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Special Resolution

I hereby certify that the following special resolution was passed at a meeting of the members of the St Albert Nordic Ski Club on 27 October 2000

The by-laws were changed as follows:

- the existing bylaws are repealed. They are replaced by the attached by-laws.

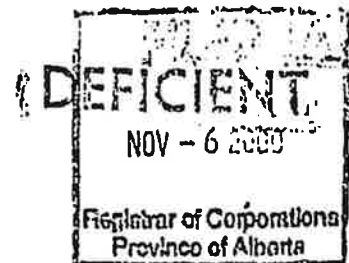
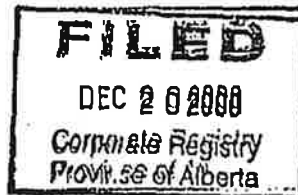
The objectives were changed as follows:

-the existing objectives are repealed. They are replaced by the attached objectives.

Date: 2 Nov 00

Signature:  K.A. Nette

Title: President, St Albert Nordic Ski Club





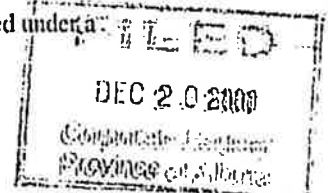
BYLAWS

ARTICLE 1 - DEFINITIONS

- a. Where indicated by context or intent of these bylaws, the masculine shall be deemed to include the feminine and the singular shall be deemed to include the plural, and vice versa.
- b. The term "STANSKI" means St Albert Nordic Ski Club.
- c. "Officer" refers to any one of: President, Vice-President, Secretary, or Treasurer.
- d. "Director" refers to a member of the Board of Directors.
- e. "Special resolution" means: a resolution passed:
 - (1) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given; and
 - (2) by the vote of not less than 75% of those members present and entitled to vote, or who have voted by proxy, provided that proxy voting has been authorized by the Board of Directors.
- g. "Family" refers to one or more individuals living in one household.
- h. "Act" refers to the Societies Act of the Province of Alberta

ARTICLE 2 - MEMBERSHIP

- a. Any resident of Alberta may become a Member by registering on the form prescribed and upon payment of one year's membership fee.
- b. Membership fees shall be determined from time to time by Members eligible to vote at a General Meeting.
- c. All Members will be enrolled with any provincial or national Nordic ski organization in which STANSKI participates, and specifically which provide STANSKI with liability insurance coverage.
- d. There shall be three (3) categories of membership in STANSKI:
 - 1) *individual membership*, which confers one vote provided the Member has attained the age of thirteen (13) years; and non-voting if a Member is younger than thirteen (13) years;
 - 2) *family membership*, which may include any number of persons residing in one household who have paid the stipulated membership fees and for whom legal waivers of liability have been properly executed on STANSKI's application form. Any person registered under a

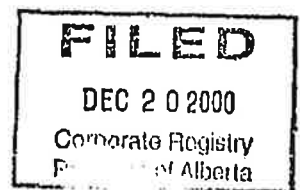


family membership who has attained the age of thirteen (13) years may vote at General or Special meetings; and

- 3) *associate membership*, which may be granted to individuals by the Board of Directors to permit them to participate in, or to perform services at, designated STANSKI events, programs, or activities. Associate Members may attend General Meetings, but have no vote.
- d. Each membership term is for one (1) year commencing the first day of October and ending the thirtieth day of September of the following calendar year. Renewing members are granted a grace period of three months, ending the first day of January of each year, to submit a renewal application and to pay the prescribed fees. Failure to renew shall result in automatic cancellation of membership and termination of the member's privileges and powers.
- e. Any Member wishing to withdraw from membership may do so upon giving written notice to the Secretary. The Board of Directors has complete discretion in determining any refund of fees or deposits to a withdrawing member.
- f. Any Member may be expelled from STANSKI membership by a Special Resolution passed at a General or Special Meeting.

ARTICLE 3 – MEETINGS

- a. General and Special meetings shall be open to all members. Voting privileges are restricted to individual and family members who have attained the age of thirteen (13) years.
- b. Attendance of twelve (12) members entitled to vote shall constitute a quorum at any General or Special Meeting.
- c. Voting shall be by show of hands, unless any member requests a secret ballot, whereupon the Chair, without discussion, shall declare a secret ballot.
- d. The Chair at any STANSKI meeting shall abstain from voting, except to break a tie vote.
- e. Unless otherwise stated in these bylaws, a motion shall be considered passed if it receives a simple majority of votes cast.
- f. General Meetings
 - (1) Members will be advised of General Meetings, by written notice sent by ordinary mail to the last known address of each member, postmarked at least eight (8) days prior to said meeting.
 - (2) STANSKI shall hold a General Meeting during October of each year.
 - (3) STANSKI shall hold its Annual General Meeting during March of each year, at which:
 - a. the Treasurer shall present STANSKI's financial statements for the past fiscal year;
 - b. the auditor or Audit Committee shall present the audit report; and



- c. Officers and other Directors are elected to a new Board of Directors and take office at the close of the Annual General Meeting, for terms ending at the close of the next Annual General Meeting.
- g. Special Meetings shall be called by the Secretary, by notice sent by ordinary mail postmarked at least eight (8) days prior to the date of the Special Meeting and addressed to the last known address of each member, upon receipt of:
- (1) instruction of the Board of Directors; or
 - (2) a petition signed by one-third (1/3) of the voting members, containing the motion or motions to be placed before the Special Meeting.
- h. Voting by proxy on Special Resolutions (as defined in the Act) is not permitted unless authorized by the Board of Directors in the specific instance; in which event the Secretary shall enclose Proxy forms with the Notice of Meeting mailed to voting members.
- b. Board of Directors Meetings
- (1) The Board of Directors shall meet at the call of the President, but not less than every two (2) months between September and the following April during each membership year.
 - (2) A quorum requires at least four (4) Directors, one of whom shall be an Officer.
 - (3) An Extraordinary Meeting of the Board of Directors may be demanded by two or more Directors, such demand to be delivered in writing to the Secretary stating the business to be brought forward. The Secretary shall thereupon promptly circulate a Notice of Meeting to all Directors by the most expedient means, which may include, but is not limited to, facsimile, telephone, or electronic mail, giving at least three (3) days' notice and stating the business of the Extraordinary Meeting.

ARTICLE 4 – BOARD OF DIRECTORS

- a. The Board of Directors shall have full control and management of the affairs of STANSKI, governed by these bylaws, the Act, and the will of the voting membership as it is lawfully enacted at any General or Special Meeting.
- b. The Board of Directors shall consist of: the President, the Vice-President, the Secretary, the Treasurer, and sufficient other Directors to adequately manage STANSKI's affairs. The number of Directors may vary from year to year.
- c. The Board of Directors may declare vacant any position held by a Director who has failed to attend any three (3) consecutive Executive Committee meetings.
- d. Any Director may be removed by a Special Resolution passed at a General or Special Meeting.

- e. If any board of Directors position, including that of an Officer, is or becomes vacant following an Annual General Meeting, the Board of Directors is empowered to appoint a Director for that position from among STANSKI's voting members, to serve for the remaining term of that Board.
- f. One person may be elected or appointed to fill more than one position on the Board of Directors.

ARTICLE 5 – COMMITTEES

- a. Committees may be formed from time to time to deal with specific aspects of STANSKI activities and programs. Each committee shall be chaired by a STANSKI Director.

ARTICLE 6 – DUTIES OF BOARD OF DIRECTORS

a. President

- (1) The President shall by default chair General, Special and Board of Directors meetings of STANSKI and perform such other duties needed for the effective conduct of the office of President. In the President's absence, the Vice-President shall replace the President. In the absence of both President and Vice-President, the Board of Directors shall appoint a Director to fulfill the President's duties in his or her absence.
- (2) The President is an ex-officio member of all standing committees.

b. Vice-President

- (1) The Vice-President shall assume the duties and responsibilities of the President in the President's absence or if the position is vacant, and shall perform such other duties as the Board of Directors may delegate.

c. Secretary

- (1) The Secretary shall attend STANSKI's General, Special, and Board of Directors meetings, insofar as possible, and record and circulate minutes of the meetings.
- (2) In the Secretary's absence, the Chair of any meeting shall appoint a substitute for the Secretary.
- (3) The Secretary shall maintain STANSKI's official records and correspondence.
- (4) The Secretary shall keep a record to show current location of, and custodians responsible for, each item of personal property owned by STANSKI.

- (5) The Secretary shall keep STANSKI's corporate seal, each use of which shall be authenticated by the signatures of the Secretary and the President, or one other Officer if the President is not available.

d. Treasurer

- (1) The Treasurer shall receive and deposit all monies paid to STANSKI as directed in Article 7 of these by-laws.
- (2) The Treasurer will properly account for the funds of the society and keep such books as may be directed.
- (3) The Treasurer will present a detailed account of STANSKI's financial situation at each regular meeting of the Board of Directors.
- (4) At the Annual General Meeting, the Treasurer shall present and submit STANSKI's audited financial statements for the most recent fiscal year-end, and upon approval at the Annual General Meeting, give a copy of the financial statements to the Secretary to be kept with STANSKI's permanent records.

e. Directors

- (1) Each Director will be responsible for a specific aspect of the STANSKI operation and will be given a title commensurate with the duties of that position.
- (2) The Secretary will maintain an up-to-date list of current Director positions, with a detailed description of the duties of that position, separate from these bylaws.

ARTICLE 7 - FINANCIAL CONTROLS

- a. The STANSKI fiscal year shall run from 1 October to 30 September.
- b. STANSKI will maintain bank accounts at a financial institution that is a C.D.I.C. member.
- c. Cheques drawn on STANSKI's main bank account shall be signed by the Treasurer and countersigned by the President, or in the President's absence, by another Director authorized under STANSKI's banking resolutions.
- d. STANSKI shall maintain a separate imprest bank account, on which the Treasurer is authorized to draw cheques based on the Treasurer's signature alone. The maximum permissible amount in the imprest account shall be determined, from time to time, by the Board of Directors.
- e. The Board of Directors shall set budgets annually for each STANSKI program and special event. The chairs of each program or special event shall obtain specific prior approval from the Board of Directors for any expenditures exceeding the budgeted allocations.
- f. The Board of Directors shall be empowered to spend funds on capital purchases up to a limit to be established by the membership at the Annual General Meeting.

g. Audit

- (1) The books, accounts, and records of the Treasurer shall be audited once each year by a duly qualified accountant or by two (2) STANSKI Members appointed by the Board of Directors to act as an Audit Committee.
- (1) The books and records of STANSKI may be inspected by any member at the Annual General Meeting or shall be provided by the Treasurer to any member requesting them, subject to reasonable notice.

ARTICLE 8 – RENUMERATION

- a. Unless authorized by the Board of Directors, no member of STANSKI shall receive any remuneration for his service as a member of STANSKI.
- b. Notwithstanding Article 8, a, above, STANSKI may, as necessary, hire at a rate not to exceed the prevailing rate, any qualified person to provide instruction or other services, whether or not such person is a member of STANSKI.

ARTICLE 9 – BORROWING POWERS

- a. STANSKI may borrow money in order to carry out its objectives and in particular through the issuance of debentures to members and others. All borrowings are subject to approval by the members under a Special Resolution as set forth in the Act.


ARTICLE 10 – LENDING POLICY

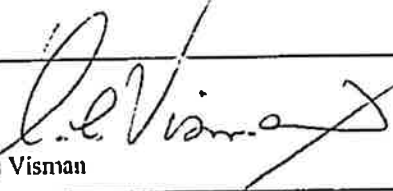
- a. The Board of Directors may loan personal property owned by STANSKI to other organizations provided that:
 - (1) it is considered by the Board of Directors to be in the best interests of STANSKI to do so;
 - (2) reasonable assurances are obtained that all persons using the loaned property will be properly trained on its use and will be adequately supervised; and
 - (3) the user organization accepts full responsibility, in writing, for any loss or damage to the borrowed equipment, or harm caused to persons or property as a result of possession of the borrowed equipment.


ARTICLE 11 - AMENDMENT PROCEDURE


a. These bylaws may be rescinded, altered, or added to by a Special Resolution of STANSKI.

Dated this 27th day of October, 2000

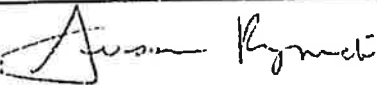
Signature: 	Address: 90 Pembroke Crescent St Albert, AB, T8N 4S5
Name: Ken Nette	

Signature: 	Address: 53 Bellevue Crescent St Albert, AB, T8N 0A5
Name: Gus Visman	

Signature: 	Address: 15 Sable Crescent St Albert, AB, T8N 0H2
Name: Zanelle Frost	

Signature: 	Address: 29 Windermere Crescent St Albert, AB, T8N 3P1
Name: Dean Albrecht	

WITNESS

Signature: 	Address: 9 Willowbrook Crescent St Albert, AB, T8N 3H9
Name: Sue Ryniak	