

WENTWORTH SKI RACING CLUB BY-LAWS

Article 1. NAME

Wentworth Ski Racing Club

Article 2. DEFINITION

"*Club*" means Wentworth Ski Racing Club

"*Board of Directors*" means Executive Officers and the Directors of the Wentworth Ski Racing Club

Article 3. EXECUTING DOCUMENTS

All instruments executed on behalf of the Club shall be executed by the signatures of two members of the Board of Directors, one of whom must be the President or the Vice-President.

Article 4. OBJECTS

The goals of the club are as follows:

- to foster and develop ski racing in Nova Scotia;
- to develop coaches', parents', and skiers' understanding of modern ski racing, coaching and training principles;
- to utilize nationally accepted programs of ski racing training and coaching;
- to provide a social environment whereby all members can experience the comradery and friendship common to the sport of ski racing;
- to employ a roster of high quality, trained, and certified ski race coaches;
- to maintain membership in good standing with Alpine Canada and Alpine Ski Nova Scotia;
- to ensure positive relationships with the ski hill are maintained;
- to provide cost-effective ski race programs through fiscal management.

Article 5. MEMBERSHIP

A. The categories of membership in the Club are as follows:

- i. SENIOR MEMBER - any person participating as a skier in the program, volunteer of the program and/or parent of a child in the program who has attained the age of 18 on or before December 31st of the ski season, has paid their dues and has registered with ACA for that ski season.
 - ii. JUNIOR MEMBER - any person who is participating as a skier in the program or volunteer of the program and is under the age of 18 as of December 31st of the ski season, has paid their dues, and has registered with ACA for that ski season
 - iii. HONORARY LIFE MEMBER- such persons who, by virtue of outstanding service to the Club, have been nominated and accepted as Life Members by the membership in a general or special meeting, to a limit of three in any given year.
 - iv. GUEST MEMBERS- persons admitted to the Club privileges upon such conditions as may be determined by the Board of Directors.
- B. Annual membership dues for Senior and Junior Members shall be due and payable as of November 30th in any year, and the payment of such dues shall entitle the persons in these categories to the right and privileges of such membership up to and including the 30th of November of the following year.

Article 6. DISCIPLINE

- A. A member who violates the By-laws of the Club or acts in an unseemly manner during Club-related activities may be suspended for a period of time or expelled from the Club by order of the Board of Directors or of a committee so authorized by the Board.
- B. The suspended member shall have the right to notify the Board that he or she requires an opportunity to explain his or her position to the Board and the Board shall, within seven days after receiving a written request from such member, call a special meeting of the Board to hear such explanations. The Board may thereupon confirm or repeal the previous order as it sees fit.
- C. A member who has been suspected or expelled may further appeal such action by re-applying for membership. Membership applications from suspended or expelled former members shall be dealt with at the next meeting of the Club following receipt of such application. Reinstatement

of the suspended or expelled former member requires acceptance of the re-applicant by a majority of members at the meeting entitled to vote.

Article 7. MEETINGS

- A. Club meetings are either regular or special.
- B. The regular meeting shall be the Annual Meeting, which shall be held within 6 months of the fiscal year end of April 30th.
- C. Special meetings may be called by order of the President or by the Secretary in his/her absence. It shall be the duty of the President to call a special meeting if requested in writing by not less than ten members in good standing, such written request to contain particulars of the reason for calling such special meeting and it shall be held within 21 days after the President shall have received the written request. The Club may also hold special meetings if requested by resolution of the Board of Directors, such meeting to be held upon proper notice to the members.
- D. Notice of any Club meeting shall be distributed via e-mail not less than seven days prior to the meeting to all Senior members in good standing to their last address recorded on the Club's books, such notice to contain the date, time, purpose, and place of such meeting. Where an e-mail address is not available the notice of meeting will be faxed and/or mailed.
- E. QUORUM- A minimum of 15 voting members.
- F. ELIGIBILITY TO VOTE- Senior members of the Club in good standing and Honorary Life Members shall have voting rights at Club meetings.
- G. VOTING PROCEDURE- Voting at all meetings shall be by show of hands provided or online electronic one-time polling, however, that if any voting member in attendance requests it, the voting shall be by secret ballot. Unless otherwise required by the *Societies Act* or by these By-laws, any resolution voted upon at a meeting of the Club shall be deemed to have been passed if a simple majority of those present vote in favor thereof.
- H. All meetings shall follow Parliamentary procedure and Roberts rules of order.
- I. Reports shall be submitted from the President and Treasurer and shall be available to the membership.

- J. The current financial position of the Club, having undergone a review engagement by an auditor or reviewer, shall be presented along with an operating budget for the current fiscal year.
- K. An auditor or reviewer shall be appointed to examine the accounts of the Club, to hold office until the next annual meeting.
- L. The report of the Nominating Committee shall be presented.
- M. The election of Officers shall take place.

Article 8. BOARD MEETING

- A. Board meeting shall be called at the discretion of the President when deemed necessary or by his/her designate.
- B. Meetings shall be chaired by the president or designate; if neither is available it shall be chaired by the executive director present.
- C. The president shall be bound to call a meeting at the request of no less than 3 Board members.
- D. Board meeting quorum shall be a minimum of 50% plus one board members one of which must be an executive director.
- E. All motions shall be decided by majority vote of the members present.
- F. Meeting shall follow "Robert's Rules of Order"

Article 9. ELECTION OF OFFICERS/COMPOSITION OF THE BOARD OF DIRECTORS

- A. Voting Members of the Club shall elect each year club members into Board Director positions with expired terms:
- B. Terms of office shall be 2 years and will be staggered by one year with as close to 50% of position expired in a given year as possible.
- C. Nominations for officers shall be put forth by a nominating committee consisting of not less than two members appointed by the Board of Directors bearing in mind the requirements of Article 9(D).

D. The affairs of the Wentworth Ski Racing Club shall be administered by a board of directors comprised of not less than 7 members with:

1. President,
2. Vice president,
3. Secretary,
4. Chief Financial Officer,
5. Membership development rep
6. Director at large
7. Director at large

and any further director positions deemed necessary by the board.

- E. If a vacancy occurs on the Board, the remaining Officers may, by resolution, appoint a member of the Club to fill such vacancy for the balance of the term.
- F. A board member may be removed from the board for; any infraction of these by-laws, violations of the Board code of conduct or violations of policy, Failure to attend 3 consecutive meeting or failed to attend 50% of Board Meetings in a given year. Removal is subject to majority vote of the Board after notice of motion.
- G. A representative of the Wentworth Valley Development Corporation or any other appropriate individual may be invited, at the discretion of the Board, to attend Board meetings when deemed necessary, such person(s) having no voting rights.
- H. The Board of Directors may establish standing committees as necessary to fulfill Club objectives and may solicit committee members from membership at large, or any other person deemed acceptable by the board the latter having no voting rights at Board meetings.
- I. The number of employees on the Board cannot exceed 25% of the Board positions.

Article 10. DUTIES OF EXECUTIVE OFFICERS

1. President: The President shall be the chief executive officer of the Club and shall preside at all meetings of the Club and of the Board and shall be responsible for the general and active management of the business of the Club and shall see that all orders or resolutions of the Board are enacted.
2. Vice President: The Vice President shall become President in the next term of office for President and in the absence or disability of the current

- President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be assigned by the Board.
3. Secretary: The Secretary shall act as clerk at all meetings of the Board and record all votes and minutes of all proceedings, give or cause to be given notice of all meetings and shall perform such other duties as shall from time to time be assigned by the Board. The Secretary shall register the current Officers and financial statements with the Registry of Joint Stock Companies within sixty (60) days of the annual general meeting.
 4. Chief Financial Officer (CFO)
The CFO shall have the custody of the Club funds and securities and keep full and accurate accounts of receipts and disbursements in records belonging to the Club, deposit all monies and credit of the Club and in such depositories as may be designated by the Board from time to time, disburse the funds of the Club as may be directed by the Board, taking proper vouchers for such disbursements, render to the Board, whenever it may require an account of such administration as Treasurer and of the financial position of the Club, and such other duties as may from time to time be determined by the Board.

Article 11. DUTIES OF THE BOARD OF DIRECTORS

The duties of the Board of Directors shall be described in detail in the Board of Directors protocol document, and shall vary from time to time depending on the needs of the Club. At a minimum they are;

- A. Establish and maintain the overall strategic direction of the Club.
- B. Determine the policies and procedures of the Club and assume responsibility for guiding the affairs of the Club
- C. Review and approve all operating and capital budget and financial statements and reports of the Club.
- D. Acquire such capital assets, which are judged to be a requirement for the effective operation of the Club's Ski programs; however, where such acquisitions will increase the total indebtedness of the Club the general membership must first be notified of this intention.

- E. Ensure the capital investments (which are defined as the amount in GIC investments as of June 14, 2017) of the Club will not be used for operating expenses.
- F. Ensure that there will be no disposition of the capital investments of the Club without first calling a Special Meeting of the Club, at which meeting a majority of those members entitled to vote and who are present must pass a resolution in favor of such disposition.
- G. Appoint signing officers of the Club as required from time to time, provided that the signing officers for documents or instruments, including those requiring the Club seal, shall be any two members of the Board.
- H. Create and maintain all club records in a manner that allows such records to be accessible to Board members and transferred expeditiously to newly elected Board members. The club's records include, but are not limited to, minutes of meetings, policy documents, financial statements, by-laws, procedures and parent manuals, and marketing logos and letterheads.
- I. Provide membership with the planned operating budget as part of the annual general meeting. The allocation for any paid positions or contracts, excluding coaching, shall not exceed 10% unless approved by the membership.
- J. Review and approve (majority of Board members) all one-time expenses or contracts that have a value of \$2000.00 or more. Expenses or payments of less than \$2,000.00 are required to be approved by two members of the board as stipulated in section J."

Article 12. AMENDMENT OF BY-LAWS

These By-laws may be amended, added to or repealed in whole or in part by a Special Resolution of the Club, if no less than 14 days notice of motion to amend or repeal the By-law has been given to each member entitled to vote, such notice to be delivered by e-mail to the member's last address recorded on the books of the Club, and such resolution is passed by not less than three-quarters of the members present and entitled to vote at such meeting for which such notice has been given. Where an e-mail address is not available the notice of meeting will be faxed and/or mailed.

Article 13. FISCAL YEAR

The fiscal year of the Club shall begin on the 1st of May and end on the 30th of April.

Article 14. INSURANCE

The Board shall purchase and maintain such insurance for the benefit of its Directors and staff as may be considered advisable and necessary.