

THE SOCIETIES ACT

ALBERTA CONSUMER AND CORPORATE AFFAIRS CORPORATE REGISTRY

The Name of the Club is

CAMROSE SKI CLUB

Incorporated under the Societies Act January 31, 1963

Revised April 27, 2003; April 3, 2004; April 24, 2005

BY-LAWS

1. Business Office:

The office from which the operations of Camrose Ski Club are to be carried out shall be in the City of Camrose, in the Province of Alberta or at such time other location therein as the Executive may from time to time determine.

2. Membership

All applications for membership shall be submitted to Camrose Ski Club and, upon payment of current annual fees and clearing all outstanding items, the applicant shall become a member. Applicants for membership must maintain residency in the Province of Alberta for the majority of the year for which membership is granted.

3. There shall be four (4) classes of membership in the Club:

Adult Member
Student Member
Family Membership
Associate Member

And such classes as the Board may establish.

4. Annual Membership Fees:

The Board shall determine annual membership fees in Camrose Ski Club. A member shall be deemed to be in good standing when they have paid their current annual membership fee on or before the 15th day of November in each year, or at such time as the Board may from time to time direct. 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 until such time as the member remits the annual membership fee and any unpaid or delinquent fees.

5. Withdrawal, Suspension and Expulsion of Membership Rights:

Any member wishing to withdraw from membership may do so upon written notice to the Board through any of its Board Members. Any member may be removed by suspension from the register of members by the Board for non-payment of annual membership fees or other authorized assessments. The Board may expel a member for a deliberate breach of any of the rules, regulations or by-laws of Cross Country Alberta or the Club. Any member so expelled will be advised of the Board's action and will be given the opportunity to appear before the Board to have the expulsion rescinded. A suspended or expelled member may attend any meeting sponsored by Camrose Ski Club but will not be allowed to participate in other specific activities (i.e. programs, training camps, competitions, etc.) and will not be eligible to vote until the suspension has been rescinded.

6. Annual General Meeting:

The Annual General Meeting of Camrose Ski Club shall be held in or about the months of April/May in each year at such time, date and place as the Board shall direct, of which meeting due notice shall be given to all members. The following matters shall, inter alia, be on the agenda at such Annual General Meeting:

- 6.1 Election of officers and directors;
- 6.2 Presentation of the budget of the Club;
- 6.3 Presentation of the financial statements of the Club; and
- 6.4 Any special or other resolutions that may be brought forward from time to time. Special resolutions must be received by the Board seven (7) days prior to the date set for the Annual General Meeting, in order to be considered.
- 6.5 Notice in writing of the Annual General Meeting will be given fourteen (14) days and shall be delivered by ordinary mail and / or electronic mail to the last known address of each member.

7. Special General Meeting:

The Board may, at any time, call a Special General Meeting of the Camrose Ski Club for the transaction of any business, and at such meeting only the business, which is specified in the notice of the meeting, shall be considered and/or acted upon. Notice in writing of time, date and place shall be delivered by prepaid ordinary or electronic mail to the last known address of each member at least fourteen (14) days prior to the date of such meeting.

8. Quorum:

A quorum at the Annual General Meeting or any Special General Meeting shall be (the lesser of) 20 members or one-fifth (1/5) of the general membership eligible to vote. No business shall be transacted at any such meeting unless the requisite quorum is present at the commencement of such business.

9. Adjournment:

The Board may adjourn any meeting of Camrose Ski Club to any time, from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place, at the direction of the President of Camrose Ski Club. Written notice to all members from the President is required for any adjourned AGM or special meetings.

VOTING AT GENERAL MEETINGS

10. Voting Procedures:

Any (and all) member who has not withdrawn from a membership nor has been suspended nor expelled as herein provided shall have the right to attend any Annual General Meeting or Special General Meeting of Camrose Ski Club. All questions proposed for considerations at a meeting of members shall be determining by a majority of the votes cast by members who shall each be entitled to vote. All votes must be made in person and not by proxy or otherwise.

BOARD OF DIRECTORS

11. Board of Directors:

Board of Directors, or Board, shall mean the Board of Directors of Camrose Ski Club.

12. Board Members:

The following officers and directors shall constitute the executive of the Board and shall be elected from the Camrose Ski Club at an Annual General Meeting:

President
Treasurer
Vice President
Secretary
Director of Membership
Director of Trails and Equipment
Director of Social Events; Marketing; Promotions and Media Relations

The following directors are appointed or elected from the programs they represent:

Director from AUC (Cross Country)
Director from AUC (Biathlon)
Director of Luge
Director of Biathlon Facilities and Events
Director of Nordic Combined
Director of Ski Jumping
Director of Cross Country (Masters)
Director of Cross Country (JackRabbits)
Director of Snow Boarding

The past President is a non-elected member of the Board. The Board shall define and approve the operation of all programs and disciplines each year. The above list of programs is representative of regular programs at this time and shall not be the definitive or exclusive annual list.

13. Term of Office:

The officers and directors elected to the executive shall serve for a two (2) year term. Officers and directors may be re-elected and serve any number of terms but after two (2) successive terms in the same office must vacate that office for at least one (1) term.

All other directors shall serve a one (1) year term. They may be re-appointed or re-elected from the programs they represent for any number of terms.

14. Nominations:

Nominations for officers and directors of the Board shall be submitted to a Nominating Committee struck by the Board by a date not less than fourteen (14) days prior to the Annual General Meeting. The Nominating committee shall review and prepare a slate of the candidates for election to be presented at the Annual General Meeting.

Nominations of candidates from the floor shall be accepted at the time of the election of the Board at the Annual General Meeting. Any Board positions not filled by the election procedure will become the responsibility of the elected Board members. The Board may appoint any member of good standing to these vacant positions.

15. Resignation:

Should the Board experience resignation, permanent incapacity, death, improper conduct, indisposition, unwillingness or failure to act by any director or officer of Camrose Ski Club thereby rendering it necessary and/or expedient, in the interests of Camrose Ski Club, to suspend or remove such a director or officer before the next Annual General Meeting; the Board may take such action and appoint such replacements as may be required for the proper discharge of the responsibilities of the Board.

16. Governance by the Board:

The Board shall, subject to the by-laws or directions given it by the majority vote at any meeting properly called and constituted, have full control and govern the affairs of the Camrose Ski Club pursuant to the respective offices held by the directors and officers of the Club. The Board can delegate responsibility, authority and decision-making to specific Directors and Officers.

17. President:

The President shall be charged with the responsibility to ensure that the Board carries out its tasks and fulfills the responsibilities:

- 1) Provide overall direction and leadership for the Club
- 2) Ensure that the Club maintains financial health
- 3) Provide direction to the Officers and Directors of the Board
- 4) Calling and presiding at all meetings of the Board and an ex-officio member of all committees

18. Vice President:

The Vice President shall act as Chairperson in the absence, for any reason, of the President, and in any event shall support and assist the President in carrying out the duties of the office of President.

19. Treasurer:

The Treasurer shall be responsible for ensuring that full and accurate record books are maintained. The Treasurer shall render to the Board, at the meetings thereof, or whenever otherwise required, a full detailed account of all transactions undertaken as Treasurer and shall prepare for submissions to the Annual General Meeting a statement of the financial position of the Club and submit a copy of same to the Secretary for the official records of the Club. The Treasurer shall, in conjunction with the Board, prepare an annual budget for the ensuing year, which if approved by the Board, shall restrict the Individual Board Members and Treasurer's right to expend monies in excess of the budgeted amount without further prior approval of the Board.

20. Secretary:

The Secretary shall record, distribute and maintain the minutes of all regular meetings of the Board and of all Special Meetings and Annual General Meetings of the Camrose Ski Club. The Secretary will maintain all correspondence of the Board with the minutes in an official minute book. The Secretary shall utilize and maintain appropriate systems, supplies, equipment and facilities as required by the Board to meet the objectives of the Club. The Secretary shall maintain the archives and history of the Club as directed by the Board. The Secretary shall maintain custody of the Seal of the Club. The Seal of the Club shall be affixed to any documents executed by the Club which are required to be executed under seal, and shall be authenticated by the signature of those directors or officers authorized to execute the particular document on behalf of the Club.

21. Responsibilities of the Board:

The Board shall be responsible for the routine discharge of the affairs of Camrose Ski Club under the guidance of the President and subject to these by-laws and directions given to it from the General or Special Meetings of Camrose Ski Club. In the discretion of the Board, the Board shall convene a minimum of four times a year. Each member of the Board shall have one vote at meetings of the Board. Meetings may be held without notice, provided a quorum is present, and that any business transactions or resolutions are ratified at the next Board meeting. The President shall normally provide seven (7) days notice of Board meetings.

22. Additional Powers of the Board:

The Board shall be empowered to:

- (a) Prescribe forms, and make, vary or amend rules and regulations for the carrying out of the objectives of Camrose Ski Club except the by-laws; and
- (b) Appoint such committees or sub-committees as it may require to assist or promote any objective of Camrose Ski Club and in particular the programs aforesaid, and to hire such professional or other assistance as it deem advisable.
- (c) Function and act in accordance with the bylaws, and governance model as approved by the membership.

23. Quorum of the Board:

At any meeting of the Board, a quorum shall be four (4) members of the Board in attendance, one of which must be the President or Vice President.

24. Voting at Board Meetings:

On all business transacted by the Board the outcome of any vote shall be determined in accordance with a simple majority. In the event that there is an even number of Board Members in attendance at any Board meeting, the President shall not be required to vote and shall not be required to break a tie. All votes shall be taken by ballot, if so demanded by any member of the Board present, but if no such demand is made the vote shall be taken in the usual manner by assent or dissent. A declaration by the President that a resolution has been carried and an entry made in the minutes to that effect shall be admissible in evidence as prima facie proof of the fact that the resolution carried but not proof of the votes recorded in favor of or against such resolution.

25. Fiscal Year:

The fiscal year of Camrose Ski Club shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time determine by resolution.

26. Notices:

Any notice, communication or other document to be given by Camrose Ski Club to a member shall be deemed sufficient if mailed to the member by prepaid ordinary or electronic mail addressed to the last known address or the member according to the records of the Club.

No error or omission in serving notice of any Annual General Meeting, Special General Meeting or any adjourned meeting, whether annual or special, to the members of the Club shall invalidate such meetings, or make void any proceedings of such meeting.

27. Banking:

The banking business of Camrose Ski Club 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.

28. Execution of Documents:

Deeds, transfers, assignments, contracts and obligations executed on behalf of Camrose Ski Club shall be signed by any two of the following Board members: President, Vice President, Treasurer, or a Director designated by the board.

29. Audit:

Two members of the Camrose Ski Club elected for that purpose shall audit the books, accounts and records of the Secretary and Treasurer annually. Any member of the Club may inspect the books, accounts and records at the annual general meeting or at any time upon giving reasonable notice to the officer(s) having charge of same and at a time and place satisfactory to that officer(s). Each Board member shall at all times have access to such books, accounts and records.

30. Borrowing Powers:

The Board may from time to time in order to carry out its objectives:

30.1 Borrow money on the credit of Camrose Ski Club; or issue, sell or pledge securities of Camrose Ski Club; or

30.2 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of Camrose Ski Club, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or

30.3 Any other obligation or liability of Camrose Ski Club.

30.4 Debentures and / or securities shall only be issued by special resolution of the members.

31. Interpretation:

In this constitution and in all other by-laws of Camrose Ski Club hereinafter passed, unless the context otherwise requires, words importing a singular member or masculine gender shall include the plural member of the feminine gender, as the case may be, and vice versa, and references to person shall include corporations, firms, and associations.

32. Remuneration:

No officer or director of Camrose Ski Club shall receive any remuneration for their services; provided, however, that the Board may approve and reimburse such officer or director for any expenses incurred on behalf of the Club.

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

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

33. Amendments:

The by-laws may be rescinded, altered or added to by special resolution passed at a general meeting of the Camrose Ski Club to which not less than 21 days notice specifying the intention to propose the resolution has been duly given. The special resolution must pass by a vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy. A resolution may be proposed and passed as a special resolution at a general meeting at which less than 21 days notice has been given, if all the members entitled to attend and vote at the general meeting so agree.