

SUNRIDGE SKI CLUB

BYLAWS

1. THE CLUB

- 1.1. This club shall be known as the SUNRIDGE SKI CLUB, hereafter referred to in this document as the “Club”.
- 1.2. This document is the general bylaws of the Club. These bylaws regulate the transaction of business and affairs of the Club.

2. DEFINITIONS

- 2.1. “Director” means any person elected or appointed to the Board.
- 2.2. “Officer” means any officer listed or mentioned in 5.1.4.
- 2.3. “Registered Household” means a unit of resident individuals consisting of an enrolled program participant and the siblings of an enrolled program participant who may also be enrolled program participants and the parents or guardians of said program participants domiciled at the same address.
- 2.4. “General Meeting” means any one of an Annual General Meeting, Regular General Meeting, or Special Meeting.

3. MEMBERSHIP

- 3.1. Membership is open to all individuals over 18 years of age who reside in the Province of Alberta, as well as each individual under 18 years of age who is an enrolled program participant with the Club.
 - 3.1.1. Club membership shall commence on the first day of the membership year, August 1, or the date that initial required fees are paid (whichever is the latter) and terminate on the last day of the membership year, July 31.
 - 3.1.2. Club Members in good standing from the immediately preceding membership year may maintain their active Member status until the earlier of: the adjournment of the AGM held in the current membership year, or December 1, regardless of program enrollment or payment status.
 - 3.1.3. All Members must pay all required fees by their respective due dates to maintain their membership in good standing unless prior written approval has been received from the Board.
 - 3.1.3.1. All Members must fulfill all annual fundraising and volunteer obligations prior to the deadlines as described in the registration documentation for each individual program to maintain their membership in good standing unless prior written approval has been received from the Board.
- 3.2. All Members shall be subject to any and all rules and regulations of the Club and those members over 18 years of age shall enjoy all the privileges including voting and holding Board of Director positions.
- 3.3. Any Member wishing to withdraw from membership may do so in writing to the Board of Directors through the Secretary.

- 3.3.1. Any Member, upon recommendation from the Board of Directors, may be expelled upon ratification by way of two-thirds vote of the Board.
- 3.3.2. Should the membership into the Club have to be capped, the prior year's Members will have first opportunity to maintain their membership in the current year.

4. MEETINGS OF THE CLUB

4.1. ANNUAL GENERAL MEETING

- 4.1.1. An Annual General Meeting ("AGM") of Members of the Club shall be held at a place, day and time as the Board may determine and will be held no later than December 1 of each year.
- 4.1.2. The AGM shall be called for the purpose of transacting such business as may properly come before the meeting including receiving a financial statement, setting out the revenue, expenses, assets and liabilities for the last fiscal period of the club, audited by the club's auditor(s). The Board of Directors will also provide a yearly program report.
- 4.1.3. The Club will provide notice of not less than 10 days prior to the AGM to all members advising of the date, time, and place of the meeting.
 - 4.1.3.1. The Club will email, mail, or hand deliver this notice to members.
- 4.1.4. A quorum for the transaction of any General Meeting of members shall consist of representatives of at least one-third of the Registered Households in good standing.

4.2. REGULAR GENERAL MEETING

- 4.2.1. A Regular General Meeting ("RGM") may be called at any time:
 - a) by a resolution of the Board of Directors; or
 - b) by written request of at least 10 Members presented to the Secretary. The request must state the reason for the RGM and the motion(s) intended to be submitted at such RGM. Said meeting must be called by the Secretary within four (4) weeks.
- 4.2.2. The Club will provide notice of not less than 10 days prior to the RGM to all members advising of the date, time, and place of the meeting.
 - 4.2.2.1. The Club will email, mail, or hand deliver this notice to members.
- 4.2.3. A quorum for the transaction of any RGM of members shall consist of representatives of at least one-third of the Registered Households in good standing.

4.3. SPECIAL MEETINGS OF THE CLUB

- 4.3.1. A Special Meeting may be called at any time:
 - a) by a resolution of the Board of Directors; or
 - b) by written request of at least 10 Members presented to the Secretary. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting; the Secretary must call said meeting within four (4) weeks.
- 4.3.2. Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.3.3. The Club will provide notice of not less than 21 days prior to the Special Meeting to all members advising of the date, time, and place of the meeting.

4.3.3.1. The Club will email, mail, or hand deliver this notice to members.

4.3.4. A quorum for the transaction of any Special Meeting of members shall consist of representatives of at least one-third of the Registered Households in good standing.

4.4. VOTING

4.4.1. Each Member, over the age of 18, has one (1) vote. A show of hands decides every vote at every meeting. A ballot is used if at least five (5) voting Members request it.

4.4.1.1. Votes via email or electronic tabulation system may also be received, accepted, and recorded by the Secretary prior to or during any meeting.

4.4.1.1.1. Email or electronically tabulated ballots must reference the motion in question, the date of the meeting, and clearly designate the voter.

4.4.1.2. A voting Member may also vote by written proxy.

4.4.2. A majority of the votes of the voting Members decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5. GOVERNANCE OF THE CLUB

5.1. THE BOARD OF DIRECTORS

5.1.1. The Board of Directors hereafter referred to as (“the Board”) shall, subject to the by-laws or direction given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs and policy of the Club.

5.1.1.1. The Board is responsible to ensure that the program(s) of the Club are delivered in a safe, proficient, and a manner consistent with direction and regulations of provincial and national governing bodies of Alpine Skiing.

5.1.1.2. For certainty, the Board has full and complete authority in pre-approving program scheduling and program elements that incur costs to the Club.

5.1.1.3. Also for certainty, the Board has full and complete control over the fees and rules of the Club as may be set from time to time.

5.1.2. The Board shall consist of no fewer than three (3) and no more than twenty (20) Directors.

5.1.3. Board members shall be elected as both Directors and Officers of the Club.

5.1.4. Officers of the Board may include: President, Vice-President, Secretary, Treasurer, Alpine Chair, Program Coordinators, Registrar, Director-at-Large, and other positions as may be determined by the Board.

5.2. ELECTION OF BOARD OF DIRECTORS

5.2.1. Election of Directors will take place at the Annual General Meeting unless earlier called for by resolution of the board and held at a General Meeting earlier in that calendar year.

- 5.2.1.1. The Treasurer is to be elected at the Annual General Meeting regardless of when elections for other Board positions are held.
- 5.2.2. The Board of Directors will annually pass a motion to establish the slate of Board positions to be elected; this resolution will be included in the notice of the General Meeting at which elections will be held.
- 5.3. The Board may nominate candidates for election at the General Meeting.
 - 5.3.1. Nominations from the floor at the General Meeting will also be accepted.
 - 5.3.2. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment, or within ten days after the appointment or election, or if they acted as director pursuant to the appointment or election.
 - 5.3.3. Directors need not be Members of the Club.
- 5.4. The term of office will be until the next General Meeting at which the Board will have declared an election for that office to take place.
 - 5.4.1. New directors will take over their duties at the incoming Board Meeting following the adjournment of the General Meetings at which elections took place.
 - 5.4.2. Once a director has served a term of office, they may remain for another term, providing they allow their name to stand for re-election and are elected.
 - 5.4.3. Any director wishing to withdraw from the Board may do so upon written notice to the President.
 - 5.4.4. Any director other than the President, upon a two-thirds vote of the Board, may be removed from the Board for any cause which the Board may deem reasonable.
 - 5.4.5. The President may be removed from the Board by the Voting Members. There must be a majority vote at a Special Meeting for this purpose.
 - 5.4.6. All offices may be shared between two persons. Both persons so elected are entitled to jointly attend all Board of Directors meetings and are entitled to two votes at such meetings.
 - 5.4.7. A quorum of directors may appoint and fill a position that becomes vacant, for whatever reason, for the remainder of the term.
 - 5.4.7.1. In the event of a vacancy, a director may be appointed to more than one office if the Board will still be able to establish quorum.
 - 5.4.7.2. The Board may also call for election of a vacant position at a subsequent General Meeting of the Club.
- 5.5. Every director of the Board, in exercising his powers and discharging his duties shall:
 - 5.5.1. Act honestly and in good faith with a view to the best interest of the Club;
 - 5.5.2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

5.5.3. Protect the confidentiality of and not disclose the contents of or details of any written material brought before the Board of Directors or a Committee nor the substance of the Board of Directors' oral deliberation. No Board member shall divulge or allow to be divulged such information except in performance of their duties or under the authority of the Board of Directors.

5.5.3.1. Be prepared to execute a separate Confidentiality Agreement per mandate of the Board.

5.6. BOARD OF DIRECTORS MEETINGS

5.6.1. Meetings of the Board of Directors shall be held as often as may be required, but at least once every three months, and shall be called by the Secretary.

5.6.2. Any Director may call a Board Meeting by means of a written or emailed request to the President; said meeting must be called within four (4) weeks.

5.6.3. Fifty per cent plus one Director in attendance shall constitute a quorum. A motion will be carried by a majority vote. In the event of a tie, the President, or acting president, casts the deciding vote.

5.6.3.1. A meeting of the Board may be held in whole or in part by conference call or web conference and Directors who participate in this call or conference are considered present for the meeting.

5.6.3.2. Only Directors have the right to vote at Board Meetings.

5.6.4. All Board meetings will be called by the Secretary upon the instructions of the President or the Board of Directors with at least five (5) days prior notice of the meeting advising of the date, time, and place.

5.6.4.1. Directors may waive formal notice of meetings.

5.6.4.2. The Secretary will email, mail, or hand deliver this notice to Directors.

5.6.5. Directors who have a direct vested interest in the outcome of a discussion or vote shall declare this conflict and will not be entitled to vote on the matter.

5.6.5.1. If there are multiple Directors of the same Registered Household, they are only eligible for one (1) vote between them.

5.7. DUTIES OF OFFICERS

5.7.1. President

5.7.1.1. Supervises the affairs of the Board,

5.7.1.2. Shall preside at all meetings,

5.7.1.3. Assign duties as required,

5.7.1.4. Shall be an Ex-Officio member of all committees,

5.7.1.5. Chairs the Media & Promotions Committee,

5.7.1.6. Subject to the direction of the board, exercise general supervision and control over the business of the club,

5.7.1.7. Shall be the spokesman of the Club.

5.7.2. Vice President

5.7.2.1. Shall assume the duties of the President as required in the absence of the President.

5.7.2.2. Chairs the Fundraising Committee,

5.7.2.2.1. As such, act as the Gaming Coordinator and Club liaison with the Alberta Gaming & Liquor Commission or applicable government agency.

5.7.2.3. Carries out other duties as assigned by the Board.

5.7.3. Secretary

5.7.3.1. Attend and keep minutes of all Board meetings and General Meetings

5.7.3.2. Have charge of all correspondence of the Club,

5.7.3.3. Provide a copy of the minutes to Directors,

5.7.3.4. Send all notices of various meetings as required,

5.7.3.5. Has custody of the Seal of the Club and has authority to use the Seal of the Club; if the Club has adopted one,

5.7.3.6. Files the annual return, changes in the directors of the organization, amendments in the bylaws, and other incorporating documents with Corporate Registry; and

5.7.3.7. Carries out other duties as assigned by the Board.

5.7.4. Treasurer

5.7.4.1. Shall have the care and custody of all the funds and securities of the Club and shall deposit the same in the name of the Club in designated banks or depositories,

5.7.4.2. Maintain the books, accounts, and records of the Club,

5.7.4.3. Prepare and maintain adequate accounting records,

5.7.4.4. Prepare and present financial reports, including budget reports and an audited financial statement at the AGM,

5.7.4.5. Prepare and present financial reports at Board meetings,

5.7.4.6. Carries out other duties as assigned by the Board.

5.7.5. Alpine Chair

5.7.5.1. Responsible for all aspects of the athletic programs of the Club such as programming, content, and technical direction.

5.7.5.2. Chairs the Alpine Committee.

5.7.5.3. Selection and hiring of Coaches.

5.7.5.4. Liaise on behalf of the Club with the provincial and national governing bodies.

5.7.5.5. Liaise on behalf of the Club with program delivery personnel and facilities.

5.7.5.6. Carries out other duties as assigned by the Board.

5.7.6. Registrar

5.7.6.1. Oversee and process incoming Membership documentation.

5.7.6.2. Oversee and coordinate the formulation of program enrollment documentation, fee structures, and fundraising commitments for the forthcoming Membership Year.

5.7.6.3. Carries out other duties as assigned by the Board.

5.7.7. Directors at Large

5.7.7.1. From time to time responsibilities will be delegated to specific directors who will oversee their completion in a timely and diligent fashion.

5.8. COMMITTEES

5.8.1. The Board may appoint standing or ad-hoc committees to advise the board.

5.8.1.1. Committees thereby appointed are limited to an advisory role and hold no powers of the Board, except those authorities the Board may delegate by resolution from time to time.

5.8.1.1.1. Committee Members may be delegated tasks and orders of the business of the Club.

5.8.1.2. A Director of the Club will be the Chairperson of each committee.

5.8.1.3. Members of these committees need not be Directors of the club.

5.8.1.4. Non-Board members will be recruited and appointed by Committee Chairperson and/or the Board.

5.8.2. Standing Committees may include:

5.8.2.1. Alpine Committee

5.8.2.2. Fundraising Committee

5.8.2.3. Media & Promotions Committee

5.8.2.4. Race Organizing Committee

5.8.2.5. Other Committees as required by the Board.

6. FINANCE AND OTHER MANAGEMENT MATTERS

6.1. The books, accounts, and records of the Club shall be audited at least once a year and presented at the Annual General Meeting. This will be performed by a duly qualified Accountant or by two members of the Club appointed by the voting members at a General Meeting.

6.2. The books and records of the Club may be inspected by any member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer having charge of same. Each director shall at all times have access to such books and records.

- 6.3. The fiscal year of the Club ends on April 30 of each year.
- 6.4. No director, officer or member shall receive any remuneration for his or her services to the Club.

6.5. BORROWING POWERS

- 6.5.1. For the purpose of carrying out its objects, the club may borrow, raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under authority of the club, and in no case shall debentures be issued without the sanction of a Special Resolution of the club.

6.6. CHEQUES AND DRAFTS

- 6.6.1. All cheques, drafts or orders for payment of money and all notes, acceptances and bills of exchange shall be signed by such officer or officers or other person or persons, whether or not officers of the Club and in such a manner as the Board may from time to time designate by motion.

6.7. EXECUTION OF CONTRACTS

- 6.7.1. Contracts, documents or instruments in writing requiring the signature of the Club may be signed by any two officers, as authorized by motion, and all contracts, documents or instruments in writing so signed shall be binding upon the Club without any other authorization or formality.

6.8. SEAL OF THE CLUB

- 6.8.1. The Board has not adopted a Seal of the Club.
- 6.8.2. The Board may by future resolution adopt a Seal of the Club.

6.9. INDEMNITY

- 6.9.1. Every member of the Board shall be indemnified by the Club against all cost, charges, losses and expenses which such member of the Board may incur or become liable for by reason of any contract entered into or act or thing done by him/ her as such member, or in any way in the discharge of his/ her duties except if such cost, charges, losses or expenses are occasioned by his/ her willful neglect or default, or regulated by law.

7. AMENDMENT OF BYLAWS

- 7.1. These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General, Regular General, or Special Meeting of the Club.
- 7.2. The twenty-one (21) days' notice of the meeting of the Club must include details of the proposed resolution to change the bylaws.
- 7.3. The amended Bylaws take effect after approval of the Special Resolution and acceptance by the Corporate Registry of Alberta.

8. DISSOLUTION CLAUSE

- 8.1. The Club does not pay any dividends or distribute its property among its Members.
- 8.2. If the Club is dissolved, any funds or assets remaining after paying all debts shall be:

- 8.2.1. paid to one or more eligible charitable groups or purposes, which may include registered and incorporated non-profit sports organizations, or
- 8.2.2. transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board of the Alberta Gaming and Liquor Commission.
- 8.3. Members select the recipient(s) by Special Resolution. In no event do any Members receive any assets of the Society.