

St. Albert Nordic Ski Club

BYLAWS

Approved



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St. Albert Nordic Ski Club: Bylaws (Approved )

St. Albert Nordic Ski Club

Bylaws

1. Name

The name of the society shall be “St. Albert Nordic Ski Club”. St. Albert Nordic Ski Club is referred to hereinafter as “SANSC” or “the organization”.

2. Definitions

This section defines any key terms used in these bylaws but is not defined herein.

“written” and “in writing” includes printing, typewriting, lithographing, email, text, and other modes of representing or reproducing words in visible form;

“bylaws” means these bylaws, as updated and amended from time to time;

“Board” means the Board of Directors of the organization;

“Consensus” means all voting members are in favour

“Director” means a sitting director of the organization;

“Member” means a member of the organization;

“Person” means a natural person, a Company (however incorporated), a society, an institution created or administered by any Act of the Legislature of any province or, of the Parliament of Canada, an organization whether incorporated or otherwise, and includes the Majesty in right of any province, or of Canada;

“Register” means the register of members to be kept by SANSC as required by the Societies Act;

“Ratified” means to provide formal approval;

“Simple majority” means at least 51% of the votes are in favor

“Special Resolution” is a type of resolution reserved for matters of significant importance and is defined in the Societies Act;

“Society” or “Societies Act” means the most current version of the Alberta Societies Act.

3. Bylaws

These are the general Bylaws of SANSC and replace all previous Bylaws.

4. Membership

4.1. The Membership of SANSC includes any individual who has paid the membership fee of SANSC within the current membership year. The membership is valid from the date of purchase to the following October 31.

4.1.1. Membership may be terminated by the Member submitting a request in writing to the Board of Directors that their Membership be terminated.

4.2. The Membership of SANSC is entitled to vote at general meetings (Annual and Special) and to attend Board of Directors meetings.

4.3. There shall be two (2) categories of membership in SANSC:

4.3.1. Individual Membership, which allows up to 1 vote provided the Member has attained the age of sixteen (16).

4.3.2. Family Membership, which allows up to 2 individual votes provided two Members have attained the age of sixteen (16).

4.4. A Member of SANSC may be a Member Not in Good Standing if that Member has intentionally acted to harm the organization, as determined by the Board of Directors. Members Not in Good Standing are not entitled to vote at general meetings (Annual and Special) or to attend Board of Directors meetings.

4.5. A Member of SANSC may be Expelled from the Membership of the organization by a vote of seventy-five percent or more ($\geq 75\%$) of the Board of Directors.

4.5.1. Members of SANSC who are being considered for Expulsion are entitled to notice forty-eight (48) hours before the vote by the Board of Directors, an opportunity to defend themselves before the Board of Directors immediately prior to the scheduled vote and notice on the result of the vote within forty-eight (48) hours of the vote.

4.5.2. Expulsions from the Membership of the organization are effective immediately upon the completion of the vote to expel.

- 4.5.3.** Members who have been Expelled from the organization are entitled to an Appeal, wherein a Special General Meeting shall be called and the status of the Expelled Member shall be confirmed or overturned by a vote of two-thirds or more ($\geq \frac{2}{3}$) of the Membership present at the Special General Meeting. Members are only eligible to vote on the expulsion of another Member if they were a registered Member of the organization at the time of the incident which resulted in expulsion.

5. Governance

5.1. Board of Directors

- 5.1.1.** SANSC shall be governed by a Board of Directors consisting of not less than five (5) and not more than twelve (12) Directors.
- 5.1.2.** The Board of Directors shall be elected at the Annual General Meeting of SANSC by the voting members. In order to be elected to the Board of Directors, a candidate must be a member of SANSC and must receive the support of a simple majority of those present at the Annual General Meeting. If a candidate is not a member of SANSC and is elected, they must obtain SANSC membership within 21 consecutive days of the AGM.
- 5.1.3.** A Director elected at the Annual General Meeting shall assume office at the time of election.
- 5.1.4.** The Board may appoint additional Directors, provided that the number of Directors does not exceed twelve (12). Any such appointment must have the support of two-thirds ($\frac{2}{3}$) of the existing Directors on the Board. Any Director who is appointed by the Board must have their appointment ratified at the next general meeting of SANSC. A person so appointed assumes office immediately upon appointment; term limits are subject to clause 5.1.5.
- 5.1.5.** The term of office of a Director shall be a maximum of two (2) years from the date that they assume office. All terms of office end on the date of the Annual General Meeting of the second year. A member who has served three (3) consecutive terms as a Director must remain off the Board of Directors for a period of one (1) year before seeking re-election to the Board.
- 5.1.6.** A Director may resign from the Board by submitting a letter of resignation. The resignation is deemed to be effective thirty (30) consecutive days after the letter of resignation is received by the Secretary of the Board or immediately if requested in the letter.

- 5.1.7.** A Director shall be deemed to have resigned from the Board if they miss three (3) Board of Directors meetings per AGM-to-AGM period. Such a person may be reinstated to the Board by a resolution with the support of the Board (subject to clause 5.1.4).
- 5.1.8.** Directors may be removed from office in the case of unsatisfactory and/or inappropriate performance.
- 5.1.8.1.** A Director may be removed from the Board by a motion with two-thirds ($\geq \frac{2}{3}$) of the Board in favor of removal. Board members may not vote on a motion for their removal from office.
- 5.1.8.2.** A Director may be removed from the Board by a petition for removal signed by fifty percent (50%) of the registered Membership. Should a registered Member wish to petition for the removal of a Director, they are required to notify the Board of Directors in writing. The Board of Directors is required to send written notice of the petition to all registered members within fourteen (14) calendar days of receiving the notification. The petitioning member shall be in charge of collecting signatures for the petition, and has sixty (60) calendar days from the date that the Membership is notified of the petition to submit the petition to the Board of Directors. If over fifty percent (50%) of the Membership has signed the petition, the Director shall be removed from the Board of Directors, effective upon receipt of the petition.
- 5.1.9.** The Board of Directors shall meet at least five (5) times per year, with consecutive meetings no more than 4 months apart. Notice of a meeting shall be given to Directors a minimum of seven (7) consecutive days before the meeting, unless all Directors agree to abridge the notice period.
- 5.1.10.** Quorum for a meeting of the Board of Directors shall be more than half ($1/2$) the number of board members, including at least one member of the Executive Committee.
- 5.1.11.** The Board of Directors may determine the rules of order which shall govern its meetings.
- 5.1.12.** The Board of Directors may pass a motion by consensus vote of Directors present at a given Board meeting. If no consensus is reached after Chair-facilitated discussion at any meeting, the motion may be put forward at a subsequent Board meeting. If no consensus is reached after a second Chair-facilitated discussion, the Board of Directors may pass a motion with the support of no less than eighty percent (80%) of the Directors present at the meeting. If a motion has not passed after two (2) Chair-facilitated discussions, the motion must be reworded by the moving Director or discarded.

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- 5.1.12.1.** Directors may only abstain from casting a vote on a motion if they declare the legitimate conflict of interest that prevents them from voting. In cases where Directors abstain from casting a vote on a motion, their abstinence should be noted by the Secretary. Abstaining Directors count toward quorum for a meeting, but do not count toward the percentage of support for or against a motion.

5.1.13. Emergency powers of the Board of Directors:

- 5.1.13.1.** An emergency situation is defined as a situation that meets the following criteria:

- 5.1.13.1.1.** The situation requires Board intervention to be resolved,
- 5.1.13.1.2.** The situation requires intervention before the next scheduled meeting of the Board of Directors to prevent negative impact on the organization,
- 5.1.13.1.3.** It is not possible to schedule an emergency meeting of the Board that can be attended by a quorum of Board members.

- 5.1.13.2.** In the case of an emergency situation, the President is required to oversee the emergency decision-making progress. The President is required to:

- 5.1.13.2.1.** Attempt to contact each Director until the Director is contacted, or until the President has unsuccessfully attempted to contact the Director through a minimum of two (2) methods of communication,
- 5.1.13.2.2.** Propose a Board action that will resolve the emergency situation,
- 5.1.13.2.3.** Take a vote of the contacted Directors on the action proposed in 5.1.13.2.2. The President is empowered to implement the action if all successfully contacted Directors vote in favor of the action (unanimous). Votes may be counted over email, so long as the President has made verbal contact with the voting Director.
- 5.1.13.2.4.** If the successfully contacted Directors do not unanimously support a course of action by the time that Board action is required, the President must act on behalf of the Board and be accountable for those decisions.

5.1.13.3. All actions taken by the Board in emergency situations must be ratified at the next scheduled board meeting.

5.1.14. Directors shall not receive any remuneration for their work on SANSC's Board of Directors.

5.2. Executive Committee

5.2.1. The Board of Directors of SANSC shall appoint an Executive Committee from its members.

5.2.2. The Executive Committee of SANSC will consist of the President, the Secretary, and the Treasurer. If the Vice-President role is filled, the Vice-President will also be a member of the Executive Committee.

5.2.3. The President, Vice-President, Secretary, and Treasurer of SANSC shall be chosen by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. Should a position become vacant, the Board shall fill it as needed. Unless otherwise vacated, the positions of President, Vice-President, Secretary and Treasurer shall be held until the first Annual General Meeting following appointment of the positions.

5.2.4. The President shall plan and preside over all meetings of the Board of Directors and all general meetings of SANSC, or shall appoint another person to preside. The President shall also ensure Board meeting agendas are created, ensure that necessary reports are submitted prior to Board meetings, manage reporting to the rest of the organization, and manage staff according to Board directives.

5.2.5. The Vice-President shall assume the duties of the President in the absence of the President.

5.2.6. The Secretary shall ensure that the minutes of all meetings of the Board of Directors and all correspondence of the Board are properly kept. The Secretary is responsible for ensuring that a notice for all meetings of the Board of Directors and any general meeting of SANSC is published in accordance with its Bylaws and policies.

5.2.7. The Treasurer shall ensure that the books of account of SANSC are properly kept. The Treasurer shall also be responsible for ensuring that the financial summary is presented regularly to the board and at the Annual General Meeting.

5.2.8. The Board may add other members to the Executive Committee as it sees fit.

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5.2.9. The Executive Committee shall meet once per calendar month at least five (5) times per year. Notice of the meeting shall be given at least seven (7) consecutive days before the meeting, unless all members of the Executive Committee agree to abridge the notice period.

5.2.10. The Executive Committee is responsible for ensuring that all policies and directives of the Board of Directors are implemented.

5.2.11. A member of the Executive Committee may resign their position on the Executive Committee by submitting a letter of resignation to the Board of Directors. A Director may resign from the Executive Committee without resigning from the Board of Directors.

5.3. Other Committees

5.3.1. The Board of Directors may create other committees as deemed necessary, as long as all committees contain at least one “sponsoring” Director.

5.3.2. Committees created by the Board of Directors can be delegated authority to act on behalf of the Board of Directors, but not responsibility. The authority delegated to a committee shall be limited to the authority explicitly described in the motion to create the committee.

6. General Meetings

6.1. General (Annual and Special)

6.1.1. The Quorum at a general meeting for SANSC shall be ten percent (10%) of the registered Membership of SANSC at the time of the General Meeting or 15 members, whichever is lower.

6.1.2. Subject to clauses **6.1.2.1**, **6.1.2.2**, and **6.1.2.3** below, any matter at a General Meeting shall be decided by a two-thirds ($\frac{2}{3}$) majority of Members present at the General Meeting.

6.1.2.1. Matters that result in organizational debt, as outlined in clauses **7.4** and **7.5**, shall be decided by a four-fifths ($\frac{4}{5}$) majority of Members present at the General Meeting.

6.1.2.2. The Dissolution of the organization shall be governed by the process outlined in Section 9.

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6.1.2.3. Modifications to the Bylaws of the organization shall be decided through a Special Resolution at a General Meeting and shall be decided by a four-fifths ($\frac{4}{5}$) majority of members present at the General Meeting.

6.1.3. Voting privileges are restricted to individuals holding Individual or Family Memberships, provided they are present at the meeting, and have attained the age of sixteen (16). Votes will be taken by a show of hands, by ballot, or as otherwise determined by the Executive Committee.

6.1.4. Voting by proxy is permitted with the following restrictions:

6.1.4.1. The member voting by proxy must notify the Executive Committee via written or electronic communication a minimum of 24 hours in advance of the meeting.

6.1.4.2. A member shall only carry one proxy at a time in addition to their own vote.

6.1.4.3. Proxy votes shall count towards toward the percentage of support for or against a motion but will not count toward quorum for a meeting.

6.2. Annual General Meeting

6.2.1. The Annual General Meeting of SANSC shall be held within six (6) months of the financial year end, on a date determined by the Board of Directors.

6.2.2. Notice of the Annual General Meeting shall be given twenty-one (21) consecutive days in advance, in writing as well as posted in appropriate digital and physical spaces.

6.2.3. The Agenda for the Annual General Meeting shall be prepared by the Board of Directors and shall be distributed to the Membership a minimum of fifteen (15) days in advance of the meeting. The agenda shall include, at a minimum, a presentation of the financials of the organization (as detailed in clause 7.3).

6.2.4. To be included in the Agenda for the Annual General Meeting, Special Resolutions must be received by the Secretary seven (7) consecutive days before the Annual General Meeting.

6.2.5. If quorum is not obtained at the Annual General Meeting, the meeting will be automatically re-scheduled for three (3) weeks later and attendance at that meeting will be considered quorum.

6.3. Special General Meetings

- 6.3.1.** A Special General Meeting may be called in one of the following 3 ways: At the discretion of the Board President, OR with a letter signed by a minimum of 3 Board members, OR with a letter signed by a minimum of 15 members or 10% of the Organization, whichever is greater.
- 6.3.2.** Notice for a Special General Meeting must be given in the same manner as the notice for the Annual General Meeting. The Notice shall include a statement of the purpose of the Special General Meeting and an agenda.

7. Records and Financial Matters

- 7.1.** The records and books of account of SANSC shall be retained by the Treasurer of the Board of Directors or a designate. Audited financial statements shall be made available upon request; individuals who have requested to inspect the records and books of account will be given access at one (1) of the three (3) subsequent Board of Directors meetings after the request has been received by the Board in writing.
- 7.2.** The Board of Directors shall appoint auditors each year to audit the books of account. The audit must consist of, at minimum, a financial audit carried out by at least two (2) individuals who do not have signing authority on any of SANSC's bank accounts and have not had signing authority within the previous two (2) calendar years. The selected individuals must be approved by the Board of Directors.
- 7.3.** A financial summary shall be presented each year by the Treasurer or a delegate at the Annual General Meeting. The presentation shall include, at a minimum, a summary of the organization's income, disbursements, assets, and liabilities.
- 7.4.** The Board may not incur any debt without successfully obtaining authorization from the Membership by way of a General Meeting. If the Board of Directors is requesting permission from the Membership to incur debt, the Notice for the General Meeting shall explicitly state that the organization may incur debt as a result of the Meeting, and the General Meeting shall be subject to clause **7.4.1.**
- 7.4.1.** Before requesting authorization to incur organizational debt, the Board of Directors shall explicitly outline the amount of debt to be incurred, the organizational use of the acquired capital, the rules and considerations attached to the use of the capital, and the proposed method of repaying the debt.

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- 7.5.** Debt incurred by the organization is restricted in use to the plan outlined in clause **7.4.1**. Amendments to the use of debt must receive support of the Membership at a General Meeting.
- 7.6.** Any contract or other legal document relating to the business of SANSC may be signed by any person appointed by the Board of Directors to sign on their behalf.

8. Dispute Resolution

- 8.1.** This section applies to any dispute arising out of the **governance affairs of the society** or the application of its bylaws:
- 8.2.** The Dispute may be between:
- a. members, or
 - b. SANSC and its Directors or its Executive Committee, or
 - c. SANSC or its Directors or its Executive Committee and either
 - i. a member, or
 - ii. a former member who was a member within the previous 12 months.
- 8.3.** Any dispute subject to Subsection 1 and 2 will be resolved by:
- a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
 - b. Written appeal to the Board of Directors (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
 - c. Mediation pursuant to the National Mediation Rules of the Alternative Dispute Resolution Institute of Canada (ADRIC), or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
 - d. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.
- 8.4.** The selection process for any facilitators, mediators, or arbitrators will be in accordance with the organization's policies.

8.5. Members are obligated to comply with SANSC's complaint resolution bylaws, policies and procedures as a condition of membership. The failure of a member to cooperate with SANSC's complaint, dispute resolution and/or discipline processes shall be considered an act of member misconduct and may result in disciplinary procedures.

8.6. In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

9. Dissolution

9.1. SANSC may be dissolved by a Special Resolution, passed by a majority of not less than four-fifths ($\frac{4}{5}$) of the Members present at a Special General Meeting of SANSC, called for the express purpose of considering dissolution.

9.2. The meeting to dissolve SANSC shall have a Quorum of fifty percent (50%) Members and shall require notice of thirty (30) consecutive days.

9.3. Upon dissolution, the property of SANSC shall be distributed to charitable local organizations whose objectives are similar to those of SANSC.

Date:

Signatures:

Signature: _____ Print Name:	Address: _____
Signature: _____ Print Name:	Address: _____
Signature: _____ Print Name:	Address: _____
Signature: _____ Print Name:	Address: _____

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