

## **WASI CROSS COUNTRY SKI CLUB**

### **CONSTITUTION & BYLAWS**

#### **Article 1 NAME**

1.1 The name of this organization shall be Wasi Cross Country Ski Club, Inc. and hereafter in these bylaws shall be referred to as “The Club”

#### **Article 2 PURPOSE**

2.1 The purpose of The Club shall be:

- A. To develop and maintain Nordic classic ski trails and structures for use by its membership and the general public
- B. To develop and maintain snow shoe trails and structures for use by its membership and the general public
- C. To undertake whatever activities might be appropriate to enhance the quality of its members’ and the general public’s ski and snow shoe experience

2.2 The Club organization shall be carried on without purpose of gain for its members and any profits to The Club shall be used in promoting its objectives and for no other purpose

#### **Article 3 MEMBERSHIP**

3.1 Members of The Club shall consist of honorary members and all those who have paid their annual membership fees

3.2 Honorary members are any distinguished persons appointed for a specific term upon recommendation and approval by the Board. They shall be accorded the privileges of The Club and they shall not pay club fees

3.3 The rates of annual assessment for members will be determined or adjusted annually by the Board at a Board meeting

3.4 The membership year will be from November 1 until April 15

3.5 There will be a reduced membership fee for those who pay their fees prior to December 15

#### **Article 4 ADMINISTRATIVE STRUCTURE**

4.1 The Club shall be managed, operated and governed by a Board of Directors between nine and fifteen Directors, hereinafter referred to as “The Board”. Members will be elected for a two-year term by and from the voting members at a general club meeting. The Past President shall serve for a two-year term following the election of a new President

4.2 The Directors shall serve without remuneration and no Director shall receive remuneration as an officer

4.3 The Board shall consist of the following

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer

- E. Registrar
- F. Between four and ten other Directors and the Past President when applicable

Members of the Executive will have staggered terms to with the President and Secretary being opposite terms to that of the Vice President and Treasurer.

4.4 The Board will be responsible for identifying and recommending candidates for election to The Board. The Board may also receive recommendations for new board members from interested members and/or current board members. The Board will convene a Nomination Committee of up to 4 members including at least one member of the executive, to review the resumes of potential candidates, assessing their skills and experience to determine if they meet qualifications for the position.

Once the Board has identified potential candidates, the Board should present the slate of candidates to the members for election at the Annual General Meeting.

4.5 Nominations for the Board should be received in writing prior to the election. The nomination must be made by two voting members and must have the acceptance of the nominee to act if elected. Nominations from the floor shall be permitted at the Annual General Meeting

4.6 The election of the Board shall be by ballot or show of hands and such election shall be by majority vote of voting members at the Annual General Meeting.

4.7 If an insufficient number of nominees is received by the Nomination Committee, the Nomination Committee must present a slate of Directors at the Annual General Meeting to be accepted by simple majority of the voting members present. Those on the slate must be voting members and have agreed to act if elected

4.8 At the first Board meeting following their elections, the Board of Directors will, in turn, elect the positions in 4.3 above from within the Board.

4.9 In the case of the loss of a Board member, the President will assign or undertake the duties of that member until the next Board meeting. Where the member is the President, the Vice-President will become President.

4.10 Board member who fails to attend more than two consecutive Board meetings during the year, without good reason and without notifying the Board, will be asked to resign by the Board of Directors

4.11 Any Director may resign their office at any time upon delivery of such resignation in writing to the Board of Directors. Such resignation shall take effect forthwith and no acceptance thereof shall be necessary

4.12 If the case of the loss of one or more Board members, if the Board determines that it needs more Directors, the Board can undertake to recruit and assign new Directors at its discretion. These new members will serve for the remainder of the member's 2-year term.

4.13 The fiscal year shall be from June 1 to May 31

## **Article 5 BOARD OF DIRECTORS' DUTIES**

5.1 The President is responsible for

- A. The administration and management of the Club

- B. Assigning specific duties to the Board Directors and committee members
- C. Calling Board meetings and general club meetings, providing notice of, and presiding at these meetings
- D. The preparation of the agenda for the Board and general club meetings
- E. Being an ex-officio member of all committees

5.2 The Vice-President is responsible for

- A. Chairing Board meetings when the President cannot attend

5.3 The Past President is responsible for

- A. Holding a position on the Board for a term of two years following the election of a new President
- B. Acting in an advisory capacity on all matters related for The Club
- C. Serving on club committees when necessary
- D. Chairing the Nomination Committee

5.4 The Secretary is responsible for

- A. The recording of minutes for the Board and general club meetings
- B. Maintenance of a nominal roll of Board members and ensuring incorporation information is up to date
- C. Ensuring correspondence is directed to proper members

5.5 The Treasurer is responsible for

- A. Maintenance and safe keeping of accounts and records
- B. Preparation of financial statements
- C. Handing and safe keeping of cash
- D. Banking
- E. Adequacy of insurance coverage
- F. Ensuring that the Club's financial records are audited by an impartial third party and presented at the annual General Meeting
- G. Submitting monthly reports to the Board and an annual report at the General Meeting

5.6 The Registrar is responsible for

- A. Preparing membership lists
- B. Compiling a membership list with names, addresses, phone numbers and email addresses and monies received
- C. Assigning a registration number to members
- D. Submitting monthly reports to the Board and an annual report at the General Meeting

5.7 The Directors are responsible for

- A. Assuming responsibility, or as assigned by the President, for various club activities such as Trail Maintenance and Grooming, Building and Property Website Master, Media and Special Events Coordinator
- B. Carrying out other specific tasks as assigned by the President

The following responsibilities of the following subcommittees shall include, but are not limited to following duties.

5.8 The Director in charge of Trail Maintenance and Grooming shall be responsible for

- A. Planning, construction, maintenance, grooming, and supervision of the trails
- B. Producing trail maps
- C. Making and putting signs on trails
- D. Organizing work parties
- E. Maintaining equipment
- F. Maintaining current trail conditions on the board on the chalet and on The Club's website
- G. Submitting monthly reports to the Board and an annual report at the General Meeting

5.9 The Director in charge of Building and Property shall be responsible for

- A. Maintenance of the buildings and club equipment and supplies
- B. Scheduling the use of the buildings and trails and the opening and closing of the buildings
- C. Scheduling the cleaning of the building and property
- D. Establishing remuneration from outside groups where appropriate
- E. Submitting monthly reports to the Board and an annual report at the General Meeting

5.10 The Director in charge of Media shall be responsible for

- A. Keeping an up-to-date mailing list as provided by the Registrar
- B. Maintaining all social media accounts including Facebook and Instagram
- C. Publishing any information submitted by the Board to the social media accounts
- D. Developing materials and disseminating information about upcoming Club events and registration via email, social media and other media outlets (e.g., radio, print, online media)
- E. Submitting monthly reports to the Board and an annual report at the General meeting

5.11 The Director in charge of The Club's Website shall be responsible for

- A. Building, maintaining, and arranging hosting of The Club's website
- B. Administration of Zone 4
- C. Submitting monthly reports to the Board and an annual report at the General Meeting

5.12 The Director in charge of the Club's Volunteer shall be responsible for

- A. Recruiting, orientating and scheduling volunteers as needed

5.13 The Director in charge of the Special Events shall be responsible for

- A. Determines which special events will be on the schedule for the season, with input from board members
- B. Schedules dates and times for event, with input from the board
- C. Sends Director of Media information on upcoming events
- D. Contacts special event volunteers (from Zone 4 list) to help with event
- E. Gives volunteer(s) all info required to run event or convey to skiers and snowshoers
- F. Ensures chalet supplies are adequate for event

5.14 Responsibility for The Club's banking

- A. All cheques written on The Club's account require a minimum two signatures from a combination of the President, Treasurer or Secretary

- B. The Club will have three Directors with signing authority to help ensure that two are always available
- C. These three are normally the President, Registrar and Treasurer
- D. The Directors are currently in possession of two bank cards. The President has a card and the Treasurer has a card that only allows online review of bank statements and deposits of Day Use Fees.

## **Article 6 BOARD MEETINGS**

6.1 Board meetings will be held the first Tuesday of each month from September to April or at the call of the President or any three of the Directors and are open to Board members, invited guests and members at large

6.2 A majority of the current number of Directors, including the Past President if there is one, shall constitute a quorum

6.3 The Club Board meetings will consider

- A. Approval of expenditures
- B. Approval of financial statements
- C. Monthly reports from the Directors responsible for Registration, Trail Maintenance and Grooming, Building and Property, Media, Website, Volunteers and Special Events Coordinator
- D. Other matters concerning the operation of The Club

6.4 Voting at Board meetings is one vote per Board member, excluding the President or presiding officer

6.5 Only members serving as Directors and the Past President can vote at meetings of the Board of Directors

6.6 In the case of tie votes, the President or presiding officer shall have the deciding vote

6.7 Members who wish to present an issue at a Board meeting must arrange to have the issue listed on the agenda by President

## **Article 7 GENERAL MEETINGS**

7.1 The annual general meeting of the Wasi Cross Country Ski Club shall be held at the end of the ski season at the call of the President to consider

- A. Financial statements presented by the Treasurer
- B. Annual reports from the Registrar, and the Directors responsible for Trail Maintenance and Grooming, Building and Property, Media, Website, Volunteers and Special Events Coordinator
- C. Proposed club activities including expenditures
- D. Election of Board members
- E. Other business concerning The Club

7.2 Notice of the annual general club meeting shall be posted on the website at least 15 days in advance of the meeting

7.3 Extraordinary general club meetings may be called at any time by

- A. The President, or
- B. The President on application in writing by 25 voting members clearly stating the cause of such an application

7.4 All current Members of The Club who are 18 years and over are voting members and may vote at general meetings

7.5 Any voting members who will be unable to attend a general meeting will be entitled to cast one (1) proxy vote on motions circulated in advance of the general meeting. The proxy must be written and signed by the absent member

7.6 In case of tie votes, the President or presiding officer shall cast the deciding vote

7.7 Conduct at club meetings will be in accordance with the parliamentary procedures and the minutes will be published. Only annual general club meeting minutes need to be made available to the membership at large

7.8 At the general meeting of the Wasi Cross Country Ski Club, a quorum shall consist of those members attending

### **Article 8 AMENDMENTS**

8.1 Proposals to amend The Club's Constitution and Bylaws shall be made in writing. They will be signed by the proposer and the seconder and will be submitted to the President who will circulate same to the membership at large. The proposal will be considered and voted at the next general club meeting

8.2 Amendments of the by-laws are enacted by a simple majority of voting members present at the said general meeting

8.3 The Club's Constitution and Bylaws shall be reviewed every 7 years

### **Article 9 AD-HOC COMMITTEES**

9.1 The Board can form ad-hoc committees to assist it with its operations of The Club

9.2 Any such committee will follow these guidelines

- A. Each committee shall be made up of at least 3 voting members at least one of which must be a Board member and two or more from the membership at large, appointed or approved by the Board
- B. There shall be a list of guidelines for each committee
- C. The initial committee meeting shall be call by the Board member responsible for the committee
- D. The chairperson of each committee shall be elected at the first committee meeting
- E. The committee shall submit to the Secretary copies of all correspondence and recommendations

### **Article 10 DISSOLUTION**

10.1 In the event of dissolution or winding up of The Club, all its remaining assets, after payment of its liabilities, shall be distributed to one or more recognized charitable or not-for-profit operations in Canada, compatible with the aims of The Club