

## **BY-LAWS OF THE CLUB SKI 30**

As approved by membership on September 8, 2015.

### **INTRODUCTION**

In these by-laws, unless there be something in the subject or context inconsistent therewith

- a) Society means Club Ski 30
- b) Registrar means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) Special Resolution means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- d) Board of Directors means the executive or executive committee.

### **ARTICLE 1- MEMBERSHIP**

- a) There shall be the following classes of membership:
  1. regular member
  2. life member
  3. honorary member
- b) Regular member: Any person who has an interest in skiing and has reached their thirtieth birthday. A regular member may have all the privileges of the club, unless otherwise specified by the executive.
- c) Life member: The executive may recommend to a general meeting, life membership for any member whose record of service merits this classification. A life member shall be free of dues and assessments for so long as he or she shall live and shall be entitled to all privileges of a regular member.
- d) Honorary member: The executive may bestow honorary membership in the club on any person for a period of one year. An honorary member is not entitled to vote or hold office.
- e) The membership dues will be set annually by the executive.
- f) Application for membership may, when necessary, be submitted to the executive who shall be responsible for approval or rejection of the application.
- g) Membership may cease or be rejected:
  1. by voluntary resignation
  2. by non-payment of dues (i.e. NSF)
  3. by decision of the executive under extreme circumstances such as:
    - i. unseemly conduct
    - ii. by not complying with club by-laws and policy
    - iii. any other just cause which makes a person undesirable as a member.

### **ARTICLE II - GENERAL MEETING**

- a) The club shall hold an annual general meeting within the months of April or May, at which time the board of directors shall be elected for the following year.
- b) The time and place of regular meetings of the Society will be posted on the Society's website. Any change to this schedule or location shall be made at least seven days in advance and communicated to members by email. The non-receipt of notice by any members shall not invalidate the proceedings.
- c) Special general meetings of membership may be called upon by the executive or by a minimum of fifteen members in good standing.
- d) At all meetings of members, each regular member in good standing shall have one vote.
- e) Every question shall be decided by a majority of votes, of the members present in person, unless otherwise stated by the by-laws of the club.
- f) Any question shall be decided by a showing of hands, unless a secret ballot is requested by any member.
- g) Members shall not be entitled to vote by proxy.
- h) Ten percent of the regular membership shall constitute a quorum for the purpose of entertaining motions.

### **ARTICLE III – EXECUTIVE**

- a) The affairs of the club shall be managed by the executive, which is comprised of the six elected officers of the board of directors plus the Immediate Past President. The officers shall be:
  - 1. President
  - 2. Vice President
  - 3. Treasurer
  - 4. Secretary
  - 5. Social Director
  - 6. Director At Large
  - 7. Past President
- b) If vacancies occur on the executive, the President may appoint replacements to fill the positions for the duration of the term.
- c) The members may, by special resolution, remove any Director and appoint another person to complete the term of office.
- d) Meetings of the executive may be called by:
  - 1. the President
  - 2. the Vice President, in the absence of the President, or
  - 3. the Secretary on the request of at least three members of the executive.
- e) The presence of four members at an executive meeting shall constitute a quorum.
- f) Each member of the executive shall be entitled to one vote on any question at meetings of the executive.

- g) The executive shall manage and control the affairs of the club. Specifically, they may receive and disburse funds in the ordinary course of the club's operation and may make individual extraordinary expenditures up to the amount of five hundred dollars. Amounts in excess of the figure require the majority approval at a general membership meeting.
- h) All monies that are collected for club activities must be held in the club's accounts. No member may hold monies for club expenses or activities in a private account. All cheques, drafts, or money orders must be made payable to Club Ski 30.
- i) The signing officers of the club shall be any two of the following: President, Vice President, Treasurer, Secretary.
- j) Members of the executive shall receive no remuneration for being a member. Said Members, shall receive reasonable expenses, incurred by them in the performance of their duties.
- k) In addition to subsection (g), the President shall have a separate expense account to be used at his or her discretion for miscellaneous club related matters to an accrued maximum of fifty dollars. Once that ceiling has been reached, the executive must approve replenishment of funds for that expense account.
- l) One can occupy the same position on the executive for a maximum of two consecutive years. No elected member may occupy the same position on the executive within four years of previously occupying the position. After serving four consecutive years as an elected member on the executive, a person must take an absence of two years before being eligible for re-election.

#### **ARTICLE IV- EXECUTIVE RESPONSIBILITIES**

- a) The President shall:
  - Preside and call all general and executive meetings,
  - appoint committees and may serve ex officio as a member of any committee so appointed,
  - ensure compliance with club by-laws,
  - be responsible for maintaining the goals and direction of the club,
  - oversee all positions and ensure the efficient progress of the club, and
  - be responsible for amending the by-laws of the club.
- b) The Vice President shall:
  - Officiate at all general and executive meetings in the absence of the president,
  - assist the president in discharging his/her duties,
  - assume the position of president should that position be vacated for any reason,
  - be responsible for the planning, coordination and supervision of all ski trips,
  - share joint responsibility with the treasurer for the collection and disbursement of funds as they pertain to club organized trips, and
  - arrange an annual internal audit of the club's books/financial records.
- c) The Treasurer shall:
  - Supervise all the club's financial transactions,
  - deposit regularly the club's monies in a financial institution designated by the executive which is protected by deposit insurance,

- disburse funds,
  - ensure funds are paid out by the authority of the executive only,
  - keep proper records of account and present at the general meetings a statement of affairs of the club, and
  - officiate general and executive meetings in the absence of the president and vice-president.
- d) The Secretary shall:
- Be the custodian of the club seal and affix it to all written documents as required by the executive, conduct all necessary correspondence,
  - keep accurate records of all general and executive meetings, and
  - keep all such books, documents and correspondence as are necessary to record properly the affairs and history of the club.
- e) The Social Director shall:
- Be responsible for the planning, coordination and implementation of all social and non-ski events as well as recruitment of event coordinators, and
  - establish and maintain a public relations policy which supports the interest of the club.
- f) The Director At Large shall:
- Liaise with and solicit support from business groups and organizations for the purpose of enhancing the club's interests.
  - Other related duties.
- g) The Past-President shall:
- Be available for consultation and assistance as required.
- h) The executive shall maintain a standing Senior Advisory Committee, which will consist of all past Presidents who express a desire to belong, as well as other past members of the executive that the current executive may appoint. This committee will advise and assist the club in the general promotion and enhancement of club interests.

## **ARTICLE V – NOMINATIONS**

- a) The president shall, at least sixty days prior to the annual general meeting, appoint a nominating committee, and such committee shall nominate candidates for all the executive positions with the exception of Past President.
- b) The executive shall reserve the right to impose reasonable restrictions as to the qualifications necessary to assume the offices of President, Vice President, Secretary or Treasurer.
- c) A list of all candidates nominated shall be made available to members at least fourteen days prior to the election of officers.
- d) Notwithstanding subsection (a) and (b), the general membership may make any nominations it sees fit. All such nominations for positions on the executive must be submitted to the secretary not less than fourteen days prior to the annual general meeting. The person so nominated must agree to serve if elected; they may do so either verbally or in writing.

## **ARTICLE VI - FINANCE**

The dates of the fiscal year are May 1st to April 30th.

The directors shall present annually to the members a written report on the financial position of the Society. The report shall be in the form of a balance sheet and an income statement.

The Society may not borrow money.

The vice-president shall arrange for two or more members of the Society to audit the financial records of the Society on an annual basis.

## **ARTICLE VII – INDEMNITY**

Every member of the executive, his/her heirs, executors, administrators shall be indemnified out of the funds of the club from and against:

- All costs, charges, expenses whatsoever which said member sustains or incurs in or about any actions, suit or proceeding which is brought, commenced and prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of his/her duties.
- All other costs, charges and expenses which he/her sustains or incurs in or about in relation to the affairs of the club.

## **ARTICLE VIII - AMENDMENTS TO THE BY-LAWS**

Bylaws and the Memorandum of Association may be amended at any annual or general meeting by special resolution and is passed by at least three quarters of the votes of the members present at the meeting and approved by the registrar.

## **ARTICLE IX - ANNUAL FILING REQUIREMENTS**

Annually, a list of directors (setting out their names, addresses, occupations, and dates of appointments) as appointed at the annual meeting, and financial statements, must be filed with the Registry of Joint Stock Companies.

## **ARTICLE X - COMMITTEES**

- a) The Executive may establish committees for specific purposes and shall appoint a Committee Head and establish terms of reference.
- b) Committees shall report, through the Committee Head, to the Executive.

## **ARTICLE XI - MISCELLANEOUS**

- a) The books and records of the club may be inspected by any member one hour prior to any general meeting with one weeks notice.
- b) Procedures at meetings shall be governed by the latest edition of Roberts Rules of Order.
- c) All material benefits donated to the club through any member(s) shall become the property of the club. All such benefits shall be dispersed by the club's executive.