



Edmonton Nordic Ski Club Bylaws

1.0 Preamble

1.1 The name of the Society is Edmonton Nordic Ski Club

2.0 Membership

2.1 There shall be 3 categories of members.

2.2 A Full Member is an individual who is at least 18 years old and is recorded in the records of Edmonton Nordic Ski Club (ENSC) as a full member.

2.3 Family Members are members of an immediate family (parents, partners, guardians, and children) who are recorded in the records of ENSC as family members.

2.4 An Honorary Member is a member who has been voted to be an Honorary Member by a majority of voting members at a general meeting of ENSC, and is a member for life, subject to Bylaws 8 and 9.

2.5 Members have the right to attend and speak at meetings of ENSC, and to vote at meetings of Members if they are 18 or older.

2.6 Membership fees shall be determined by the Board of Directors (Board) of ENSC, and must be paid in full before an individual or family is recorded in the records of ENSC as being a member. The Board from time to time may also determine other requirements for membership registration, including, but not limited to, agreeing to meet volunteer commitment requirements, agreeing to meet conduct requirements, and signing a waiver.

2.7 A Member may resign at any time by providing a written or email notice to that effect to the Board.

2.8 The Board may cancel the registration and expel a Member at any time by a two-thirds majority vote of the Board.

3.0 Board of Directors

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- 3.1 The Board shall have management and control of the affairs of ENSC, subject to any direction of the Members provided to the Board by a meeting of the Members.
- 3.2 The Board shall consist of 9 directors. An individual shall become a director if so elected at the Annual General Meeting (AGM) of ENSC. If for any reason there is a vacancy the Board is entitled, but not required, to fill the vacancy by appointing a Member to the Board, such appointment being until the next AGM. If a Director is appointed by the Board, the Board shall decide what office, if any, the appointee shall hold.
- 3.3 Directors must be at least 18 years old, and registered as Members of ENSC.
- 3.4 The Board shall consist of a President, Vice President, Treasurer, Secretary (collectively, the Officers), and 3 other directors.
- 3.5 The President shall call, and when present, preside over all meetings of ENSC and the Board, and shall be ex-officio a member of all committees. The President shall be the official spokesperson for ENSC and promote its programs and initiatives. The President will oversee the operations of the ENSC and represent ENSC at Cross Country Alberta Annual General Meeting. The President carries out other duties as determined by the Board. The Vice President fulfills duties of the President in the absence of the President and other duties as determined by the Board.
- 3.6 The Secretary shall keep accurate minutes of all meetings of ENSC and the Board. In the absence of the Secretary the minutes shall be kept by such other Director as may be appointed by the Chair. The Secretary shall also keep a record of all members of ENSC and their addresses; shall have charge of all correspondence of ENSC; and, subject to the direction of the President, send notices of all meetings. The Secretary will file the annual Society return.
- 3.7 The Treasurer shall ensure that all money paid to ENSC is deposited to the credit of ENSC in an account in a financial institution held in the name of ENSC, and shall maintain accurate financial records of all revenues and expenditures of ENSC. The Treasurer shall present financial reports to the

Board as requested; shall oversee preparation of the ENSC annual budget; shall prepare or oversee preparation of an audited financial statement for ENSC for presentation to the AGM; and shall perform such other functions as may be directed by the Board.

3.8 The Term for all Board members will be 2 years. No Officer will hold the same office for more than 2 consecutive terms.

3.9 At the conclusion of the President's term, there will be an election for the next President. The Vice President does not automatically become President.

3.10 A director or officer may resign at any time by providing written notice to the Board.

3.11 A director or officer may be removed at any time by a majority vote of the Members present at a duly constituted meeting of ENSC.

4. Meetings of the Board

4.1 The Board shall meet as often as it deems necessary, but not less than once every 3 months.

4.2 Meetings shall be called by the President, or by any 2 directors, by providing 5 days notice in writing or by email to all members of the Board. The notice of meeting shall specify the time and place of the meeting.

4.3 A quorum shall consist of 5 Directors. Directors may attend a meeting in person or by telephone.

4.4 A meeting shall be chaired by the President; or in the President's absence, by the Vice President. If both the President and Vice President are absent the meeting shall be chaired by a director chosen as Chair by those Directors present at the meeting.

4.5 Each Director in attendance at a meeting, other than the Chair, shall have one vote. The Chair shall have a vote only for the purpose of breaking a tie. Only Directors in attendance at a meeting shall have a vote. There shall be no proxy votes.

4.6 Voting shall be by show of hands, unless a Director requests a secret ballot, in which case voting shall be by secret ballot.

4.7 A motion is passed if it receives the majority of votes cast by Directors in attendance. The decision of the Chair in this regard is final.

- 4.8 All matters of procedure at a meeting shall be decided by the Chair. The decision of the Chair in this regard is final.
- 4.9 ENSC members are welcome to attend Board meetings but will not have the right to speak or vote. Members will not be allowed to remain for “in camera” sessions for which only Board members will be present. They shall contact the chair to indicate that they would like to attend the meeting.

5 Meetings of the Members

- 5.1 The AGM shall be held not later than October 31 each year at a time and place in Edmonton determined by the Board, and shall be open to the public. Notice of the meeting shall be given in accordance with Bylaw 32 not less than 21 days prior to the meeting. Special Meetings shall be held on 21 days notice at a time and place in Edmonton set out in the notice of meeting.
- 5.2 A Special Meeting may be called at any time by resolution of the Board; at the written request of at least 3 members of the Board; or at the written request of 50 Members.
- 5.3 A quorum shall consist of 20 Members. If a quorum is not reached within 30 minutes of the time set for the meeting the meeting shall be cancelled. If the cancelled meeting is the AGM it shall be immediately rescheduled to take place within the next 30 days.
- 5.4 Notice of a meeting shall be provided by email to Members at the email address for each Member as recorded in the ENSC records; by posting on the ENSC website; and in such other manner as may be determined from time to time by the Board. Inadvertent failure to provide notice of any meeting to any Member shall not invalidate any meeting or any decision made at any meeting.
- 5.5 A meeting shall be chaired by the President, or in the absence of the President, by the Vice President, or in the absence of both, by an individual chosen by the Members present.
- 5.6 Voting shall be by show of hands unless a Member requests a secret ballot, in which case the voting shall be by secret ballot. Each Member at least 18 years old, including all Family Members at least 18 years old, has the right to one vote. Only Members present at a

meeting may vote. A Member may not vote by proxy. The Chair shall only have a vote for the purpose of breaking a tie.

- 5.7 A motion is passed if it receives the majority of the votes cast by the Members present. The decision of the Chair of the meeting in this regard is final.
- 5.8 A special resolution is passed if it receives 75% of the votes cast by Members present. The decision of the Chair of the meeting in this regard is final.
- 5.9 All matters of procedure at meeting shall be decided by the Chair. The Chair's decision in this regard is final.
- 5.10 The agenda for the AGM shall include:
 - a) Adoption of the minutes of the prior AGM
 - b) President's report
 - c) Treasurer's report and adoption of financial statements
 - d) Election of Directors and Officers
 - e) Granting of signing authority to new Officers
 - f) Such other items as are included in the Notice of the AGM, or are added by the chair of the AGM

6. Financial Matters

- 6.1 The books and records of ENSC shall be audited at least once each year by a duly qualified accountant, or by two Members of ENSC chosen for that purpose by the Board. A complete copy of the audited statements shall be provided to the AGM each year by the auditor. The fiscal year end for ENSC shall be June 30.
- 6.2 All cheques and financial instruments require the signature of 2 Officers of the Board. The Board shall determine from time to time which Directors shall have signing authority, but in any event the signing authorities shall include the President and the Treasurer.
- 6.3 The Board shall determine which representatives of ENSC shall have authority to sign contracts on behalf of ENSC.
- 6.4 ENSC may borrow or raise funds to meet its objectives, subject to the direction of the Board.
- 6.5 Directors and Officers shall not be paid for acting as Directors or Officers, but, subject to the discretion of the Board, any expenses

incurred by them in the course of their duties.
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7.0 Inspection of Records

- 7.1 All minutes, financial records and other records of ENSC may be inspected by any Member upon the Member giving written notice to the Board. The inspection shall take place not longer than 4 weeks after receipt by the Board of the written notice.
- 7.2 The Board may designate some records as confidential. Such records shall not be available for inspection by Members, but shall be available for inspection by any Director.
- 7.3 Every Director shall have reasonable access to the books and records of ENSC.

8.0 Indemnity of Directors and Officers

- 8.1 ENSC indemnifies each Director and Officer against any liability incurred as a result of any action or decision taken in good faith as an Officer or Director of ENSC, and waives any claim it may have against any Officer or Director in such case.

9.0 Amendment of Bylaws

- 9.1 These bylaws may be altered rescinded or added to by Special Resolution passed at any meeting of the Members of ENSC.

10. Dissolving ENSC and Distributing the Assets

- 10.1 ENSC may be dissolved by the members by a Special Resolution at any Annual General Meeting or Special Meeting of ENSC.
- 10.2 ENSC will not distribute any assets to its members in the event of dissolution.
- 10.3 If ENSC is dissolved, any funds or assets remaining after paying all debts are to be given to a not-for profit organization with objects similar to those of ENSC.
- 10.4 Members will select the organization to receive the assets by Special

Resolution.
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