

FORT SASKATCHEWAN NORDIC SKI CLUB

APRIL 9, 2017 BYLAWS

1.0 INTERPRETATION

1.01 Definitions:

In these bylaws the following shall apply:

Act means,

The *Societies Act* of the Province of Alberta.

Annual General Meeting means,

The meeting held once a year of the Fort Saskatchewan Nordic Ski Club (FSNSC), including the Board of Directors and the Membership.

Annual Return means,

An annual independently audited statement of affairs of FSNSC.

Board of Directors, herein referred to as the "Board," means,

The governing body of the Fort Saskatchewan Nordic Ski Club is those individuals that are elected, including the President, Past President, Vice President Trails & Facilities, Vice President Coaching and Athlete Development, Vice President Ski For Life , Secretary, Treasurer.

Bylaws means,

Those Bylaws of the FSNSC that may be amended from time to time.

Club means,

The Fort Saskatchewan Nordic Ski Club, herein referred to as the FSNSC, a body duly incorporated under the *Societies Act*.

Fall General Meeting means,

The meeting held each year by October 15th of the Club, including the Board of Directors and the Membership with the primary purpose to present the previous year's financial statement to complete the requirements of the Registrar for the Societies Act.

Good Standing means,

A member who has paid the annual Membership Fee. Any member who has been found guilty of violating the Bylaws or Policies and Procedures of the FSNSC shall no longer be considered to be in good standing.

Membership means,

Those members who are in good standing, as described in Article 2.1.

Nominating committee means,

Three (3) members in good standing appointed by the membership at the Fall General Meeting.

Participant means,

Any member who is involved directly in any club program or activity under the umbrella of the FSNSC.

Quorum means,

A minimum number of voting members needed in attendance for a legal meeting.

Registered Address means,

The address to which service on the FSNSC is affected.

Voting Member means,

A member 16 years and older in good standing with the FSNSC.

1.02 General

In this By-Law and all other By-Laws and resolutions of the Club the word person shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies, and other legal entities. Words imparting the singular number or the masculine gender shall, where the context requires, include the plural or the feminine or neutral genders, as the case may be, and vice versa

2.0 MEMBERSHIP and MEETINGS

2.01 Membership

Membership in the FSNSC is compulsory for all participants for any program or activity under the umbrella of the FSNSC.

All applications for membership shall be submitted to FSNSC and, upon payment of current year fees and clearing all outstanding items, the applicant shall become a member.

Membership is open to all residents of Alberta who pay the prescribed annual fee and is not transferable.

There shall be six categories of membership in the Club:

- (a) Adult (18 years and over)
- (b) Teen (13 to 17)
- (c) Child (12 and under)
- (d) Family
- (e) Senior (65 and older)
- (f) Honorary member

2.02 Membership Fees

The membership fee shall be determined by the Board and may be subject to change from time to time. Membership is from July 1st to June 30th of the following year. All memberships will expire June 30th.

Honorary membership must be confirmed by majority vote of the Board. Such membership shall normally only be for an annual basis and will expire at the end of the membership year. Life honorary membership may be granted by a special motion of a general meeting, if two – thirds (2/3) of those present vote in favour. There shall be no fee for an honorary member.

A member shall be deemed to be in good standing when they have paid their current annual membership fee on or before the 1st day of July in each year. Upon the failure of any member to pay the annual membership fee, the Board may cause the name of such member to be removed from the register of members 185 days after this date or until such time as the member remits the annual membership fee and any unpaid or delinquent fees.

At the time of registration in any FSNSC program an individual is required to produce or purchase a valid membership in order to qualify for registration.

2.03 Rights of the Members

Every member in good standing shall be entitled to participate in any FSNSC programs, and activities under the umbrella of the FSNSC.

2.04 Attendance at FSNSC Meetings

Every member is entitled to attend all General Meetings of the FSNSC and to speak on any motion before the FSNSC. Members are entitled to vote on any motion before the FSNSC at any General Meeting of the FSNSC.

Members are also welcome to attend any general meeting of the Board of Directors, however, only Board members carry a vote at any meeting of the Board of Directors.

Individuals who are not in good standing shall not be allowed to attend any FSNSC meeting unless invited to attend by the President and/or Board of Directors.

2.05 Voting Rights

Every member 16 years and older in good standing and present at a General Meeting is entitled to one vote on any motion before the Membership.

Except as otherwise specified in the Bylaws, every question submitted to any meeting of the members shall be decided by a simple majority of 50%, plus one, of the members in attendance given on a show of hands, or by ballot where requested by any member present. At any meeting, unless a ballot is demanded, a declaration by the Chairperson of the meeting that a resolution has been "carried" or "carried unanimously" or by a particular majority, or "lost" or "not carried" by a particular majority, shall be conclusive evidence of the fact without proof of number or proportion of votes recorded in favour of or against the motion.

2.06 Resignation of Members

A member may resign their membership in the FSNSC upon written notice to the President or Vice President of the Board of the FSNSC. The member may receive reimbursement of the membership fee only if the member has not and will not be participating in any program of the FSNSC or as specifically outlined in the policy of the FSNSC.

A member who withdraws their membership is still liable for any debts to the FSNSC.

2.07 Removal of Members

Members may from time to time have their membership revoked by the Board of Directors for failure to pay membership dues within 185 days of the beginning of the membership year and failure to abide by the Bylaws and Policies of the FSNSC. A member's behavior is expected to mirror the spirit of the Bylaws & FSNSC Policy and as outlined in the FSNSC Code of Conduct.

The Board shall have the power, by a vote of two-thirds of the Board, to expel or suspend any member of the FSNSC whose conduct shall be determined by the Board to be improper, unbecoming or likely to endanger the interests or reputation of the Club, or who commits a breach of the Bylaws of the FSNSC; provided, however, that not less than seven (7) days notice of such meeting and of the intention to consider the matter shall be given to the member involved and member shall be entitled to be present at such a meeting and to make representations.

A suspended or expelled member may appeal this decision in accordance with the approved FSNSC Dispute Resolution and Appeal Policy and Procedures.

2.08 Spring General Meeting of the FSNSC

The Club shall hold a Spring General Meeting on or before the 30th day of April in each calendar year. The meeting date and location in Fort Saskatchewan will be determined by the Board at least six (6) weeks prior to the date of the meeting and advertised to the membership at least four (4) weeks prior to the date of the meeting.

An agenda for the Spring General Meeting must be prepared by the President and Secretary, and it must be circulated to the membership by e-mail, posted on the club web site and posted at the club's ski center at least **21** days prior to the meeting. The agenda must include any special motions for the meeting.

The general business that shall be conducted at such meeting shall include the appointment of auditors, election of Board members, the amendments of bylaws, the report of the

President a financial statement of income and expenses of the year to date and other such business, if any, as may properly come before the meeting.

The minutes for these meetings will be prepared by the Secretary within 14 days and made available for inspection by any member of the FSNSC.

Any member may submit a motion to be heard at the Spring General Meeting. The motion must be received in writing by the President and Secretary at least **25** days prior to the Annual General Meeting.

2.09 Annual General Meeting of the FSNSC

The Club shall hold an Annual General Meeting on or before the 25 day of October in each calendar year. The meeting will be advertised to the membership at least four (4) weeks prior to the date of the meeting with the agenda available to the members by e-mail and posted on the club web site at least seven (7) days prior to the meeting. The agenda must include any special motions or important documentation for the meeting.

Any special resolution for the Fall Annual General Meeting must be made with notification of the intention and purpose of the resolution not less than 21 days prior to the meeting. The general business that shall be conducted at such meeting shall include a financial statement for the last fiscal year, setting out the income, disbursements, assets and liabilities, audited and signed by the Club's auditor, the report of the President, an annual operational plan and budget for the Club for the current ski season and other such business, if any, as may properly come before the meeting.

The minutes for these meetings will be prepared by the Secretary within 14 days and made available for inspection by any member of the FSNSC.

Any member may submit a motion to be heard at the Annual General Meeting. The motion must be received in writing by the President and Secretary at least 25 days prior to the Annual General Meeting.

2.10 Quorum of an Annual General Meeting or General Meeting

The number of members constituting a quorum at an Annual General Meeting or General Meeting of the FSNSC will be ten (10) or more voting members in good standing..

2.11 Special Meeting of the FSNSC

A Special Meeting of the FSNSC can be requested at any time: by a resolution of the Board of Directors to that effect; on a written request of at least three (3) members of the Board; or on a written request of at least one-third (1/3) of the voting members of the FSNSC.

The Membership will be notified by way of advertising, by e-mail or regular mail at least 14 days prior to the date of the meeting.

An agenda for the special meeting must be circulated to the membership at least seven (7) days prior to the special meeting and shall include any support documentation for the meeting.

Any Special Meeting called at the request of the Membership must be held within 30 days.

Every member 16 years and older in good standing and present at a Special Meeting is entitled to one vote on any motion before the Membership.

Every question submitted to a special meeting of the members shall be decided by a simple majority of 50%, plus one, of the members in attendance given on a show of hands, or by ballot where requested by any member present. At any meeting, unless a ballot is demanded, a declaration by the Chairperson of the meeting that a resolution has been "carried" or "carried unanimously" or by a particular majority, or "lost" or "not carried" by a particular majority, shall be conclusive evidence of the fact without proof of number or proportion of votes recorded in favour of or against the motion.

2.12 Quorum of a Special Meeting

The number of members constituting a quorum at an Special Meeting of the FSNSC will be ten (10) or more voting members in good standing.

2.13 Chairman

The President shall be the Chairman of meetings of the members. In the absence of the President, the Vice President Coaching and Athlete Development may take their place. In the absence of the President and Vice President Coaching and Athlete Development, the Vice President Trails and Facilities may take the place of the President. In the absence of the President, Vice President Coaching and Athlete Development and Vice President Trails and Facilities, the Voting Members present at any meeting of members shall choose, by majority vote, a replacement Chairman from amongst the representatives of the Voting Members present.

2.14 Adjournments

The Chairman may, with the consent of any meeting, adjourn the same from time to time and to any time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and no notice of such adjournment need be given to the members. Such adjournment may be made notwithstanding the lack of a quorum.

3.0 BUSINESS OF THE CLUB

3.01 Registered Office

The Registered Office of the FSNSC shall be in the City of Fort Saskatchewan at the address advised to the Corporate Registry of Alberta at the time of filing of the Annual Return of the FSNSC. The registered address will be the address for service of all legal documents and accounting records on the FSNSC, and may be changed from time to time by advising the Corporate Registry of Alberta, CCC, CCA, City of Fort Saskatchewan and other parties in writing. The Registered Office will be confirmed at a general meeting of the membership.

3.02 Borrowing Powers

From time to time the FSNSC 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 for the purchase of property, facilities or equipment for the purpose of carrying out its Mission, Vision and Goals.

This power shall be exercised under the authority of the Club, and debentures can only be issued by special resolution of the members at an Annual General Meeting, Annual Fall Meeting or Special Meeting.

3.03 Audit of Accounts

The fiscal year end of the FSNSC will be June 30th. The accounts of the FSNSC will be audited after year end and before October 5th, by a qualified accountant or by two (2)

members of the Club, who did not have signing authority in the year being audited, and approved for that purpose by the membership at the Spring General Meeting.

3.04 Making, Altering and Rescinding Bylaws

These Bylaws may be rescinded, altered or added to, and ratified by a Special Resolution at any Spring General Meeting or Annual General Meeting of the FSNSC.

The agenda for the Spring General Meeting or the Annual General Meeting must include reference to any Bylaws Special Resolutions and must include details of any proposed resolution(s) of the Bylaws and must be made available to the members at least 21 days before the Spring General Meeting or the Annual General Meeting of the FSNSC.

A minimum of 75% of the members in attendance at the Spring General Meeting or the Annual General Meeting must vote in favour of any Special Resolution of a bylaw that is rescinded, altered or added to.

The amended bylaws will be registered at the Corporate Registry of Alberta in accordance with the *Societies Act* and shall not be endorsed or acted upon until the approval of the Registrar of the Alberta Societies Act has been obtained.

3.05 Books and Records of the Society

The books and records of the FSNSC may be inspected by any member of the club at the Fall Annual Meeting, or at any time upon giving written notice of a wish to inspect them. It is the responsibility of the President and Treasurer in charge of such books and records to arrange for an inspection of same within two (2) weeks of receiving such written request. Each member of the Board shall at all times have reasonable access to the books and records.

3.06 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Club shall be signed by the President or Treasurer together with one other Board member authorized by the Membership at the Spring General meeting, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers, or any other person or persons, to sign and deliver on behalf of the Club either contracts, documents and instruments in writing generally, or specific contracts, documents and instruments in writing.

a) The FSNSC may adopt a corporate seal and may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.

The corporate seal will be used when a Board member or officer of the FSNSC with signing authority is signing legal documents on behalf of the FSNSC, and shall serve as notice that the signature affixed by the seal is placed on behalf of the FSNSC and not the individual.

The Registered Office of the Club shall maintain custody of the Corporate Seal of the FSNSC.

b) The term contracts, documents and instruments in writing as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignment of shares, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, the President or Treasurer together with one other Board member authorized by the Board are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned or registered in the name of the Club, and to sign and execute (under the corporate seal of the Corporation) all assignments, transfer, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

3.07 Banking

The banking business of FSNSC shall be transacted with such bank, trust company, or other corporation carrying on a banking business, as the Board shall in its discretion from time to time designate.

4.0 BOARD OF DIRECTORS

4.01 Composition

The Board shall mean the Board of Directors of the Club and shall be composed of:

- 1) President
- 2) Past President
- 3) Vice- President Trails and Facilities
- 4) Vice- President Coaching and Athlete Development
- 5) Secretary
- 6) Treasurer
- 7) Vice President Ski for Life

4.02 Membership Qualifications

Membership on the Board is restricted to those members who have been elected to the position as a member of the Board at an Annual General Meeting.

Members are eligible to be nominated for any position on the Board of Directors. To be nominated for any position on the Board, the member must be in good standing with the FSNSC, and the age of 16 years.

4.03 Nominations for Election

Candidates for the Board may be nominated by a Nominating Committee of three (3) members in good standing appointed by the membership at the Fall Annual Meeting, or by a nomination in writing by any two (2) members in good standing of any member in good standing to any Board position and presented to the Nomination Committee.

Nominations close at midnight 10 days prior to the date of the Annual General Meeting. The Nominating committee will prepare and present a slate of the candidates for election to be presented at the Annual General Meeting. The names of nominees will be forwarded to the Voting Members within seven (7) days of the close of nominations.

The Nominating committee will prepare and present the slate of the candidates for election at the Annual General Meeting. Nominations of candidates from two members from the

floor shall be accepted at the time of the election of the Board at the Annual General Meeting.

4.04 Remuneration for Members of the Board

No member of the Board shall receive any remuneration for their services, provided however that the Board may approve and reimburse such Board member for any expenses incurred on behalf of the Club.

Unless authorized at any meeting of the Board and notice of the same have been given, no member of the Club shall receive any remuneration for their services.

Where a Member or Board member performs services outside the scope of their position or is contracted to perform "specific program responsibilities or services", he or she shall be entitled to an honorarium or reimbursement at fair market value rate, as predetermined by the Club or pre-approved by the Board, in accordance with established criteria, rules, and qualification processes.

4.05 Selection

The President, Vice President Coaching and Athlete Development, Vice President Trails and Facilities, Vice President Ski For Life, Secretary, and Treasurer, shall be elected by the Voting Members at the Spring General Meeting. Candidates need not be present to be nominated, but must present written confirmation of their acceptance to stand for the position, and to be elected to carry out the roles and responsibilities of the Board position

Candidates whose nomination is unopposed shall be declared elected by acclamation. Where more than one nomination for a position is received, election shall be conducted by means of ballot and the successful candidate will be determined by a simple majority. If there are more than two candidates for the position of President the candidate with the lowest number of votes will be eliminated from the ballot for that position and another vote will be held with the remaining candidates, until a candidate is elected. In voting for all other Directors, the names of all candidates will be placed on the first ballot. Voters will mark the number of candidates to be elected. In the event of a tie for a Director position, those with a clear majority will be declared elected and their names removed from the ballot. Successive ballots will be used until all positions have been filled.

4.06 Resignation of Board Members

Members of the Board may from time to time wish to resign their positions for a variety of reasons. Elected members so wishing are requested to provide two weeks notice of resignation in writing and serve the resignation to the President or his/her alternate. Resigning members are requested to work with the Board in the process of securing their replacement.

4.07 Quorum of Board Meetings

The number of members constituting a quorum at a meeting of the FSNSC Board shall be a simple majority of 50%, plus one, of the total number of filled Board positions.

4.08 Administration

The Board shall administer the affairs of the Club in all things under the authority of the FSNSC's Bylaws and Policies & Procedures. The board can delegate responsibility, authority and decision-making in accordance with policy type boards.

4.09 Regular Meetings of the Board

Regular meetings shall be held a minimum of once per month from September to June at a time and place determined by the President or his/her designate after consultation with the Board members. Regular meetings of the Board are open to all members of the FSNSC with any items of business to be provided by the member to be added to the agenda by prior request.

4.10 Special Meetings of the Board

Special Meetings of the Board shall be called at the request of the President or by a simple majority of 50%, plus one, of the members of the Board.

Special Meetings are called to deal with a particular item that needs the attention of the Board. Special Meetings must comply with the quorum requirements of a regular meeting of the Board and are chaired by the highest ranking officer eligible to chair the meeting.

4.11 Agenda Items

The President and Secretary must be advised of all items to be included on the agenda of any meeting of the FSNSC Board a minimum of one week (7 days) prior to the meeting. The agenda for the Board meeting will be drafted by the President and/or Secretary after consultation and a request for agenda items has been made with the Board members and must be made available to the Board members at least 5 days prior to the meeting. The agenda must include any support documentation for the meeting.

4.12 Resolutions/Motions

A resolution/motion approved by the Board shall be valid and in effect as if it has been passed at a meeting of the Board duly called and constituted. Resolutions can only be approved by the Board when there is a quorum.

4.13 Purchasing Powers

From time to time the Board may exercise its powers for the purchase of property, facilities or equipment. A motion must be passed by a simple majority of 50%, plus one, of the total number of members of the Board.

4.14 Indemnification of Board Members

The Club and its Members indemnify the Board Members against costs and charges that result from acts and decisions made in good faith during execution of their role as Board Members of the Club.

The Club and its Members do not protect Board Members for acts of fraud, dishonesty and bad faith.

No Board Member is liable for the acts or decision of other Board Members, Members or employees.

No Board Member 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 Board Member is liable for any loss due to an oversight or error in judgement.

4.15 Voting at a Regular Meeting of the Board

All members of the Board are eligible to vote at any meeting of the Board. The general membership of the FSNSC is encouraged to attend the meetings of the Board but is not eligible to vote on any motion before the Board.

Voting on the approval of all matters before the Board shall be by a show of hands, or by verbal recognition in the case of a conference call meeting and shall require a simple majority vote of 50%, plus one, of the total number of Board members to pass any motion set before the Board.

Recognizing that the Board consists of volunteers, an e-mail vote may be undertaken to handle business that requires urgent attention and when a Board meeting cannot be conducted in a timely manner. (motion presented by President, 2nd Board member, vote within minimum of 72 hours) The Secretary will maintain the e-mail votes until the next regular meeting of the Board, at which time the motion and vote is recorded in the minutes of the meeting and the voting information destroyed by a separate motion.

The Past President is a non-voting member of the Board and is not included in quorum requirements.

A member of the Board who is unable to attend a meeting of the Board may express in writing their thoughts on any motion or subject to be brought to the meeting.

4.16 Board Members Terms of Office

The President, and all Directors shall all serve for a period of two (2) years, with an option to serve for an additional two (2) years in a single position. At the conclusion of the four-year term, each member has the option to allow his/her name to be placed in nomination for any position that they have not just retired from.

The President, Vice President Ski for Life , and Secretary, positions shall be up for election in odd numbered years.

The Vice President Coaching and Athlete Development, Vice President Trails and Facilities, and Treasurer, positions shall be up for election in even numbered years.

The most recent President will occupy the Past President position in a non-voting role. If the Past President is unable to or does not wish to remain on the FSNSC Board in this capacity, this position will remain vacant.

4.17 Duties of the Board

The duties of the Board shall be to administer the affairs of the Club subject to: the Bylaws and Framework & Governance Policies of the Club or other directions given by the majority vote at any general or special meeting properly called and constituted; establish and approve the Operational Policies and Procedures of the FSNSC; and may appoint or employ such persons as it deems necessary to carry out the work of the Club to achieve the Vision, Mission and Goals of the Club, resolve differences with a member when called upon, and provide liaison with Cross Country Canada/Cross Country Alberta, City of Fort Saskatchewan officials for the betterment of the Club in the City of Fort Saskatchewan.

The FSNSC Board of Directors will deal with any complaint or disciplinary matter after the complaint or matter has been heard by the appropriate Board member responsible for that area, and when a solution acceptable to all parties has not been achieved, or in exceptional circumstances.

The Board shall lead/facilitate the annual club operational planning, shall designate a Board representative on the Bylaws, Policy and Procedures review committee (BPP committee), and develop, review and oversee operational policies, procedures of the Club and rules of the Board.

Except as provided in the Bylaws, the Board shall have the authority to interpret any word, term or phrase in these Bylaws which is ambiguous, contradictory or unclear provided such interpretation is consistent with the purposes, mission, vision and values of the Club

The decisions of the Board are made collaboratively.

PAST PRESIDENT: shall serve as a non-voting member of the Board and act as an advisor to the Board.

PRESIDENT: shall preside at meetings of the members of the Club (general meetings) and at meetings of the Board of Directors, and shall perform such other duties as are necessary to the proper conduct of the office of President. The President is charged with the responsibility to ensure the Board carries out its tasks and fulfills the mandate via three mandatory responsibilities:

- Provide overall direction and leadership for the organization
- Ensure that the organization maintains financial health
- Ensure the club has very good governance, management and operational practices.

The President may delegate responsibilities to other Board members subject to approval by the Board and act as ex-officio chairman of all committees which have been developed and are a part of the Board.

VICE PRESIDENT COACHING AND ATHLETE DEVELOPMENT: shall act as the 1ST alternate to replace the President in the event the President is unable to fulfill his/her duties to the Board and shall be responsible for directing the planning, developing, volunteers/staffing and coordination of Athlete Development programs within the guidelines of Cross Country Canada and Cross Country Alberta. They shall oversee the athlete development programs, to be involved in program development, contracts and agreements, annual reviews, development of operational policies and procedures and other duties as the Board may delegate. They may also assist with the delivery of athlete development operational matters but this is not a required duty of the Vice President.

VICE PRESIDENT TRAILS AND FACILITIES: shall act as the 2nd alternate to replace the President in the event the President is unable to fulfill his/her duties to the Board, shall be responsible for directing the planning, developing, volunteers/staffing and coordination of trails & grooming equipment, and facilities including maintenance and operation of equipment the Club may purchase, rent and/or borrow. They shall oversee the trails and facility matters, to be involved in contracts and agreements, annual reviews, development of operational policies and procedures, and other duties as the Board may delegate. They may also assist with the delivery of trails and facilities operational matters but this is not a required duty of the Vice President.

VICE PRESIDENT SKI FOR LIFE DIRECTOR: shall be responsible for directing the planning and developing, volunteers/staffing and coordination of the ski for life programs, ski touring program, club socials, of the Club. They shall oversee the ski for life matters, to be involved in contracts and agreements, annual reviews, development of operational policies and procedures, and other duties as the Board may delegate. They may also assist with the delivery of ski for life operational matters but this is not a required duty of the director.

SECRETARY: shall take minutes at all FSNSC and Board meetings, maintain a copy of the minutes on file for reference/historical purposes, and cause to be prepared and maintained correspondence, books and records of the FSNSC. In the absence of the secretary, the duties of the Secretary shall be discharged by such person as may be appointed by the Board.

TREASURER: shall be responsible for the maintenance of the Financial Policy of the Club, and cause to be prepared and maintain financial books and records of the FSNSC. The Treasurer shall receive all monies paid to the Club and be responsible to deposit same in whatever bank the Board may order. The Treasurer shall properly account for the funds of the Club and keep such books as directed. The Treasurer shall present a full and detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Fall Meeting a statement, duly audited as set forth in bylaws of the Club. A copy of this statement shall be filed with the records of the club and as part of the Society Annual Return to Alberta Registries. Shall or cause to be: the collection of membership, creation of a club membership list and the registration of club members in the national club registration data base to meet Cross Country Canada/ Cross Country Alberta requirements

4.18 Delegation of Duties

In the absence or inability to act in the role of the President or any officer of the Club, or for any other reason that the Directors deem sufficient, the Directors through resolution, may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

4.19 Removal of Board or Committee Members

Board or Committee members may from time to time be removed by a vote at a Special Meeting of the Board of Directors, which may be called for the purpose of dealing with disciplinary action. The Special Meeting will be called by the President to include all members of the Board, and will be chaired by the President, or his/her alternate, in accordance with the FSNSC Disciplinary Policy.

Board or Committee members may be removed for: conduct unbecoming or detrimental to the FSNSC; disruptive behaviour; criminal offences; verbal, physical or emotional abuse; harassment; discrimination; breach of confidentiality; or other actions not for the good of the FSNSC

The Board shall determine the length of time for which any member shall be removed. Once removed, the member has the right to appeal the terms of his/her removal.

In addition, any member of the Board who fails to attend two consecutive meetings of the board without notice of intent to miss the meeting and/or who has not completed his/her duties within this time will be contacted by the President. Failure to attend the next meeting and/or with poor performance may be deemed to have resigned, and the position may be considered vacant by the Board

4.20 Filling a Board Vacancy

When vacancies result from Articles 4.6, 4.16 and 4.19 above, vacant elected positions on the Board may be filled by the call of the President for receipt of nominations from the Board members present to fill the vacant position. If more than one person is nominated for the position, an election shall be held by the Board, following the nominations. If only one person is nominated, or if only one person volunteers for the position, the President shall declare that person as elected and have full voting privileges.

Any person so elected shall have their position on the Board ratified at the next Annual General Meeting.

4.21 Conflict of Interest

Members of the Board who find themselves required to vote on a matter that they feel may be a conflict of interest must declare their potential conflict and refrain from any discussion on the motion.

A member of the Board may also have a conflict of interest when they are in a position of trust which requires them to exercise judgment on behalf of others (athletes, programs, etc.), and also has interests or obligations that might interfere with the exercise of their judgment. Where conflict exists between a member's private interests and those of their volunteer position, the member is required to openly acknowledge any conflict of interest.

Any member of the Board, who is in a conflict and fails to declare their conflict of interest, may be removed from the Board by vote at a Special Meeting to deal with this matter.

4.22 Constitution of Committees of the Board

The Board, after consultation with the membership, may create ad hoc committees from time to time as it deems necessary to carry out the affairs of the Club and shall establish the terms of reference and operating procedures. A Chair will be appointed by the President to oversee the committee and report to the Board its findings or recommendations, and the committee dissolved at the conclusion of its business.

4.23 Meetings of Committees of the Board

The committees may meet for the transaction of business, adjourn and otherwise regulate their meeting as they see fit, provided, however, that a majority of members of each committee shall constitute a quorum for the transaction of business. Questions arising at any meeting of a committee may be decided by a simple majority vote of 50%, plus one, of the members present, and in the case of an equality vote, the Chair shall have the deciding vote.

4.24 Bylaw, Policies and Procedures (BPP) and the BPP Review Committee

The FSNSC shall adopt a governance style of policy and procedures divided into the categories of:

- Framework
- Governance
- Operational

The membership may appoint a bylaw, policies, and procedures (BPP) review committee of 3 – 5 members at a General Meeting of the Club. There will be a minimum of one (1) Board member on the committee.

The BPP Committee shall have the authority to draft Framework and Governance policy and procedures with membership consultation and input for approval at a General Meeting of the membership.

The BPP review committee will also undertake an annual review of the FSNSC's Bylaws and Framework & Governance policies and procedures. This ad hoc committee of the membership will also make recommendations for updates, additions and deletions to the Bylaws at the Spring General Meeting or the Annual General Meeting of the membership.

The FSNSC Bylaws may be rescinded, altered or added to, and ratified by a Special Resolution at any Annual General Meeting of the FSNSC.

The FSNSC Board shall have the authority to draft Operational policies, procedures and rules for management of the operation of the club and may approve such policies and procedures. Policies or Procedures that are approved by a resolution/motion of the Board come into effect 14 days after approval.

4.25 Operational Committees

Operational committees shall be formed by the Board member , with the approval of the Board, to carry out the operational or management matters of the Club according to the terms of reference document for the operational committee and operational policies and procedures associated with each committee. The Designated Board member will serve as the Chair of the committee.

The Committees may meet for the transaction of business, adjourn and otherwise regulate their meeting as they think fit; provided however that a majority of members of each committee shall constitute a quorum thereof for transaction of business. Questions arising at any meeting of a committee may be decided by a majority vote of the members present, and in the case of an equality of votes, the Chair shall have the deciding vote.

5.0 DISSOLVING PROGRAMS UNDER THE FSNSC

In the event that a program under the umbrella of the FSNSC is unable to operate due to lack of interest, registration, coaching, etc., the program will continue to be considered for two (2) seasons. At the completion of two seasons without active participation, the program will be disbanded and the assets will revert to the FSNSC for liquidation. The monies will be reallocated to general revenue of the club.

6.0 DISSOLVING THE FSNSC

If the FSNSC is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members will select this organization by a Special Resolution.

President,

Dated:

END