

## SUN PEAKS NORDIC CLUB BYLAWS

### **1.0 INSURANCE**

It will be the responsibility of SPNC to ensure appropriate insurance coverage for our members through Cross Country British Columbia (CCBC).

### **2.0 MEMBERSHIP**

#### **2.1 Members in Good Standing:**

All Members are in Good Standing provided that the Member:

- 2.1.1 Has upheld the Constitution and By-laws of SPNC and complied with the Policies and Rules of the Society;
- 2.1.2 Has paid all required membership dues;
- 2.1.3 Has paid any and all outstanding fees;
- 2.1.4 Has signed all appropriate waivers, releases & registration forms annually;
- 2.1.5 Has not ceased to be a member;
- 2.1.6 Is currently not suspended or expelled from membership or had membership restrictions or sanctions imposed;

2.1.7 Is not subject to a disciplinary investigation or action by the Society or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

#### **2.2 Ceasing to be a Member in Good Standing:**

A member shall cease to be a member of the Society:

- 2.2.1 By delivering their resignation in writing to the Board, either by mail, fax or electronic transmission;
- 2.2.2 On having been a member not in good standing for 12 consecutive months;
- 2.2.3 On having been expelled as provided in Section 2.4;
- 2.2.4 On their death;
- 2.2.5 In the case of the dissolution of the Society;
- 2.2.6 If Sun Peaks Resort LLP has revoked an individual's Nordic season pass or day ticket due to misconduct or a breach of the Alpine Responsibility Code.

#### **2.3 Reinstatement:**

Members who cease to be a member in good standing are not eligible to participate in any of the sanctioned activities of SPNC until such time as the Board is satisfied that the Member has met the definition of Good Standing as set out in 2.1

#### **2.4 Expulsion:**

- 2.4.1 The board shall have the power to expel or suspend and to bar from any and all activities any members, whose conduct has been determined to be improper, unbecoming, or likely to endanger the interest or reputation, or who willfully commits a breach in the Constitution and Bylaws or the current policies and procedures relating to code of conducts and disciplines of the Members currently in place within the Society.
- 2.4.2 No member shall be expelled or suspended without being notified of the charge or complaint against them or without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

## **2.5 Membership Dues:**

- 2.5.1 Annual membership shall start from May 1 of each year until April 30 of the following year. (i.e. 2012/13 dues will be from May 1 2012- April 30 2013);
- 2.5.2 Annual dues will be set by the Board and will be confirmed prior to April 30<sup>th</sup> of each year for the following year;
- 2.5.3 All dues shall include CCBC liability coverage as set forth by CCBC;
- 2.5.4 All dues are payable to SPNC no later than April 30 of each year;
- 2.5.5 In no case shall unpaid members be permitted to attend races;
- 2.5.6 "Family" membership is defined as parent(s) and dependent children under the age of 19 living in the same principal residence.

## **3.0 WAIVER AND RELEASE OF LIABILITY**

- 3.1 Prior to participating in any club activity, all participants (new and returning) shall complete, sign and date the CCBC form "Club Waiver and Acknowledgements" (Form #7);
- 3.2 Waiver forms will be filed with the Secretary or other designated director for the duration of the ski season;
- 3.3 Waiver forms must be completed by each member annually.

## **4.0 CCBC MEMBERSHIP**

- 4.1 SPNC shall remit to CCBC club dues before October 15 of each year, and process the remainder of incoming dues on a monthly or quarterly basis as indicated by CCBC.

## **5.0 MEETINGS OF MEMBERS**

**5.1 General Meetings:**

All meetings of the members of the Society are General Meetings. General Meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

**5.2 Extraordinary General Meetings:**

Every General Meeting, other than the Annual General Meeting, is an extraordinary General Meeting. The directors may, when they think fit, or upon written request of 10% of the Members in Good Standing, convene an Extraordinary General Meeting.

**5.3 Notice of General Meetings or Extraordinary Meetings:**

5.3.1 Notice of a General Meeting shall to given to all members as follows:

5.3.1.1 At least thirty (30) days in advance of an Annual General Meeting;

5.3.1.2 At least fourteen (14) days in advance of any other General Meeting,

And all such notices must specify the place, date and hour of the meeting and, in case of special business, the general nature of that business.

5.3.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

**5.4 Annual General Meeting:**

The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding general meeting.

**5.5 Written Resolution:**

A resolution in writing, signed by all the members and placed with the minutes of the meeting, is as valid and effective as if regularly passed at a meeting of members.

**6.0 PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 **Special business is:**
- 6.1.1 all business at an extraordinary general meeting except the adoption of rules of order and election of a chairperson pursuant to bylaw 6.6; and
  - 6.1.2 all business transacted at an annual general meeting except
  - 6.1.3 the adoption of rules of order;
  - 6.1.4 the election of a chairperson pursuant to bylaw 6.6;
  - 6.1.5 the consideration of the financial statements;
  - 6.1.6 the report of the directors;
  - 6.1.7 the appointment and/or election of directors; and,
  - 6.1.8 the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 6.2 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 6.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 6.4 A quorum is five (5) members personally present.
- 6.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated. If any other case, 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 6.6 At a general meeting, the President shall be chairperson, and if the President is absent, the members shall choose one of their number to be chairperson.

- 6.7 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 6.8 When a meeting is adjourned for 10 days or more, notice of an adjourned meeting shall be given as in the case of the original meeting.
- 6.9 Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 6.10 All resolutions proposed at a meeting must be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.11 In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote, if any, to which he or she may be entitled as a member and the proposed resolution shall not pass.
- 6.12 A voting member in good standing present at a meeting of members is entitled to one vote.
- 6.13 Voting is by show of hands or by ballot, as directed by the chairperson of the meeting.
- 6.14 The members may, by resolution, adopt rules of order but if no such rules of Order are adopted, the proceedings of the members shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined by Robert's Rules of Order Newly Revised.

## **7.0 DIRECTORS**

### **7.1 Board of Directors:**

- 7.1.1 The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, including the full management and control of the assets, liabilities, revenues and expenditures of the Society and the ability to make rules and regulations governing it's operations, but subject, nevertheless, to all laws affecting the Society;
- these bylaws; and

rules, not being consistent with these bylaws, which are made from time to time by the Society in general meeting.

7.1.2 No rule made by the Society in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

7.1.3 The number of directors, shall be five (5) or such greater number as may be determined from time to time at a general meeting.

**7.2 Directors' Terms of Service:**

Directors shall be elected to a one (1) year term.

**7.3 Election of Directors:**

Those directors whose term has expired shall retire from office at an annual general meeting when the new directors shall be elected by the members and past directors may stand for re-election.

**7.4 Qualification of Directors:**

A Director must be a member in good standing of the Society, not be less than eighteen (18) years of age.

**7.5 Cessation of Term of Service**

A Director ceases to be a Director:

7.5.1 resigns his or her office by mailing or delivering a written resignation to the President; which may be done by electronic submission;

7.5.2 dies;

7.5.3 becomes of unsound mind;

7.5.4 ceases to be a member of the Society;

7.5.5 is expelled from the Society.

**7.6 Vacancy of Director:**

7.6.1 The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in their number. A Director so appointed shall only hold office until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting. If a Director resigns his or her office or otherwise ceases to

hold office, the remaining Directors must appoint a member to take the place of the former Director.

7.6.2 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

#### **7.7 Removal of Director by Members:**

A director may be removed before the expiration of his or her term of office by special resolution of the members.

#### **7.8 Remuneration and Reimbursement of the Expenses:**

No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society and shall be reimbursed travel costs at a per kilometre rate to be set by the Directors from time to time for travel distances to meetings in excess of 125 kilometres.

### **8.0 PROCEEDING OF DIRECTORS**

8.1 The directors may meet together at the places they think fit to dispatch business, and may adjourn and otherwise regulate their meetings and proceedings as they see fit.

8.2 A meeting of the directors may be held by telephone or other communications facilities that permit all participants in the meeting to hear each other, and a director who participates in the meeting by those means shall be counted as present at the meeting.

8.3 The quorum for a meeting of the directors shall be a majority of the then current directors.

8.4 The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson. If neither the president nor the vice president is present the directors present may choose one of their number to be chairperson at that meeting.

8.5 Any two (2) directors may at any time convene a meeting of the directors.

8.6 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit.

8.7 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

- 8.8 A committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
- 8.9 The members of a committee may meet and adjourn as they think proper.
- 8.10 For a first meeting of directors held immediately following the appointment of a director or directors at an annual or other general meeting of members, it is not necessary to give notice of the meeting to the newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 8.11 A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- 8.11.1 no notice of meeting of directors shall be sent to that director; and
- 8.11.2 any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 8.12 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 8.13 In case of equality of votes the chairperson shall not have a second or casting vote.
- 8.14 All resolutions proposed at a meeting of directors or committee of directors must be seconded.
- 8.15 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
- 8.16 No director shall accept any remuneration for services rendered to the Society as director. Without affecting the Society Act, no director or employee of the Society shall have any direct or indirect financial interest in any purchase order or contract entered into or issue on behalf of the Society unless such director or employee absents himself or herself from all meetings where the order or contract is approved or discussed while the latter is being discussed or any vote is taken in any matter affecting such an interest in an order or contract. The provisions of this bylaw shall not apply to the reimbursement of a director, in respect of expenses incurred with the board's approval in carrying out the business of the Society.



- 8.17 The directors may, by resolution, adopt rules of order but if no such rules of order are adopted, the proceedings of the directors shall be governed by Robert's Rules of Order or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order.

## **9.0 DUTIES OF OFFICERS:**

### **9.1 President:**

The President shall, but not limited to:

- 9.1.1 Preside at all meetings of the Society with the exception of committee meetings;
- 9.1.2 Preside at all meetings of the Board of Directors;
- 9.1.3 Attest the minutes of all meetings; and
- 9.1.4 Perform all duties as are inherent in the office of a President

### **9.2 Vice President:**

The Vice President shall, in the absence of the President, or at the President's request, have the power to perform all the duties of the President.

### **9.3 Secretary:**

The Secretary shall perform or delegate the following duties:

- 9.3.1 Conduct the correspondence of the Society;
- 9.3.2 Issue notices of meetings of the Society and the Board of Directors;
- 9.3.3 Take and keep minutes of all meetings of the Society and the Board of Directors;
- 9.3.4 Provide copies of minutes of meetings of the Board of Directors within two (2) weeks of such meetings to all Directors, which may be done electronically;
- 9.3.5 Provide copies of minutes of general meetings within two (2) weeks of such meetings to all members;
- 9.3.6 Have custody of all records and documents of the Society except those required to be kept by the Treasurer;

9.3.7 Oversee the SPNC newsletter and/or website.

**9.4 Treasurer:**

The Treasurer shall perform or delegate the following duties:

9.4.1 Serve as custodian of all monies and any financial document of the Society;

9.4.2 Act as chief collector and disbursing Officer;

9.4.3 Report to the Board of Directors on the financial position of the Society at each meeting;

9.4.4 Report on the financial position of the Society at all general meetings and provide copies of financial statements to all members at least five (5) days prior to an Annual General Meeting;

9.4.5 Arrange for the safekeeping of all funds of the Society in such manner as designated by the Board of Directors; and

9.4.6 Prepare budgets and keep such financial records including books of accounts, as are necessary to comply with the Society Act.

**9.5 Director at Large:**

The Director at Large, will act as a promoter and ambassador of SPNC.

**10.0 HEAD OFFICE, ACCOUNTS, SIGNING AUTHORITY AND BORROWING**

**10.1 Head Office:**

The head office of the Society shall be in the Province of British Columbia and at such place therein as the Directors may from time to time determine.

**10.2 Accounts:**

The Directors shall cause proper accounts to be kept which shall give a true and fair view of the state of the Society's affairs and explain its transactions. The financial year shall run from April 1<sup>st</sup> to March 31<sup>st</sup> or any other period as the Directors see fit.

**10.3 Signing Authority:**

The Directors shall name at least three (3) signing officers, two (2) of whom shall be the Treasurer and the President. The Board of Directors shall also determine

the signing authorities for the execution of contracts and other legal documents from time to time whenever appropriate.

#### **10.4 Borrowing:**

In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, provided not less than seventy-five percent (75%) of the directors approve, borrow or raise and secure the payment or repayment of, money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

#### **11.0 NOTICES TO MEMBERS:**

- 11.1 a notice may be given to a member or director, either personally, or by pre-paid mail to him or her at his or her registered address, or by email or facsimile message to him or her at his or her registered email address or facsimile number.
- 11.2 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
- 11.4 No other person is entitled to receive a notice of general meeting.

#### **12.0 DISSOLUTION AND WIND-UP**

In the event of the winding-up or dissolution of the Society, the assets of the Society will be used to pay the debts of the Society and any remaining assets after payment of all costs, charges and expenses which are properly incurred in the winding-up, will be paid, transferred or delivered to such charitable institution(s) in British Columbia selected and approved by an ordinary resolution of the members.

#### **13.0 AMENDMENT TO BYLAWS**

The Bylaws of the Society may not be amended except by a Special Resolution of the Society in a General Meeting and as provided for in the Society Act and any amendments hereto.

Approved by **Special Resolution** at a Special General Meeting on the 24th day of November, 2018.