

CONSTITUTION OF THE BLACK JACK SKI CLUB SOCIETY

1. The name of the Society is The Black Jack Cross Country Ski Club Society.
2. The purposes of the Society are:
 - a) To promote cross country skiing in all its forms for the benefit of its membership.
 - b) To provide to its members all the usual privileges, advantages and accommodation of a cross country ski club, however not to own, operate or manage a social club.
 - c) To provide, operate and maintain facilities for cross country skiing for the use of its members and others.
 - d) To sponsor events related to cross country skiing for its members and others.
 - e) To enter into financial and legal agreements as required to meet the objectives of the Society.

BYLAWS of the Black Jack Ski Club Society

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

"Electronic means" for all meetings means teleconferencing or Skype or equivalent;

"Ordinary resolution" means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members.

"Special resolution" a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

Forms of membership and voting privileges

2.7 The forms of membership of the Society are

- a) Adult: those between the ages of 19 and 64 on October 1st of the year of application.
- b) Child: those five years and under on October 1st of the year of application;
- c) Junior: those between the ages of 6 and 18 on October 1st of the year of application.
- d) Family: one or two parents and their children aged 18 years and under on October 1st of the year of application;
- e) Senior: those between the ages of 65 and 74 years on October 1st of the year of application;
- f) Golden age: those aged 75 years old on October 1st of the year of application
- g) Student members: those who attend an educational institution full time in the year of application;
- h) Honourary lifetime members: persons granted this status by the of the Society in recognition for outstanding support of and service to the Society;
- i) Honourary members and members age 16 and over may vote at general meetings.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 One general meeting shall be held per calendar year at the time and place the Board determines.

Notice of a general meeting

3.2

- a) Written notice of the date, time and location of a general meeting must be sent to every member of the society who has provided an email address, by email to that email address;
- b) Notice must be posted, beginning at least 21 days before the meeting and ending when the meeting is held, on the Society's website;

- c) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

Ordinary business at general meeting

3.3 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.4 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.5 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.6 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.7 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be conducted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.8 The quorum for the transaction of business at a general meeting is 3 voting members.

Lack of quorum at commencement of meeting

3.9 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.10 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.11 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.12 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.13 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.14 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.15 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.16 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.17 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

The rules contained in Robert's Rules of Order where not inconsistent with these by-laws shall govern meetings of this Society.

PART 4 – BYLAWS

4.1 The bylaws of the Society shall not be altered or added to except by a special resolution.

4.2 Each member is entitled to a copy of the Association's Constitution and Bylaws. The Association shall give the member upon written request, a copy of the Constitution and Bylaws free of charge.

PART 5 – DIRECTORS

Number of directors on Board

5.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

5.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

5.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

- 5.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Length of term of director

- 5.5** Directors are elected for a term of one year. No director shall hold office for more than eight (8) consecutive years.

PART 6 – DIRECTORS’ MEETINGS

Calling a directors’ meeting

- 6.1** A directors’ meeting may be called by the president or by any 2 other directors.

Notice of directors’ meeting

- 6.2** At least 2 days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 6.3** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors’ meetings

- 6.4** The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

- 6.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.
- 6.6** Motions under consideration by the Board may be decided through email voting with the same quorum as applies to in-person meetings as long as the voting period is clearly communicated in the email and is not less than three (3) days in duration with 24 hours to request further discussion. The motion may be passed prior to the end date only if the outstanding votes will have no effect on the outcome.

PART 7 – BOARD POSITIONS

Election or appointment to Board positions

7.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

7.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

7.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

7.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

7.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

7.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 7.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements;
 - (d) making the Society's filings respecting taxes.

PART 8 – REMUNERATION OF DIRECTORS

Remuneration of directors

- 8.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

PART 9 – FINANCIAL RESPONSIBILITIES

- 9.1** The Association must maintain a minimum balance of \$30,000.
- 9.2** In order to carry out the purposes of the Association, the Board may, on behalf of, and in the name of the Association, raise or secure payment or repayment of money in the way it decides, in particular, but without limiting that power, by issue of debentures.
- 9.3** The members may, by special resolution, restrict the borrowing powers of the Board, but such a restriction expires at the next Annual General Meeting.
- 9.4** A debenture and all other forms of borrowing must not be issued without the authorization of at least 75% of directors.
- 9.5** The Board may not spend more than a total of forty thousand dollars (\$40,000) of club money on new projects, programs or activities between general meetings that have not been authorized by the members at a general meeting. The Board may spend sums as it deems advisable on those

projects which in its discretion are deemed likely to be immediately profitable to the Society.

9.6 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

PART 10 – DISSOLUTION OF SOCIETY

10.1 In the event that the Society should be dissolved, money remaining after settlement of debts shall be allocated by special resolution to an appropriate entity.