

HEMLOCK SKI CLUB BYLAWS

Herein are the bylaws providing for the matters referred to in the BRITISH COLUMBIA SOCIETIES ACT, for the HEMLOCK SKI CLUB.

PART 1 - INTERPRETATION

1. In these bylaws, unless the context otherwise requires:
 - a. "Directors" means the Members of the Executive Committee of the Hemlock Ski Club;
 - b. "Society Act" means the British Columbia Societies Act and all amendments thereto;
 - c. "Registered Address" of a Member means the mailing address as recorded in the register of Members;
 - d. "Email Address" of a Member means the electronic mail address as recorded in the register of Members;
 - e. "Club" is the Hemlock Ski Club;
 - f. "Executive Committee" is the Directors of the Club;
 - g. "The Board" is the Executive Committee plus the Alpine Chair, Nancy Greene Coordinator and any other appointments the Executive Committee makes, as allowed for herein and appoints to the Board, at their discretion;
 - h. "Annual Dues" are the fees charged by Alpine Canada, BC Alpine and/or any other affiliated National Sports Organization (NSO) or Provincial Sport Organization (PSO) that the Club belongs to in order to provide the program(s), the Club offers;
 - i. "Registration Fees" are the fees charged by the Club, for the program that the Member or Members' athlete(s), have registered for;
2. The definitions in the Society Act as of the date these bylaws become effective, apply to these bylaws.
3. Terms inferring the singular, include the plural and vice versa;
4. Terms inferring a male person, include a female person and vice versa.

PART 2 - MEMBERSHIP

TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

5. The Members of the Hemlock Ski Club are the applicants for incorporation of the Society and those persons who subsequently have become Members, in accordance with these bylaws and in either case, have not ceased to be Members.
6. The Hemlock Ski Club provides for five Membership categories:
 - a. "Family Member," which includes up to two parents and/or legal guardians, of the same family or blended family, residing at the same address, including dependants and must include at least one athlete;
 - b. "Single Member," which includes all persons 19 years of age and over, that is an athlete in the Club. Anyone 18 years of age or younger must be accompanied by an adult, thereby making them part of a "Family Membership;"
 - c. "Associate Member," which includes all persons wanting to support the Club, but do not actively participate in Club activities;
 - d. "Honorary Membership" is a single individual and must be elected to this Membership type, as provided for herein;
 - e. "Honorary Life Membership" is a single individual and must be elected to this Membership type, as provided for herein.
7. Any person may make application to the Club directors for Membership and upon unanimous acceptance by the directors, shall be a Member.
8. The application for Membership must:
 - a. be accompanied by the Annual Dues which will be refunded should the application not be approved; AND
 - b. be accompanied by a completed Alpine Canada Membership Registration Form for each person covered within the Membership, including any active parent(s) / guardians, the athlete(s) and/or any other individual that will be spending time around the Clubhouse, participating in, or volunteering at Club events. Only Members for which an Alpine Canada Membership Registration Form is completed, paid for and approved, may vote on Club issues. This is required for the liability insurance Alpine Canada provides, which protects both the Club and its Membership.
9. Only approved Members, as allowed for in clause 6 herein, for which an Alpine Canada Membership Registration Form is completed, paid for and approved, may vote on Club issues.

10. Every Member shall uphold the Constitution and comply with these bylaws.
11. Any Member or Members may propose an Honorary Life Membership for any other Member who, in the unanimous opinion of the Board, has performed some outstanding service to the sport of skiing and/or to the Club. Upon approval, the Honorary Life Membership award will be made at the Clubs' next Annual General Meeting.
12. The Club may from time to time, as it sees fit, elect to Honorary Membership for the ensuing year, at any Annual General Meeting, individuals who have helped in some outstanding way towards the support of the Club, or in the promotion of the sport of skiing.
13. Honorary Members and Honorary Life Members, shall be exempt from the payment of Registration Fees.
14. The Registration Fees for Family, Single, or Associate Members shall be set by the Executive Committee, prior to the commencement of the new season and shall be in effect for the ensuing year. In extreme and extenuating circumstances, a levy may be set by the Membership, at a Special General Meeting, or an Annual General Meeting.
15. Any individual registering and/or participating in a Club program, must be a Member of the Club, except for those participating in the Christmas Camp, or other promotional programs the Club may offer, from time to time.
16. The Annual Dues shall be payable in advance and are due prior to the first day of Club activity after June 30th, of a given year. A Member who fails to pay annual dues as required herein, shall be considered to not be in good standing and is subject to being stricken from the register, in accordance with these bylaws.
17. An applicant whose application is made after the commencement of the season, may have their Registration Fees pro-rated at the discretion of the Executive Committee.
18. A Member who has been an active Member of the Club and for some reason is unable to actively participate in the advantages of the Club Membership, may become an Associate Member.
19. A person shall cease to be a Member of the Club:
 - a. By delivering their resignation in writing to the Secretary of the Club, or by mailing or delivering it to the address of the Club, or the email address of the Secretary, as posted on the Clubs' website;
 - b. Upon their death or in the case of a Corporation, upon its' dissolution;
 - c. On being expelled;
 - d. Upon having been a Member, not in good standing, for 12 consecutive months; or

- e. By failing to pay annual dues in accordance with these Bylaws.
20. A Member ceases to be in good standing by failing to uphold and abide by these bylaws and/or Constitution, of the Hemlock Ski Club. In the event the conduct of a Member shall, in the opinion of the Board, be injurious physically or mentally to another person, or to the character and interests of the Club, the Executive Committee shall be empowered to ask such Member to withdraw from the Club. If such Member does not withdraw within ten (10) days of the aforesaid request, a Special General Meeting of the Club shall be called giving not less than fourteen (14) days notice to all Members, to consider the matter. Expulsion of the Member requires a majority vote of not less than 75% of the Members present at such meeting. Voting for this purpose will be done by secret ballot and the results of which, will be the final determining factor of whether the Member is removed from the Members List for the Club. Any expulsion of a Member shall be effective immediately upon completion of the vote.

PART 3 - MEETINGS OF MEMBERS

21. The Annual General Meeting shall be held on or after the 1st day of March and not later than the 31st day of May, in each year. The Annual General meeting will be at a time and place to be designated by the President of the Club, within 100 kilometers of the Sasquatch Mountain Resort, formerly known as the Hemlock Ski Resort.
22. Special General Meetings of the Club shall be called by the President, or in his absence by the Vice President, or upon the written request of ten percent (10%) or more of the Members in good standing, giving proper notice of the business for which, such meeting is called and fully in accordance with the regulations of the British Columbia Societies Act, then in effect.
23. At a Special Meeting of the Club, only such business as is described in the notice calling the meeting shall be considered, discussed, or acted upon.
24. Five Members, of which a minimum of two must be from the Membership at large (not Directors) and all must be in good standing, shall constitute a quorum at an Annual and/or Special General Meeting, of the Club. If at any time, quorum ceases to be present, business then in progress shall be suspended and the meeting shall be adjourned. If within sixty minutes from the time appointed for the meeting to commence, quorum is not present, the meeting shall be terminated. No Annual and/or Special General Meeting shall commence, without quorum.
25. Fourteen (14) days notice must be given to all Members for any Annual General Meeting and/or Special General Meeting of the Club and shall be either hand delivered, mailed by regular post or electronic mail to each Member at the Members' address as recorded in the Clubs' Membership Register. It is the individual Members responsibility to ensure the Club has their current address(es).
26. At Annual General Meetings or Special General Meetings:

- a. All Honorary Life Members, Honorary Members, Single Members and Family Members, who have attained the age of 19 years of age prior to January 1st of the current year, shall have the right to vote;
 - b. Each member of a Family Member meeting the age requirements stated herein and residing at the same address, including spouse(s) and dependants, shall be permitted one vote each;
 - c. Each Single Member shall be allowed one vote;
 - d. Each Associate Member is not entitled to a vote;
 - e. Each Honorary Member shall be allowed one vote;
 - f. Each Honorary Life Member shall be allowed one vote.
27. At the Annual General Meeting, the vote shall be taken by ballot on open nominations for the election of the officers. Nominations will be accepted from the floor. Proxy votes will not be allowed.
28. On the voting of the Members on any resolution, the vote may be by a show of hands unless the Chairperson, in his discretion, considers that a poll of the votes is necessary, or unless a poll is demanded by any Member in good standing, present at the meeting. Special resolutions must be passed by a majority of at least 75% of the voting Members in good standing, present at the particular meeting.
29. In an election:
 - a. Should a tie vote occur, the Presiding Officer shall cast the deciding vote;
 - b. The winner of each election shall be decided by a clear majority of 50% + 1, of the Members in attendance, that are in good standing;
 - c. Separate elections shall be held for the President, Vice President, Treasurer, Secretary, General Director 1, General Director 2 & General Director 3, in this specific order, in the years they are up for election, or to fill a vacant position;
 - d. An election may be by acclamation, otherwise it will be by secret ballot.
30. At the Annual General Meeting, a Presiding Officer that is a Member in good standing and does not currently hold a position on the Executive Committee, will be appointed by the Nominating Committee to be Chairman during the election process only.
31. At least thirty (30) days prior to the Annual General Meeting, a Nominating Committee of three shall be struck by the Executive Committee to promote and receive nominations for candidates that wish to put their names' forward, for the elections to be conducted, at the upcoming Annual General Meeting.

32. All meetings shall be conducted under the rules of parliamentary procedure and in the event of disagreement, Roberts Rules of Order will apply.

PART 4 - DIRECTORS AND OFFICERS

33. The Officers:

- a. Must be Members in good standing of the Club.
 - b. Shall consist of a President, Vice President, Treasurer, Secretary, General Director #1, General Director #2, General Director #3 and Past President.
 - c. Shall collectively form the Executive Committee
 - d. With the exception of the Past President, each Officer shall hold office from one Annual General Meeting to the Annual General Meeting 2 years following and/or, until their successors are elected
 - e. As in the case of the Past President, the Past President may serve so long as the President is in office, as an advisor to the current President and the current Executive, as it may be, at the desire and discretion of the Past President
 - f. In the event the Past President resigns, or chooses to no longer be involved on the Executive Committee, nobody shall be appointed to replace the position as the only person able to hold the position of Past President, is the President that preceded the current President
 - g. Including the Past President, may hold more than one office by a simple majority vote of the other Officers however, the position of President, Vice President, Treasurer and Secretary, must be four separate individuals and if a person holds two positions, that person only has one vote on the Board, regardless of how many positions are held
 - h. The Past President is not a voting member of the Executive Committee however, the Past President, if present at a Board and/or Executive Meeting whereby there is a tie vote of the Executive and/or Board, will cast the tie breaking vote
 - i. May assign tasks to the Past President as a representative of the Executive Committee, so long as the Past President is still active on the Executive, at the discretion of and within the limitations as may be set by the Executive Committee, by majority vote
34. As each Officer of the Club serves a term of two years, for continuity purposes, the years in which the Officers are elected, are offset as follows:

- President will stand for election in odd years;
- Vice President will stand for election in even years;
- Treasurer will stand for election in odd years;
- Secretary will stand for election in even years;

- **General Director #1 will stand for election in even years;**
 - **General Director #2 will stand for election in odd years;**
 - **General Director #3 will stand for election in even years;**
 - **Past President will serve at the discretion of both themselves and the new Executive Committee however, for not longer than the President who succeeds him holds office, at which time that President, becomes Past President**
- 35. To initiate the change from one-year terms to two-year terms for the Officers, at the Annual General Meeting held in 2016, those positions that are marked above as being up for election in odd years, will stand in both 2016 and again in 2017, then 2019, 2021, etc. Those positions marked above as being up for election in even years, will be elected in 2016, then again in 2018, 2020, 2022, etc.**
- 36. The governance and general direction of the affairs of the Club shall be vested in the Executive Committee.**
- a. **The Members of the Executive Committee shall be the directors of the Society within the meaning and requirements of the British Columbia Societies Act and shall conduct the business, discipline and management of the Club and its' affairs;**
 - b. **Any casual vacancy occurring in the Executive Committee, may be filled by a majority vote of the Executive Committee and may be an individual currently acting as an Officer, or any other Member in good standing that the Executive Committee chooses to appoint, or they may choose to leave the position vacant, in which case it will come up for election at the next Annual General Meeting;**
 - c. **In the event that the Executive Committee appoints an individual to the position, the position will be up for election at the next Annual General Meeting, regardless of whether it is slated to come up for election that year or not, but in any event, the term will be for the period of time required to match it up with the election years' indicated herein;**
 - d. **The Executive Committee shall submit to the Annual General Meeting of the Club a report of its actions and proceedings for confirmation;**
 - e. **No Director shall be remunerated for acting as an Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred, while engaged in the affairs of the Club;**
 - f. **For the good governance and fulfillment of the Club's objectives, the Executive Committee will appoint, by a majority vote of the Executive Committee, a Member in good standing to stand as the Alpine Chair. This person may or may not be a member**

of the Executive Committee. The position itself is not a position of the Executive Committee however, if it is a person that is not part of the Executive Committee, the person will fill a position on the Executive Board;

- g. For the good governance and fulfillment of the Club's objectives, the Executive Committee will appoint, by a majority vote of the Executive Committee, a Member in good standing to stand as the Nancy Greene Coordinator. This person may or may not be a member of the Executive Committee. The position itself is not a position of the Executive Committee however, if it is a person that is not part of the Executive Committee, the person will fill a position on the Executive Board;
 - h. For the good governance and fulfillment of the Club's objectives, additional positions may be established and filled by the Executive Committee, at its' discretion, utilizing Members in good standing. These positions are not positions on the Executive Committee however, if they are filled by persons that are not part of the Executive Committee, the person(s) will fill a position on the Executive Board;
 - i. The purpose of the Executive Committee is to plan, organize, direct and control the Club in an effort to meet its objectives. The distinction between the Executive Committee and Executive Board is that the former is responsible for setting policy and objectives and to meet the legal requirements of the Club, whereas the latter is to assist in meeting the goals of the Club, but has no fiscal responsibility. The Executive Board, by its existence, provides a broader base of volunteers to carry out the workings of the Club.

In other words, the direction of the Club is determined by few and the work is spread among the many.
 - j. In addition to the Treasurer, the Executive Committee will appoint a minimum of one(1) additional Executive Committee member as a signatory on the Clubs' account(s). For due diligence purposes, no two signatories may be related to one another and/or commonly reside at the same address.
 - k. All cheques paid out on behalf of the Club, must bear the signatures of 2 signatories.
 - l. All Direct Payments (eg Payroll) must be originally authorized by 2 signatories.
37. The headquarters of the Club shall be at such place as the Executive Committee may from time to time determine.
38. The President shall preside at all meetings of the Club. The President shall be an ex-officio member of all Committees and shall receive the minutes and/or reports of each meeting, in order to fulfill his duties.
39. The Vice President shall carry out the duties of the President, in the absence of the President

40. In the absence of both the President and Vice President, another member of the Executive Committee shall be chosen by the members present, to act as Chairman of the meeting.

41. It shall be the duty of the Secretary:

- a. To keep a complete record of the proceedings of the Club;
- b. To perform such other duties as pertain to his office and as may be prescribed by the Executive Committee;
- c. To fulfill the reporting and record keeping obligations, of the British Columbia Society Act;
- d. To keep a register of all members in good standing of the Club, wherein shall be entered the names, addresses and telephone numbers, of all members;
- e. To conduct, under the direction of the Executive Committee, the correspondence of the Club.

42. It shall be the duty of the Treasurer:

- a. To receive all moneys due the Club and deposit same in a chartered bank or credit union account under its name, designated by the Executive Committee;
- b. To disburse, by cheque or direct payment only, and under the direction of the Executive Committee, all amounts necessary for the proper carrying out of the affairs of the Club, except as hereinafter designated;
- c. To keep proper books of accounts and vouchers of all payments;
- d. To prepare annually a statement for the current year showing the true financial standing of the Club and to submit interim statements to the Executive Committee and to the General Meetings, whenever the same are called for.

43. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary, at that meeting.

PART 5 - BORROWING

44. In order to carry out the purposes of the Club, the Executive Committee may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide and in particular, but without limiting the foregoing, by the issue of debentures.

45. The members may, by special resolution, restrict the borrowing powers of the Executive Committee, but any restriction imposed, expires at the next Annual General Meeting.

PART 6- AUDITOR

46. The Members may, at each Annual General Meeting, appoint an auditor to hold office until the next Annual General Meeting.

PART 7 - BYLAWS

47. Upon being admitted to Membership, each Member is entitled to and the Club shall provide without charge, an electronic copy of the Constitution and Bylaws of the Club.
48. These bylaws shall not be altered or added to except by special resolution at an Annual General Meeting or Special Meeting, of the Club and only as permissible under the then current Society Act.

PART 8 - MINUTES OF MEETINGS & BOOKS OF ACCOUNT

49. The Secretary shall have the duty of preparing the minutes of proceedings of meetings of the Club and of the directors and the custody of all books and records of the Club, other than the books of account, and these shall be held by the Secretary subject to the order of the Executive Committee.
50. The books of account and all vouchers and receipts and other documents connected with finances of the Club, shall be in the custody of the Treasurer and shall be held by the Treasurer, subject to the order of the Executive Committee.
51. Books and records of the Club may be inspected by Members before and/or after, the Annual General Meeting.

PART 9 - MISCELLANEOUS

52. Any notice required to be sent to the Members of the Club shall either be hand delivered at Sasquatch Mountain Resort, formerly known as the Hemlock Ski Resort, sent by regular mail to the address of the Member as recorded in the Register of Members, or sent by electronic mail to the Members' email address, in the Register of Members. Any notice sent to a Family Member shall be deemed to have been received by that Member and all Members of the Family Member, immediately upon hand delivery to a voting Member of the Family Member; in three business days via regular mail; or in 24 hours if sent via electronic mail. If any Member changes their address, it is the Members duty to notify the Secretary in writing (including electronic mail), of such change.

- 53. The Club, by Executive Committee decision, may subscribe to, become a Member of, enter into any scheme of amalgamation with, or co-operate with any other society or association whether or not, whose objectives are in whole or in part, similar to its own.**
- 54. Decisions by the Alpine Chair are subject only to review by the Executive Committee.**
- 55. Decisions by the Nancy Greene Coordinator are subject only to review by the Executive Committee.**
- 56. A Grievance Committee, consisting of one executive Member and two general Members, shall be appointed by the President in an impartial manner at the beginning of the ski season, to look into any and all grievance(s) any Member should have, either against the Executive Committee, specific Members, or to appeal any penalty assessed against the Member, during the current season. This Committee will deliver their recommendations to the President for presentation to the Executive Committee, for a ruling. There is no further appeal.**