

WAPITI NORDIC SKI CLUB

BYLAWS

ARTICLE I

NAME

The name of this organization shall be the Wapiti Nordic Ski Club. For the purposes of these bylaws, the Wapiti Nordic Ski Club shall hereinafter be called the Club.

ARTICLE II

MEMBERSHIP

- a) Any interested person may apply for membership in this Club.
- b) All memberships are annual and terminate on October 30th of each year.
- c) Any member whose conduct or activities are detrimental to the interests of the Club, in the opinion of the Executive committee, may be suspended by the Executive Committee at any time, provided that such member may appeal to the Club as a whole.
- d) Upon the failure of any member to pay annual membership fee, any subscription, or indebtedness due to the association, the directors may cause the name of such member to be removed from the register of members, but such member may be re-admitted to membership by the directors upon such evidence as they may consider satisfactory.
- e) Any member who resigns, withdraws or is expelled from the Club shall forthwith forfeit all right, claim and interest arising from or associated with membership in the club.

ARTICLE III

OFFICERS AND DIRECTORS (EXECUTIVE COMMITTEE)

- a) Any member of the Club shall be eligible to hold office.
- b) The Executive Committee shall consist of the following
 - President
 - Past President

Vice-President
Secretary
Treasurer
Directors (not less than three nor more than ten)

- c) The officers of the present unincorporated Wapiti Nordic Ski Club shall hold office in this Club until the first Annual or Spring Meeting of this Club after the date of incorporation.
- i) The Club shall take over the assets and liabilities of the present unincorporated Wapiti Nordic Ski Club.
- d) All Executive members shall be elected for a term of one year and shall be elected at the Spring Meeting.
- e) The members of the board of directors shall receive no remuneration for acting as such.

ARTICLE IV

FUNCTIONS OF THE EXECUTIVE COMMITTEE

- a) The business of the Club shall be managed by the Executive Committee, who shall exercise all powers of the Club which are not by these Bylaws, the Societies Act, or any other statute required to be exercised by the members or by the Club in a meeting.
- b) The President of the Club shall be the Chairman of the Executive Committee. In his or her absence, the Vice-President shall act as Chairman of the Executive Committee. If at any meeting the President and Vice-President are absent, the Executive Committee may elect a Chairman of their meeting and determine the period for which he or she is to hold office.
- c) The Secretary shall cause minutes and records to be kept of all meetings of the Club.
- d) The board of directors may adopt a seal which shall be the common seal of the Club.
- e) The common seal of the Club shall be under the control of the directors, and the responsibility for its custody and use from time to time shall be determined by the directors.
- f) The Treasurer shall keep such books as may be directed and properly account for all sums of money received and expended by the organization and the

matters in respect of which each receipt and expenditure take place and of all the assets and liabilities of the Club.

g) The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their proceedings as they see fit. Questions arising at any meeting shall be decided by the majority of votes. A member of the Executive Committee may, and the Secretary on the requisition of such a member shall, at any time, summon a meeting of the Executive Committee.

h) The quorum necessary for the transaction of the business of the Executive Committee shall be a majority of the Committee members.

i) The Executive Committee shall have the right to expend the Club's fund to defray the costs of conducting the affairs and business of the Club, shall be responsible for the appointment of any employees as may be deemed necessary and shall fix a salary for all employees. No appointment shall be made for longer than one year without approval at an Annual or Spring Meeting.

j) The Executive Committee may delegate any of its powers to committees.

k) All acts done at any meeting of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, be as valid as if every person had been duly appointed.

l) Any casual vacancy occurring in the Executive Committee may be filled up by the Executive Committee from the members of the Club.

ARTICLE V

MEETINGS

a) The Annual General meeting of the Club shall be held during the month of October each year. A Spring Meeting shall be held during the month of March.

b) A special or general meeting of members may be called at any time in Alberta by the Executive Committee or upon written request of ten members.

c) Notice of special or general meetings shall be given by a written notice addressed to each member and shall be mailed at least ten days prior to the date of the meeting. Non-receipt of notice by any member shall not invalidate the proceedings at any meeting.

d) No business shall be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall consist of six members of the club.

e) All members of the Club, with the exception of the Chairman, shall have a vote at every meeting, provided the Chairman shall cast the deciding vote when a tie results.

f) Voting shall be by show of hands or by ballot at the discretion of the Chairman. A vote by a ballot shall be taken if requested by a majority of members present.

g) After a vote has been taken and a declaration made by the Chairman that a resolution is passed, carried unanimously, by a particular majority or defeated, an entry to the effect shall be made in the minute book and such entry shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

h) Rules of order for conduct of the meeting shall be determined by the Executive Committee.

ARTICLE VI

COMMITTEES

a) The Executive Committee shall appoint all standing committees and special committees including, but without restricting the generality of the foregoing: Nomination, Election, Social, Publication, Publicity, Program, Touring, Racing, Membership, Rules and Auditors. The duties and procedures of all committees shall be set out by the Executive Committee.

b) All committees appointed shall be approved at a meeting of the Club at the time of the appointment or at the first meeting following such appointment.

ARTICLE VII

COMPLAINTS

Any complaints which may arise shall be made in writing to the Executive Committee and will be read to the proper committee or authority who will act with the consent of the Executive and take such steps as they deem necessary.

ARTICLE VIII

FINANCIAL

a) The fiscal year shall be from September 1st to August 31st each year.

- b) All Club funds shall be kept in a chartered bank.
- c) All cheques shall be signed by two of the President, Vice-President, Secretary and Treasurer.
- d) The Club may authorize and empower the Executive Committee to borrow or raise or secure the payment of money in such manner as it shall think fit and may authorize the Executive Committee accept endorse, execute or issue promissory notes, bills of exchange and other negotiable or transferrable instruments.

ARTICLE IX

AUDITING

- a) The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting.
- b) A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the club.

ARTICLE X

BOOKS AND RECORDS

- a) The directors shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute or law are regularly and properly kept.
- b) All minutes, books and other records of the Club shall be opened to inspection by any member within forty-eight hours of receipt of a request in writing presented to the President or Secretary.

ARTICLE XI

GIFTS AND FEES

The Club may receive grants, donations, gifts or contributions from any persons or corporations or from any source whatsoever and apply same to the objectives of the Club.

ARTICLE XII

RULES

The Club in any meeting may make such rules as may be deemed necessary or advantageous for the purpose of the Club or for the conduct of its affairs and the Secretary shall keep a separate record of such rules available for the inspection of its members. Any rules may be rescinded, altered or amended at a subsequent meeting.

ARTICLE VIII

AMENDMENTS

- a) Bylaws shall not be rescinded, altered or added to except by an extraordinary resolution of the Club presented at an Annual or Spring Meeting.
- b) No rescission or alteration of or addition to any bylaw shall have any effect until it has been registered by the Registrar of Companies for the Province of Alberta.

ARTICLE XIV

DISSOLUTION

- a) The Club may be dissolved by a resolution passed by three-fourths of the members attending an Annual or Spring Meeting provided a one-month notice of such meeting and the proposed dissolution has first been given.
- b) When the Registrar of Companies has accepted the surrender of a Certificate and cancelled it, and fixed a date on which the Club shall be dissolved, any assets remaining at such date shall, after its just debts are paid, be distributed to an organization or society in the Peace Region of Alberta whose object is to further the cause of nordic skiing, or to the Alberta Division of the Canadian Ski Association or its successor.

DATE THIS 30TH DAY OF APRIL 1979.

Signatures

Witness: