

BYLAWS FOR THE ROCKY MOUNTAIN JACKRABBIT SKI CLUB

1. Name

The name of the Club shall be ***ROCKY MOUNTAIN JACKRABBIT SKI CLUB***, hereinafter referred to as the “Club”.

2. Location

The activities of the Club shall generally take place on the cross-country ski trails of Southern Alberta.

3. Membership

- A. Membership fees, if any, in the Club shall be determined annually by the members at the Annual General Meeting. Any person 18 years or over may become a member by payment of the fee and upon fulfillment of any other established membership requirements of the Club.
- B. Instructional fees for Jackrabbit classes shall be determined annually by the members at the Annual General Meeting.
- C. A member shall be considered to be in good standing if that person has satisfied the requirements for membership as established by the Club.
- D. A member may withdraw from membership by giving written notice of intention to withdraw to the Board through its Secretary.
- E. Annual registration of returning and new members takes place at the Fall Social, with the final deadline for new members and returning members set at December 1st. The members in default shall thereupon cease to be members of the Club and shall thereafter be entitled to no membership privileges or powers in the Club until reinstated, but that member may be re-admitted to membership by the Directors upon evidence as they consider satisfactory, including payment of current dues.
- F. Any member upon a two-thirds vote of all members of the Club in good standing may be expelled from membership for any cause, which the Club may deem advisable. A member who has been recommended for suspension shall be given notice by the Secretary of the Club at least one week prior to a Special Meeting, at which time said member shall have the opportunity to be heard or to submit a statement in writing.
- G. Any member who has been suspended and declared to be not in good standing may, upon application for reinstatement to the Club membership, be reinstated by a two-third affirmative vote of the members in good standing.

4. Board of Directors

- A. The affairs of the Club shall be managed by a Board of not less than four (4) or more than twelve (12) Directors, each of whom, at the time of his election and throughout his term of office, shall be a member of the Club. Each Director shall be elected to hold office until the Annual General Meeting after he shall have been elected. The election shall be by a show of hands unless a ballot is demanded by any member. No Director shall hold his position for more than three (3) consecutive years.
- B. The Board shall, subject to the bylaws or directions given it by the majority, vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Club, and meetings of the Board shall be held as often as the business of the Club shall require, and shall be called by the President.

A Special Meeting of the Board may be called on the request of any two members thereof, provided they request the President in writing to call such a meeting, and state the business to be brought before the meeting.

Meetings of the Board shall be called by fifteen (15) days notice in writing mailed to each member or by seven (7) days notice by telephone or E-mail. A simple majority shall constitute a quorum. Should there fail to be a quorum at any duly called meeting, business transactions at such meetings shall be ratified at the next regularly called meeting of the Board of Directors; otherwise such business shall be null and void.

- C. No Board member or members shall take it upon themselves to commit the time, resources, or finances of the Club, its Board of Directors or staff without prior approval of such a commitment at a duly constituted meeting of the Board of Directors.
- D. Vacancies on the Board of Directors, however caused, so long as a quorum of Directors remains in office, may be filled by the Directors from the membership at large. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies.
- E. A Director ceases to be a Director when he ceases to be a member of the Club.
- F. If any member of the Board of Directors shall resign his office, or without reasonable excuse absent himself from three (3) or more Directors' meetings, or be suspended or expelled from the Club, the Directors shall declare his office vacated, and may appoint a successor in his place to hold office until the next Annual General Meeting.
- G. There shall be a President, a Vice-President, a Secretary, a Treasurer, a Coach, a Special Events Coordinator(s), a Past President, a Leader Coordinator, a Member at Large, and such other officers as the Board of Directors may determine from time to time.
- H. In the absence of the President, his duties may be performed by the Vice-President.

- I. Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present; but if no demand were made, the vote shall be taken in the usual way by a show of hands. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number of proportion of the votes in favor of or against such resolution.
- J. Each Director of the Club shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Club and his heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Club from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own willful neglect or default.
- K. The members of the Board shall receive no remuneration for acting as such. The activities of the Club are carried on without purpose of gain for its members and profits or other accretions of the organization shall not be used for promoting their personal objectives. Such action would constitute violation of the bylaws and jeopardize the status of the Director according to the aforementioned procedure.
- L. The Board of Directors may from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the objects of the Club and such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.

5. Duties of the Board of Directors

A. President

The President shall, when present, preside at all meetings of the Club and shall be an ex-officio member of all committees and boards. The President shall prepare agendas for all meetings of the Board of Directors and the general membership. The President shall be the official spokesman for the Club and be the primary signing authority for it. The President shall coordinate the overall function of the Board and delegate duties accordingly.

B. Vice-President

The Vice-President shall assist the President in the administrative duties of the club and shall act as President in the absence of the President.

C. Secretary

It shall be the duty of the Secretary to attend all meetings of the Club and of the Board, and to keep accurate minutes of the same.

The Secretary shall have charge of all the correspondence of the Club and be under the direction of the President and the Board. The Secretary shall cause to be kept a record of all the members of the Club and their addresses, cause to be sent all notices of the various meetings as required, and shall collect and receive the annual dues or assessments levied by the Club, if any, such monies to be promptly turned over to the Treasurer for deposit in a banking institution, as hereinafter required.

The Secretary shall be responsible for filing the Annual Return each year as required by the Alberta Societies Act. Attached to this report shall be a list of Directors of the Club, including their full names, positions, and mailing addresses including postal codes, and the audited financial statement presented to Club members at the last annual meeting.

In the case of the absence of the Secretary, his duties shall be discharged by such Director as may be appointed by the Board.

D. Treasurer

The Treasurer shall receive all monies paid to the Club and shall be responsible for the deposit of same in whatever banking institution the Board may order. He shall promptly account for the funds of the Club and keep such books as may be directed. He shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited as hereinafter set forth, of the financial position of the Club and submit a copy of same to the Secretary for the records of the Club.

E. Coach

The Coach shall liaison with the Leader Coordinator and Leaders with regards to the content and format of teaching sessions, based on current information from Canadian Association of Nordic Ski Instructors (CANSI Alberta), Cross-Country Canada (CCC) and Cross-Country Alberta (CCA).

F. Special Events Coordinator(s)

The Special Events Coordinator(s) shall organize and coordinate the Junior Olympic Day. The Special Events Coordinator(s) has the option, given Board approval, to organize other special events pertaining to the club, eg. ski tour days.

G. Past President

The Past President, having acted as President for at least one year prior, shall act as an advisor to the newly elected President for a period of at least one year.

H. Leader Coordinator

The Leader Coordinator, in conjunction with the Coach and Leaders, shall organize the ski groups according to appropriate Jackrabbit program levels. He shall ensure the Coach and Leaders are following the appropriate program set out by Canadian Association of Nordic Ski Instructors (CANSI Alberta), Cross-Country Canada (CCC) and Cross-Country Alberta (CCA).

I. Member At Large

The Member At Large shall attend and participate in meetings of the Board of Directors. He shall liaison with the Board of Directors and general membership of the Club.

6. Removal of Directors

- A. The members of the Club may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. A Director who has been recommended for suspension shall be given notice by the Secretary of the Club at least one week prior to the General Meeting at which the said Director shall have the opportunity to be heard or to submit a statement in writing.

7. Finance, Accounts, and Audit

- A. The books, accounts and records of the Treasurer shall be audited at least once a year by two members (audit members) in good standing. A complete and properly verified financial statement if accurate, or modified as required by the audit members, will be presented by the Treasurer along with the written acceptance of the audit members at the Annual General Meeting of the Club. The fiscal year of the club shall end on a day in each year to be fixed by the Board of Directors.
- B. All expenditures must be approved by the Board of Directors, but any expenditure may be approved by acceptance and approval of a budget by the Directors.
- C. All funds are to remain in the bank accounts of the Club and any two of the following shall sign all the cheques on the general account with the provision that any cheque payable to a signing officer shall not be signed by himself:

President, Vice-President, Treasurer or Secretary

- D. No money shall be borrowed by the Club except with the approval of a special resolution of the members of the Club at a duly called General Meeting.

8. Inspection

- A. The books and records of the Club may be inspected by any member of the Club at the Annual General Meeting provided herein or at any time at the registered office of the Club upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of same. Each member of the Board shall at all times have access to such books. No person not being a member of the Club has any rights of inspecting any account or book or document of the Club except as conferred by law or authorized by the Directors.

9. Meetings

- A. The Annual General Meeting of the Club shall be held between the winter season Jackrabbit instructional sessions. Due notice of such meeting shall be given to all members by letter to the last known address of each member, delivered in the mail fourteen (14) days previous to the meeting, or by telephone or E-mail seven (7) days previous to the meeting.
- B. A Special Meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting. Due notice of such meeting shall be given, by letter, to all members to the last known address of each member, delivered in the mail fourteen (14) days previous to the meeting, or by telephone or E-mail seven (7) days previous to the meeting.
- C. A quorum at any meeting shall consist of twenty percent (20%) members in good standing.
- D. The business of the Annual General Meeting shall include:
 - (i) The President's Report of the year's activities
 - (ii) The Treasurer's Report and the Audited Financial Statement
 - (iii) Election or appointment of Directors
 - (iv) Reports from the Directors
 - (v) Appointment of qualified auditors for the ensuing year
 - (vi) Any other business of the Club except that no vote shall be taken upon any matter for which notice of a special resolution is required unless such notice has been given
 - (vii) The order of business of the Annual General Meeting shall be at the discretion of the Chairman of the meeting provided that, in general, business and reports relating to the preceding fiscal year of the Club shall precede the election of the Directors and the appointment of Auditors
- E. Regular general meetings of the members of the Club shall be held at least once a year. Notice of such meeting shall be given, by letter, to all members to the last known address

of each member, delivered in the mail fourteen (14) days previous to the meeting, or by telephone or E-mail seven (7) days previous to the meeting.

10. Elections and Voting

- A. Elections for the Board of Directors of the Club shall be held at the Annual General Meeting.
- B. The Board shall, three (3) months prior to the Annual General Meeting, appoint a Nominating Committee consisting of two (2) members of the Board and the Past President, who shall act as a Chairman of the Nominating Committee. The Committee shall prepare a slate of nominations of Board members to be presented to the Board, prior to presentation at the Annual General Meeting.

The slate of nominations shall be presented to the membership for voting. Nominations from the floor for position as Director shall be accepted. The election will be by a show of hands unless any member requests a ballot.

- C. Every member in good standing is entitled to one (1) vote.

11. Notices

- A. Written notices or communications directed to the last known address of the accredited representative of record shall be deemed to have been received seven (7) days after the date of mailing excluding Saturdays, Sundays and statutory holidays.
- B. No error omission in giving notice of any Annual General Meeting, General Meeting or Special Meeting invalidates the meeting or makes void any proceedings taken.
- C. A member may at any time waive notice of any meeting of a special resolution, and may confirm any proceedings taken.

12. Adjournment of Meetings

- A. Any meetings of the Club or of the Directors may be adjourned at any time and from time to time and business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any adjournment.

13. Alteration of Bylaws

- A. The bylaws of the Club will not be altered or added to except by a special resolution of the Club.

- B. “Special resolution” means:
- (i) a resolution passed:
 - a. at a General Meeting of which not less than twenty-one (21) days’ notice specifying the intention to propose the resolution has been duly given, and
 - b. by the vote of not less than seventy-five percent (75%) of those members in good standing who are in attendance at the Annual General Meeting or a Special Meeting as outlined in Article 10,
 - (ii) a resolution proposed and passed as a special resolution at a General Meeting of which less than twenty-one (21) days notice has been given, if all the members entitled to attend and vote at the General Meeting so agree, or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a General Meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

14. Minute Book

- A. The Directors will ensure that all necessary books and records of the Club required by the bylaws of the Club or by any applicable statute or law are regularly and promptly kept.
- B. The Secretary or other Director directed by the Board of Directors will maintain, have charge of the Minute Book of the Club, and will record or cause to be recorded in it the minutes of all proceedings of all meetings of members and Directors.
- C. The Minute Book will contain the following information:
 - (i) Certificate of Incorporation
 - (ii) A copy of the Objects of the Club, and any special resolution altering the Objects
 - (iii) A copy of the bylaws and any special resolution altering the bylaws
 - (iv) Copies of originals of all documents, registers and resolutions required by law
 - (v) Copies of originals of all financial statements prepared by the auditor of the Club
 - (vi) Copies of all other documents directed to be inserted into the Minute Book by the Board of Directors

15. Rules of Order

- A. In the event of matters rising not covered by the bylaws, rules will be applied as stated in “Roberts Rules of Order”.

16. Dissolution

- A. In the event of the dissolution of the Club, all liabilities shall be paid out of the available assets of the Club. Any remaining assets shall be donated to a non-profit organization as determined by a majority vote of the membership present at a General Meeting or Special Meeting.

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