for public access.

## **Part 11 - Indemnity**

- 11.1** The club will indemnify and hold harmless out of the funds of the club each director and any individual who acts at the club's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the club's request in a similar capacity.

- 11.2** The club will not indemnify a director or any individual who acts at the club's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the club will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the club; and
  - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 11.3** Insurance - The club will, at all times, maintain in force such directors' and officers' liability insurance

## Part 12 - Bylaws

- 12.1** When procedural issues arise in a meeting, *Roberts Rules of Order* (current edition) shall apply to club meetings.
- 12.2** These by-laws shall not be altered or added to except by special resolution.

## Part 13 - Former Constitutional Provision

- 13.1** The operations of the club are to be carried on chiefly in the local Revelstoke area. **This provision was previously unalterable.**
- 13.2** The purposes of the club shall be carried out without purpose of gain for its members and any profits or other accretions to the club shall be used for promoting its purposes. **This provision was previously unalterable.**
- 13.3** In the event of the dissolution of the club, funds and assets of the club remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations with similar purposes in British Columbia, as may be determined by the members of the club at the time of dissolution provided that such organization or organizations shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to a suitable level of local government. **This provision was previously unalterable.**