

BYLAWS

REVELSTOKE SKI CLUB

A. DEFINITIONS AND INTERPRETATION

1. In these Bylaws:

"Act" means the [Societies Act](#) of British Columbia as amended from time to time;

"Board" means the directors of the Club;

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

"Club" means the Revelstoke Ski Club.

2. The definitions in the Act apply to these Bylaws.

3. Except as otherwise provided in the Act, these Bylaws shall apply to the conduct of the Club. 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.

B. MEMBERSHIP

1. The parents of all athletes enrolled in the Club are considered members of the Club unless the parent notifies the Board in writing that they do not wish to be a member. Any other person interested in becoming a member of the Club may apply to the Board to be a member. All memberships are subject to any rules, regulations or restrictions as the Board may determine from time to time.

(a) An athlete is enrolled in the Club if the athlete is enrolled in a Club program and the fees for the program have been paid in full.

2. There is no membership fee.

3. Membership for all members begins on October 1st of each year and ends on September 30th of each year provided the member's athlete is enrolled in a Club program by December 31st of the membership year. For members who do not have athletes enrolled in a Club program, membership runs for one year from the day admitted by the Board.

4. Every member must uphold the constitution of the Club and must comply with these Bylaws. A member is not in good standing if the member has not paid the required program fees or if the member fails to uphold the constitution and comply with these Bylaws.

5. All members in good standing are voting members. 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.

6. Membership in the Club is terminated if the member fails to pay the required program fees after being asked to do so in writing by the Board or who is otherwise not in good standing for 6 consecutive months.

C. MEETINGS

1. General meetings of the Club may be held from time to time as determined by the Board. An Annual General Meeting of the Club shall be held in the month of October of each year, or at such other convenient time the Board determines, but no later than 15 months after the previous Annual General Meeting. All meetings shall be held at the Revelstoke Community & Aquatic Centre, or such other place that is convenient to the members as determined by the Board.

2. Notice of any general meeting must be given at least fourteen (14) days prior to the meeting. Notice may be given via e-mail, social media, or other written form designed to reach as many members as possible. 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. The accidental omission to give notice of a general meeting to a member, or the non-receipt of a notice by a member, does not invalidate proceedings at the meeting.

3. 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 Club 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.
4. 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.
5. No business may be transacted at any meeting unless a quorum is present when the meeting proceeds to business. The quorum necessary for the transaction of any business at any meeting of the Club is ten (10) members in good standing. Should the number of members present at any meeting be insufficient to form a quorum for the transaction of business, those present may adjourn the meeting for a date not later than fifteen (15) days thereafter and notice of the adjourned meeting shall be given to all members of the Club.
6. The President, and in the President's absence, the Vice-President, shall preside as Chairman of every meeting of the Club. If neither the President nor the Vice-President is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose an individual present at the meeting to be the Chairman of the meeting.
7. All questions shall be decided by a majority vote, unless otherwise required by the Act. All votes shall be open and by a show of hands except the election of the Board, which may be taken by ballot or as the members of the meeting may decide. Voting by proxy is not permitted.

D. DIRECTORS

1. The Club must have no fewer than four (4) Directors who constitute the Board of Directors. The Board positions are the President, Vice-President, Secretary and Treasurer. A Director, except the President, may hold more

than one position. Additional Directors may be included on the Board as determined by the Board at a duly called Director's meeting.

2. The conduct of business, management and operations of the Club shall be carried on by the Board, who for this purpose, shall have vested in them all powers of the Club acting in a duly called Director's meeting.

3. At each Annual General Meeting, the voting members entitled to vote must elect the Board. Directors are elected to a Board position until the next Annual General Meeting. The Notice of the Annual General Meeting should include a proposed slate of Directors for the members' consideration. At the Annual General Meeting, a call for any other nominations from the floor shall be made. All names from the floor, when properly seconded, and names listed in the meeting notice shall be considered. Consent of a nominee must be obtained prior to their nomination.

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. 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.

4. The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

5. 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.

6. The Secretary is responsible for doing, or making the necessary arrangements for, the following. In the absence of the Secretary from a meeting, the Board must appoint another individual to act as the Secretary at a meeting:

- (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) except for the annual report, making any other filings with the registrar under the Act.

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) signing all cheques with one other Director;
- (c) keeping accounting records in respect of the Club's financial transactions;

- (d) preparing the Club's financial statements;
- (e) making the Club's filings respecting taxes;
- (f) filing the annual report of the Club.

9. A Directors' meeting may be called by the President or by any 2 other Directors. At least 2 days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period. 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. The Directors may regulate their meetings and proceedings as they think fit.

10. The quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

11. The Board may appoint special committees from time to time. No special committee has the power to incur any debts or to make any expenditures in the name of the Club unless expressly authorized to do so by the Board.

12. The Club may, by special resolution remove any Director before the expiration of their term of office and may, by ordinary resolution, appoint any person in their stead.

13. These Bylaws do not permit the Club to pay a Director remuneration for being a Director, but the Club may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Club in another capacity.

E. FISCAL MATTERS

1. The Club has no power whatsoever to lend money.

2. Upon two-thirds majority vote of the members, the Board may borrow any sum for the purposes of the Club either at one time or upon time to time, at the rate of interest, in the manner and form, and upon the security as shall be specified in a special resolution approving the debenture.

3. The fiscal year of the Club ends on the 31st of May of each year.

4. The accounts of the Club shall be reviewed annually by a certified accountant, who shall be appointed by the Board.

5. The Board shall cause true accounts to be kept of:

- a. All transactions of the Club and the Board.
- b. All sums of money received and expended.
- c. Assets and liabilities of the Club.

F. AMENDMENT OF BYLAWS

The Club may, in a general meeting, amend these Bylaws provided that the notice of the meeting clearly states the amendment to be considered. The vote of two thirds of the members present is required to approve the amendment.

G. MISCELLANEOUS

1. The operations of the club are to be carried on chiefly in the City of Revelstoke and the area immediately contiguous thereto, within a radius of twenty miles.

Provisions from the Club's Pre-Transition Constitution:

2. The purpose of the Association shall be carried out without gain or profit to its members and any profits or other accretions to the Association shall be used in promoting its purposes. This provision was previously unalterable.

3. In the event that the Association should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall, within one year, be turned over to another organization in the Province of British Columbia or elsewhere in Canada, as directed by the members. This provision was previously unalterable.