

# Club ByLaws

---

Caledonia Nordic Ski Club

10/5/2017



## 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 and on paying the membership fees for that year shall be a member in good standing for that year.”
- b) There are two classes of membership: Lifetime and Annual
1. Lifetime members are members who have paid a one-time fee set by the Directors, for which they are entitled for the rest of their natural life to be given an annual ski pass, have their CCBC dues paid by the club and vote at all meetings of the club. These memberships are not transferable.
  2. Annual Members are members who annually pay the fees set by the Directors upon paying which they are considered to be a member in good standing for that year.

The only members who can vote at a meeting of the club are those who have obtained the age of majority (19yrs+) on the date that the vote is to be held. 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 endeavor to promote the interests of the Society and to carry out the objects for which the Society was incorporated.



- e) Every member in good standing is entitled to be given a season pass which pass will allow a member to use the club's trail's during that current year.
- f) Membership in the Society shall be annually from November 1st to October 31st 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) An Annual Member will not be in good standing until they have paid their membership fees for the current 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 inimical to its best interests.

## **3. 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 three 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 ten 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. In addition to any other way permitted by law, notice may be given to a member either by email to the email address stated on the members application form or by posting notice on the club's website
- 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 quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other cases it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour after the appointed time for the meeting, the Voting Members present shall be a quorum.
- 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 members present shall choose one of their number to be Chair.

#### **4. BOARD OF DIRECTORS. OFFICERS AND THEIR DUTIES**

- a) The Board of Directors of the society shall be elected for one-year terms by the membership at each Annual General Meeting. This shall consist of up to 12 elected voting members: four to be elected each year to an elected Executive Committee plus up to eight elected directors. The Executive Committee shall consist of the offices of President, Vice president, Treasurer and Secretary. The immediate past president shall also be a voting member of the Executive Committee.



- b) The first election of Directors of the Society shall be held at the first General Meeting of the society after incorporation. At each Annual General Meeting thereafter, all Directors and Officers of the Society shall retire from office and the voting members of the Society shall elect Directors and members of the Executive Committee to fill the office vacated.
- c) A retiring Director shall be eligible for re-election.
- d) 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.
- e) 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.
- f) The quorum necessary for the transaction of business by the Board of Directors shall be six of the elected positions of whom two must be members of the Executive Committee as defined in 4A above. A director may attend by telephone call or any other electronic means that allows him or her to hear the proceedings and participate in the debate. A director can give a proxy to another director.
- g) 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. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on them by the Board.
- h) The President shall preside at all Board Meetings. He or she shall see that the general policy and objects of the Society are carried out and generally supervised the business of the Society.
- i) 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. 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 oversee keeping 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 proper records of those minutes and have those minutes present at any such meeting or meetings, the Chair of the meeting shall appoint one of the Directors to act temporarily in the place of the Secretary.
- l) At the first directors meeting immediately after the election of directors for that year the directors will nominate one of themselves to be charged with the responsibility to liaise with and to oversee the committee heads of each of the program areas of the society.

And in addition to the above there would be at least two directors charged with the responsibility to oversee and consider the general welfare of the club as a whole

- n) 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.
- o) 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.

- p) The Minutes of each meeting of the Board of Directors shall be read at the next following general meeting of the Society.
- q) The Directors shall pass all accounts of the Society.

## **5. ELECTIONS**

- a) At least one month before the Annual General Meeting, the Board of Directors shall appoint a Nominating Committee of three members 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 secret ballot.
- c) No person shall be elected to any office of the Society unless he has over 50% of the total vote cast. In the event that no person has more than 50% of the vote cast, the candidate having the least number of votes shall withdraw from the election and the members shall re-vote until one candidate has more than 50% of the total votes cast.
- d) Only voting members in good standing shall be eligible to hold office in the Society.

## **6. BORROWING POWERS**

- a) The Society may, by Special Resolution, exercise all or any of the borrowing powers conferred upon it by the "Societies Act" and amendments thereto upon a vote of 75% of the members present at such meeting.
- b) 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.

## **7. AUDIT OF ACCOUNTS**

- a) Until changed, the fiscal year of the Society shall be from the first of August to the end of July of each year. The directors may change the fiscal year by resolution
- b) A balance sheet shall be made out in every year and laid before the Society at the Annual General Meeting, made up to a date not more than three months before such Meeting.
- c) The balance sheet shall be accompanied by a report of the Directors as to the Society's affairs.

## **8. 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 by-laws herein. Written notice is properly given if sent by email to the members email address given on their membership application form and posting on the club's website"

## **9. 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 read at the next following Annual and General Meeting of the Society.





**10. 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.

**END**

