

# **SENIORS ALPINE SKI CLUB**

## **Bylaws**

The Seniors Alpine Ski Club is an incorporated society governed by an Elected Board.

### **1. Terms**

- 1.1. The term “Club” shall mean the Seniors Alpine Ski Club, incorporated under the Societies Act, February 18, 1993.
- 1.2. The terms “Board” or “Board of Directors” shall refer to the main governing body of the Club, consisting of the elected directors of the Club.
- 1.3. The term “Executive Committee of the Board” shall refer to the Immediate Past President, the President, the Vice-President, the Secretary, and the Treasurer.
- 1.4. The term “AGM” shall mean the Annual General Meeting of the Club.

### **2. Membership**

- 2.1. Any person, upon reaching the full age of 55 years, and who wishes to support the objectives of the Club, may become a member upon proof of age and payment of the membership fee.
- 2.2. The Board shall establish the membership fee annually.
- 2.3. Any member wishing to withdraw from the Club may do so upon notice in writing to the Board through its Secretary, at which time all privileges and powers of membership shall cease.
- 2.4. Any member, in arrears for fees or assessments shall be automatically suspended and shall be entitled to no membership privileges or powers in the Club until reinstated. If, after notification, the member does not pay the overdue fees within 30 days, that member will be expelled by a majority vote of the Board of Directors.
- 2.5. No Club member shall engage in the act of soliciting Club members for personal or business gain.

### **3. Governance**

- 3.1. Any member in good standing shall be eligible for election to the Board.
- 3.2. The Board shall have full control and management of the affairs of the Club, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted.
- 3.3. The Board shall consist of the Immediate Past President and twelve (12) Directors.
- 3.4. At the Annual General Meeting, Directors shall be elected for a term of two (2) years in the following manner:
  - 3.4.1. Each even year – six (6) directors shall be elected
  - 3.4.2. Each odd year – six (6) directors shall be elected.
- 3.5. At the first meeting of the Board of Directors following the AGM, the incoming Board will be installed. They will then appoint, from their number, a President, Vice President, Treasurer and Secretary. The persons holding these positions, along with the Past President shall form the Executive Committee and will serve for a term of one (1) year.
- 3.6. Three (3) members of the Executive Committee shall constitute a quorum.
- 3.7. Directors shall serve until their term expires and their successors are elected and installed. However, by a majority vote of the Board, any Director or Officer may be removed from office for just cause... e.g. non-fulfilment of duties.
- 3.8. If a vacancy occurs in the Board, the remaining Directors may appoint a replacement for the remainder of the term. The replacement may be appointed from the membership at large or a current Director may assume the responsibilities left unattended.

### 3.9 Duties of Directors:

#### 3.9.1 The **Immediate Past President** shall:

- a. be chairperson of the Nominating and Bylaws Committees.

#### 3.9.2 The **President** shall:

- a. be ex-officio a member of all committees;
- b. preside over all meetings of the Society and of the Board;
- c. appoint committees and their respective Chairpersons unless the Board chooses to perform such tasks;
- d. be accountable to the membership of the Club.

#### 3.9.3 The **Vice President** shall:

- a. become familiar with the activities of the Club;
- b. preside at meetings in the absence of, or at the request of the President;
- c. take office as President for the remainder of the term if this office should become vacant;

#### 3.9.4 The **Secretary** shall act as a recording secretary by:

- a. keeping accurate minutes of all meetings;
- b. reporting Executive Committee recommendations and actions at Board meetings;
- c. keeping for reference the Bylaws and guidelines for operation;
- d. have charge of all official correspondence of the society under the direction of the President
- e. shall have charge of the Seal of the society, which when used shall be authenticated by the signature of the Secretary and the President
- f. shall keep a record of all members of the Club, and send notices as required.,

#### 3.9.5 The **Treasurer** shall:

- a. be responsible to the Board;
- b. be responsible for issuing cheques for outstanding invoices to the Club in accordance with the budget approval and/or instructions from the Finance Committee, and for obtaining the approving signature of another signing officer;
- c. submit to the Annual General Meeting, as directed by the bylaw, a financial statement for the fiscal year;
- d. insure that accurate records of all receipts and disbursements of the Club are kept at all times, and that these records are available to members as directed by the bylaws;
- e. advise the Board members of the status of the Club's bank account;
- f. act as chair of the Finance Committee;
- g. recommend financial controls to the Board;
- h. collect and deposit all membership fees as directed by the bylaws

## 4. Meetings

### **Club Meetings:**

- 4.1. The Club shall hold an Annual General Meeting on or before May 31st in each year. At least (10) ten days' notice of the Annual General Meeting shall be given by means of a notice in an authorized publication, e-mail, or newsletter sent to members.
- 4.2. Meetings of the Club may be called at any time by resolution of the Board. At least 10 days' notification shall be given by means of a notice in an authorized publication, e-mail, or newsletter sent to all members.
- 4.3. A Special Meeting of the Club shall be called by the President upon receipt of a petition setting forth the reasons for calling such a meeting and signed by (20) twenty or more members in good standing. At least 10 days' notice shall be given by means of a notice in an authorized publication, e-mail, or newsletter sent to members.
- 4.4. Forty (40) members in good standing shall constitute a quorum at any Annual General or Special Meeting.

## **Board Meetings:**

- 4.5. Meetings of the Board shall be held as often as may be required, but at least six (6) times a year, and shall be called by the President. Directors will be advised by 10 days' notice in writing mailed to each member or by 3 days' notice by e-mail or telephone. Any 7 Directors shall constitute a quorum.
- 4.6. Special Meetings of the Board may be called at the request of any seven Directors, provided they request the President, in writing, to call such meeting and state the business to be brought before the meeting.
- 4.7. Meetings may be held without notice if a quorum is present, provided that any business conducted at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

## **5. Voting Authority**

- 5.1. Any member who has not withdrawn from membership or has not been suspended as herein provided shall have the right to vote at any Annual General or Special Meeting of the Club. Such votes shall be made in person and not by proxy.

## **6. Remuneration**

- 6.1. Any member may be reimbursed for travel and miscellaneous expenses authorized by the Board.
- 6.2. Board members are volunteers and are not to receive any remuneration except under the conditions of clause 6.1

## **7. Borrowing Powers**

- 7.1. For the purpose of carrying out its objects, the Club may borrow, raise or secure the payment of money in such manner as it thinks fit. This power shall be exercised only under authority of the Board.

## **8. Financial Management**

- 8.1. Funds of the Club shall be kept in a Chartered Bank, Credit Union, or Alberta Treasury Branch.
- 8.2. The signing authorities of the Club shall be the President, Treasurer and any other two (2) designated Directors. All cheques must be signed by two (2) of the four signing authorities.
- 8.3. With the prior approval of the Board, any Director may enter into a contract on behalf of the Club.
- 8.4. The books, accounts and records of the Club may be inspected by any member of the Club at the Annual General Meeting, provided reasonable notice is given to the director(s) having charge of same. Directors shall at all times have access to the books and records.
- 8.5. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified independent accountant, or by two members of the Club elected for that purpose at the AGM.
- 8.6. The Board shall present, at the AGM a financial statement setting out its income, disbursements, assets and liabilities as reviewed or audited as per 8.5.
- 8.7. The fiscal year end of the Club shall be March 31st.

## **9. Branches**

- 9.1. The Board shall have the power to establish one or more branches based upon geographic boundaries. Branches so established must, at an annual meeting, elect an executive including the positions of President, Vice-president, Secretary and Treasurer.
- 9.2. Branches shall have the power that the Board may confer upon them.
- 9.3. Branches and their executive must operate within the Bylaws of the Club.

## **10. Bylaws**

Bylaws may be rescinded, altered or added to by a Special Resolution passed at a General Meeting for which not less than 21 days' notice specifying the intention to propose the resolution has been duly given. The resolution must receive the approval of not less than 75% of those members who vote in person.

## **11. Director and Officer Indemnification**

The Seniors Alpine Ski Club shall indemnify its directors, officers of all of its Branches and former directors and officers and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a criminal or administrative action or proceeding to which they are made parties by reason of being directors or officers of the Club or its Branches, including an action by or on behalf of the Seniors Alpine Ski Club, if:

- a) They acted honestly and in good faith with a view to the best interests of the members of the Club; and
- b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing the conduct was lawful or were acquitted; and
- c) They gave notice to the Club of the civil, criminal or administrative action or proceeding immediately upon becoming aware of it and also cooperated with the Club in the defence of the action or proceeding to such extent as may be reasonable in the circumstances.

## **12. Dissolution**

In the event of dissolution or winding-up of the Club, all of its remaining assets shall be distributed to a Canadian charitable organization selected by the Board of the Club.