

NELSON NORDIC SKI CLUB
SOCIETIES ACT # S-0018000
CONSTITUTION & BYLAWS

Correct as of April 5, 2006

1. The name of the Society is Nelson Nordic Ski Club
2. The purposes of the Society are:
 - a. To provide, sponsor, encourage and foster cross country skiing and other nordic events among its own members and members of the community.
 - b. To purchase, lease or otherwise acquire land, buildings, equipment, and other property for the pursuit of the said Society.
 - c. To hold public exhibitions for the purpose of furthering the objectives of the Society and to offer and grant such prizes and rewards of such character and on such terms as the Directors may deem expedient.
 - d. To borrow, raise, provide or otherwise secure funds in such manner as the Society may see fit and in particular by mortgage, or the issue of bonds or debentures or otherwise charged upon all or any of the Society's property and to redeem and repay same.
 - e. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, or otherwise deal with all or any part of the property or rights of the Society and to sell or dispose of the undertaking of the Society or any part thereof.
 - f. To do all such things as are incidental or conducive to the attainment of any of the above objects or for the necessary or proper operation of the said Society.
3. Upon winding-up or dissolution of the society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to any employees of the society of any arrears of salaries or wages and after the payment of any debts of the society, shall be distributed to Cross Country BC or another non profit society as determined by the Board of Directors.

BYLAWS

1. MEMBERSHIP

- a) Admission of members - A person may apply to the directors for membership in the society and on acceptance by the directors shall be a member. The purchase of a season pass constitutes application for membership
- b) Voting members - Voting members shall be limited to members in good standing of the Society who have paid the dues as fixed by the Board of Directors, and who pay such annual dues as may be fixed from time to time by the Board of Directors and who have reached the age of majority of the Province of British Columbia. Each voting member shall be entitled to one vote at a general meeting of the society.
- c) The interest of a member of the Society shall not be transferable and shall lapse and cease upon the death of such member or when such member shall cease to be a member by resignation or otherwise in accordance with the by-laws from time to time in force.
- d) All members of the Society shall comply with the provisions of these by-laws and any amendment thereto, and with such regulations as may be made hereunder from time to time by the Board of Directors and shall in all things endeavour to promote the interests of the Society and to carry out the objects for which the Society was incorporated.
- e) Membership in the Society shall be annually from November 15 to November 14 of the following year.

2. WITHDRAWALS

- a) Any member may withdraw from the Society by delivering to the Registration Coordinator of the Society, either personally or by registered mail, a written notice to that effect.
- b) A member's name shall be stricken from the rolls of the Society, if the member's annual dues are outstanding more than 2 months past the end of the membership 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 contrary to its best interests.

3. GENERAL MEETINGS

- a) A General Meeting of the Society shall be held not later than one month after the date of incorporation hereof, and thereafter a general meeting shall be held at such time and place as may be prescribed by the Board of Directors.
- b) The Annual General Meeting of the Society shall be held each year within two months of the Society's fiscal year ending.
- c) The Board of Directors may, whenever it thinks fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on the written requisition of not less than five (5) percent of the voting members of the Society giving the nature of the business to be discussed at such Extraordinary General Meeting, delivered to the President or Secretary for the time being, of the Society, who shall, within two days of the receipt of such requisition give proper notice of such Extraordinary General Meeting.
- d) Fourteen clear days notice shall be given of all extraordinary general meetings and the Annual General Meeting.
- e) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; a quorum shall be members personally present being not less than ten (10) voting members of the Society at the date of such meeting.
- f) If, within half an hour after the time appointed for the meeting, a minimum of seven (7) Voting Members must be present for the meeting to continue.
- g) The President of the Society shall preside as Chair at every general meeting of the Society, and in his or her absence, the Vice-President shall preside. In the absence of both the President and Vice- President, the voting members present shall choose one of their numbers to be Chair.
- h) Each voting member present at the General Meeting is entitled to one vote. Voting is by show of hands.
- i) In the case of a tie vote, the proposed resolution is defeated, as the chair does not have a second or casting vote.

4. BOARD OF DIRECTORS AND THEIR DUTIES

- a) The Board of Directors of the Society shall consist of a minimum of five (5) and up to twelve (12) voting members, four to be elected each year to an Executive Committee and the remainder elected as Members-at-Large. The Executive Committee shall consist of the offices of President, Vice President, Treasurer, and Secretary. The Executive Committee and Members-at-Large shall be eligible to vote at the meetings of the Board of Directors. All members of the Board of Directors shall be members in good standing of the Society.

Constitution and Bylaws

- b) At each Annual General Meeting, the entire Board of Directors of the Society shall retire from office and the voting members of the Society shall elect Directors to fill the offices vacated.
- c) A retiring Director shall be eligible for re-election.
- d) Any voting member in good standing is eligible to be a member of the Board of Directors.
- e) Any casual vacancy occurring in the Board of Directors by death, resignation or otherwise, may be filled up by the remaining Directors. In the event that a Director is unable or unwilling to fulfill his duties, the Board of Directors shall have the power by a 3/4 vote to vacate him or her from office and may appoint any Voting Members of the Society in good standing in his or her place.
- f) In the event that all the Directors resign from office before the Annual General Meeting, an extraordinary General Meeting shall be held within six weeks for the purpose of electing a new Board of Directors.
- g) The President shall preside at all Board Meetings. He or she shall see that the general policy and objectives of the Society are carried out and generally supervise the business of the Society.
- h) The Vice-President shall, in the absence or at the request of the President, preside, or in his or her absence, some member of the Board of Directors shall be appointed by the meeting to be Chair.
- i) The Vice-President shall assist the President in the fulfillment of his or her duties.
- j) The Treasurer shall have custody of all funds, keep an accurate record of all funds and generally perform all duties of a Treasurer, and shall, when requested to do so, render to the Directors an account of the monies received and expended by him or her.
- k) The Secretary shall keep a record showing the names and addresses of all the members of the Society. He or she shall also serve all notices and keep such further records as may be directed by the President or Directors and he or she shall also carry out such further directions of the Board of Directors as the Board may deem necessary or advisable. The secretary shall also attend all meetings and take minutes of the proceedings at all meetings of the members and/or the Directors and keep a proper record in a "minute book" to be present at any such meeting or meetings, the Chair of the meeting shall appoint one of the Directors to act pro tem in the place of the Secretary.
- l) The Board of Directors shall have the power to create policies and procedures not inconsistent with these bylaws as it may deem advisable respecting the conduct of the affairs of the Society.
- m) The Board of Directors shall have full control of the managing, running, and care of all lands, premises and equipment held by the Society, but shall not commit the Society in any major undertaking or in any way convey, mortgage or otherwise charge the said property except on order of the 3/4 majority of voting members of

the Society in attendance at a General Meeting, of which due business to come before the meeting.

- n) 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.
- o) The Directors shall review, approve and disclose all accounts of the Society.
- p) A Director must not be remunerated for being or acting as a Director.

5. PROCEEDINGS OF THE BOARD OF DIRECTORS

- a) A Director's Meeting shall be held at such time as may be expedient and at such time and place as they may consider advisable. Special meetings of the Board of Directors shall be called by the President upon the request of two Directors and may be called by the President at any time.
- b) The Board of Directors may from time to time set the quorum necessary to conduct business at Director's meetings. If the quorum is not set, the quorum is a majority of the directors then in office.
- c) Questions arising at a Director's meeting must be decided by a majority of votes. In the case of a tie vote, the question is defeated, as the chair does not have a second or casting vote.
- d) The Board of Directors may delegate any of its powers to committees consisting of such member or members of the Board of Directors as the Board may determine.
- e) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in the exercise of those powers at the earliest Director's meeting held after the act or thing has been done.
- f) The Minutes of each meeting of the Board of Directors shall be available for review at the next general meeting of the Society.

6. ELECTIONS

- a) At least one month before the Annual General Meeting, the Board of Directors may appoint a Nominating Committee to obtain nominations for the Board of Directors. The report of the Nominating committee shall be given at the Annual General Meeting before the election of officers. After the report has been given, the Chair of the meeting shall call for nominations from the floor, if any, for the officers to be elected.
- b) All voting for officers and directors of the Society shall be by show of hands.
- c) Only voting members in good standing shall be eligible to hold office in the Society.

7. BORROWING POWERS

- a) In order to carry out the purposes of the society the Directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- b) A debenture must not be issued without the authorization of a special resolution, which must be passed by a $\frac{3}{4}$ majority of the voting members in attendance at the General Meeting..
- c) The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.
- d) All promissory notes, bills of exchange, debentures and any other negotiable or transferable instrument made, executed or issued by the Society shall be signed by the Treasurer, and either the President or one other of the elected Directors to be decided by the Board of Directors.

8. AUDIT OF ACCOUNTS

- a) The fiscal year of the Society shall be from the first of September to the end of August of each year.
- b) A balance sheet shall be made out in every year and laid before the Society at the Annual General Meeting.
- c) The balance sheet shall be accompanied by a report of the Directors as to the Society's affairs.

9. AMENDMENTS TO BY-LAWS

- a) The by-laws shall not be altered or added to except by Special Resolution passed by 75% of the members present at the General Meeting. Written notice shall be given to the voting members, by the Secretary, of the General Meetings called to pass any amendment to or alteration to the bylaws herein.

10. MINUTES OF MEETINGS

- a) Minutes of all Annual and other General Meetings shall be entered in the Minute Book by the Secretary and shall be signed after approval thereof by the members present, by the Chair and the Secretary.
- b) The Minutes of each Annual and other General Meetings shall be made available at the next following Annual and General Meeting of the Society.

11. INSPECTION OF BOOKS AND ACCOUNTS

- a) The books, records and accounts of the Society shall be produced and opened for inspection by any voting member of the Society at every general meeting of the Society; and shall be produced and opened for inspection at all times on the request of any Director of the Society