

BYLAWS OF THE RED DEER NORDIC SKI CLUB

A. NAME

1. The name of this organization shall be the Red Deer Nordic Ski Club (the Club). It was previously named the Parkland Cross-Country Ski Club.
2. This document contains the bylaws that govern elements of the operation and structure of the Club.

B. MEMBERSHIP

1. Any individual who has paid the current annual membership fee may become a member.
2. Individuals over the age of 17, who become members prior to the Annual General Meeting, will have full voting privileges at that meeting and be considered Voting Members. Voting shall take place in person and/or by Proxy. Procedures for voting by Proxy shall be determined by the Board of Directors (the Board) and be described in the Notice of Meeting.
3. Membership fee in the Club shall be of such amount as is established by the Board prior to, or as a decision of, the Annual General Meeting (AGM).
4. Club membership expires as of April 30th of each year and members must renew annually.
5. Members may withdraw from the Club anytime and expulsion will be at the discretion of the Board of Directors.

C. BOARD OF DIRECTORS

1. The Board of Directors shall be composed of no fewer than three (3) and no more than nine (9) Directors.
2. Quorum for Board meetings shall be a majority of the Directors in office at the time the meeting was called.
3. The term of office for each Director shall be two years.
4. Directors may appoint additional Directors to hold office until the close of the next AGM.
5. The Officers of the Club shall consist of the President, Vice President, Secretary and Treasurer. All Officers must be Directors. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the business and affairs of the Club. The meetings of the Board shall be held as often as the business of the Club shall require. Any motion shall require a simple majority to pass.
6. The President shall be ex-officio a member of all Committees. They shall preside at all meetings of the Board and general membership. In their absence, the Vice-President

shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

7. The Vice-President shall preside at meetings when the President is absent; shall assist the President with their duties; and shall act as a course co-ordinator.
8. The Secretary shall attend all meetings of the Board and keep accurate minutes of the same. In case of the absence of the Secretary, their duties shall be discharged by such Director as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. Members may access current-year minutes and financial records through the Secretary by appointment; and may be able to access prior year minutes and financial records through the City of Red Deer Archives during their open hours.
9. The Treasurer shall receive all monies paid to the Club and shall be responsible for the deposit of the same in whatever bank account the Board may order. They shall promptly account for the funds of the Club and keep such books as may be directed. They 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 society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.
10. Signing Authority for the Club bank accounts and contracts shall be held by the Treasurer and at least two other Directors. Two signatures are required for cheques and on invoices for expenses paid by electronic funds transfers or other means.
11. Directors may be removed at the discretion of the Board should they miss three consecutive Board meetings.

D. PROTECTION AND INDEMNITY OF DIRECTORS

1. Each Director holds office with the protection from the Club. The Club indemnifies each Director against all costs or charges that result from any act done in their role for the Club. The Club does NOT protect any director for acts of fraud, dishonesty or bad faith.
2. No Director is liable for the acts of any other Director, member or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Club. No Director is liable for any loss due to an oversight in judgement, or by an act in their role for the Club unless the act is fraud, dishonesty or bad faith.
3. Directors can rely on the accuracy of any statement or report prepared by the Club's auditor(s). Directors are not held liable for any loss or damage as a result of acting on that statement or report.

E. COMMITTEES

1. Committees shall be formed to direct specific Club functions. Each committee shall consist of at least one Director and any number of volunteers. Committees with specified purposes and duration may be formed as deemed necessary.

F. MEETINGS

1. The Club shall hold an Annual General Meeting, preferably no later than June 30th of each year. The Board shall determine the place, date and time of the meeting.
2. Notice of the AGM and any Special Resolutions to be passed shall be given with twenty-one (21) days' notice to all members by phone, mail, email or delivery.
3. A Special Meeting may be called by a resolution of the Board or on the written request of at least one third of the Voting Members. The request (and subsequent notice) must state the reason for the Special Meeting and the motions and/or resolutions to be considered at that meeting. Twenty-one days' notice of the meeting shall be provided to the members by phone, mail, email or delivery.
4. Nine Voting Members shall constitute a quorum at any general or special meeting.
5. Any Special Resolution requires approval of 75% of the members present to pass; any other motion shall require the approval of a simple majority to pass.
6. Board meetings may be called with 5-days' notice by phone, mail, email or delivery. Directors may waive notice requirements.

G. ELECTIONS

1. Elections of the Board shall be held at the Annual General Meeting. The Board shall act as a Nominating Committee. Nominations will also be accepted from the floor.

H. REMUNERATION

1. Unless authorized at any meeting, and after notice of same shall have been given, no Director or member of the Club shall receive any remuneration for their services as Directors.

I. FINANCES

1. To carry out its objectives, the Club may borrow or raise or secure the payment of money in such a manner as it sees fit, and in particular, by the issue of debentures; but this power shall be exercised only under the authority of the membership, and in no case shall debentures be issued without the sanction of a Special Resolution of the Voting Members.
2. Club records and books may be inspected by members by contacting the Treasurer.

J. AUDIT

1. The books, accounts and records of the Club shall be audited at least once a year by a duly- qualified accountant or by two members of the Board, as selected by the Board, prior to presentation of financial statements to the Annual General Meeting.
2. A complete and proper statement of the audited books for the previous year shall be submitted by the Treasurer at the Annual General Meeting of the Club.
3. April 30th of each year shall be the end of the fiscal year of the Club.
4. An Annual Return to the appropriate Alberta Government office must be made as soon as possible following the approval of financial statements by the Membership, generally accomplished at the Annual General Meeting.

K. BYLAWS

1. The bylaws of the Club may be rescinded, altered or added to by Special Resolution of the Club at an Annual General Meeting or Special Meeting of the Club.
2. The twenty-one (21) days' notice of such a meeting shall include details of the proposed resolution to change the Bylaws.
3. The amended Bylaws take affect after the approval of the Special Resolution at a Special Meeting or Annual General Meeting and after acceptance by Corporate Registry.

L. DISSOLUTION

1. On the winding up or dissolution of the Club, the funds and assets of the Club shall not be distributed among any of the members.
2. After all debts have been paid or provision for their payment has been made, the assets remaining shall be paid, transferred and delivered to one or more non-profit organizations with objects substantially similar to those of the Club.
3. Members are to select the organization(s) to receive the assets by special resolution.