

Whiskey Jack Nordic Ski Club Society Constitution

1. The name of the Society is the “Whiskey Jack Nordic Ski Club Society” hereafter called the Society.
2. The purposes of the Society are:
 1. to identify the recreational and competitive needs of cross country skiers in the community;
 2. to organize, administer and coordinate appropriate cross country ski opportunities for all ages in the community on a year round basis;
 3. to obtain and manage the necessary finances, personnel and equipment to operate community cross country ski programs and facilities;
 4. to encourage and foster the principles of self-development, leadership and sportsmanship in cross country skiing;
 5. to assist already established cross country ski groups and programs; and
 6. to support the network of snowshoe trails in conjunction with BC Parks.

Dissolution

3. In the event of the winding up or dissolution of the Society, and after payment of all debts and liabilities, the remaining property of the Society shall be distributed or disposed of within one year to Member Clubs of the Society with a constitution which contains similar Purposes, provided those Member Clubs are charitable institutions and registered Societies in existence solely for charitable purposes. The distribution shall be determined by resolution of the members of the Society at the time of the winding up of dissolution, or, failing such resolution, by the Directors of the Society. This provision is alterable.

Whiskey Jack Nordic Ski Club Society

Bylaws

Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires:

"Act" means the *Societies Act* of British Columbia;

"Board" means the director of the Club;

"Bylaws" mean these Bylaws as altered from time to time.

"Directors" means the directors of the Club;

"Term" means the time between the Annual General Meeting (AGM) and the immediate next Annual General Meeting.

"Registered address" of a member means the member's address as recorded in the register of members.

"Whiskey Jack Nordic Ski Club Society" may be referred as "Whiskey Jack Nordic Ski Club", "Society" or "Club"

Part 2 — Membership

2. A person may apply for membership in the Club through online or paper registration. Membership is granted upon full payment.
3. Every member must uphold the constitution and comply with these bylaws.
4. Annual membership dues must be determined at the annual general meeting of the Club.
5. A person ceases to be a member of the Club
 - a. by delivering his or her resignation in writing to the secretary of the Club.
 - b. on his or her death or, in the case of a corporation, on dissolution,
 - c. on being expelled, or
 - d. on failing to renew their membership by September 30 of a calendar year.
6. A member may be expelled:
 - a. by a special resolution of the members passed at a general meeting.

- b. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - c. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9. All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the Club, and the member is not in good standing so long as the debt remains unpaid.

Part 3 — Meetings of Members

- 10. General meetings of the Club must be held at the time and place, in accordance with the Societies Act, that the directors decide.
- 11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 12. The directors may, when they think fit, convene an extraordinary general meeting.
 - a. Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.
 - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 13. The annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 14. Special business
 - a. all business at an extraordinary general meeting except the adoption of rules of order, and
 - b. all business conducted at an annual general meeting, except the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the directors;
 - iv. the report of the auditor, if any;
 - v. the election of directors;
 - vi. the appointment of the auditor, if required;

- vii. the other business that, under these bylaws, is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 15. A quorum is 3 members present or a greater number that the members may determine at a general meeting.
- 16. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 18. The president of the Club, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 19. If at a general meeting:
 - a. there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.
- 20. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting
- 22. A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- 23. Voting:
 - a. is by show of hands. In the case of a quorum not being met, directors can phone in or otherwise electronically give their vote.
 - b. by proxy is not permitted.
- 24. A member in good standing present at a meeting of members is entitled to one vote.

25. In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

Part 5 — Directors and Officers

26. The directors will advance the purposes of the Club subject to:
- a. all laws affecting the Club,
 - b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the Club in a general meeting. (A rule, made by the Club in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.)
27. The Board of Directors shall be elected for one-year terms by the membership at each annual general meeting. This shall consist of elected voting members:
- a. four (4) to be elected each year to an elected Executive Committee plus
 - b. at least one (1) or more elected directors, determined from time to time at a general meeting.
28. The Executive Committee shall consist of the offices of President, Vice president, Treasurer and Secretary. The immediate Past President shall also be a voting member of the Executive Committee.
29. A retiring director shall be eligible for re-election.
30. Directors may at any time appoint a member as a director to fill a vacancy.
31. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
32. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses reasonably incurred while engaged in the affairs of the Club.

Part 6 — Elections

33. At least 3 months before the Annual General Meeting, the Board shall appoint a Nominating Committee of three members to obtain nominations for the Board of Directors. The report of the Nominating committee shall be given at the Annual General Meeting before the election of officers. After the report has been given, the Chair of the meeting shall call for nominations from the floor, if any, for the officers to be elected.
34. All voting for officers and directors of the Club shall be by secret ballot.
35. Only voting members in good standing shall be eligible to hold office in the Club.

Part 7 — Proceedings of Directors

36. The directors may:
- at any time convene a meeting of the directors, arranged by the secretary at the request of any director
 - meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
37. The president is the chair of all meetings of the directors, but if unavailable, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
38. Committees:
- formed to conduct delegated tasks from the Board, must conform to any rules imposed on it by the directors, and provide status reports to the Board
 - must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
 - may meet and adjourn as members think proper.
39. Questions arising at a meeting of the directors and committee of directors:
- must be decided by a majority of votes.
 - In the case of a tie vote, the chair shall have a second or casting vote.
40. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
41. A resolution in writing, signed (including electronic approval) by all the directors and placed within the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Part 8 — Duties of Officers

42. (1) The president:
- presides at all meetings of the society and of the directors;
 - is the chief executive officer of the Club and must supervise the other officers in the execution of their duties.
43. The vice president:

- a. must carry out the duties of the president during the president's absence;
 - b. shall assist the President in the fulfillment of their duties.
- 44. The secretary must:
 - a. conduct the correspondence of the Club;
 - b. issue notices of meetings of the Club and directors;
 - c. keep minutes of all meetings of the society and directors;
 - d. have custody of all records and documents of the society except those required to be kept by the treasurer;
 - e. maintain the register of members;
 - f. filing the annual report of the Society and making any other filings with the registrar under the Act.
- 45. The treasurer must:
 - a. keep the financial records, including books of account, necessary to comply with the Societies Act, and
 - b. render financial statements to the directors, members and others when required.
- 46. The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- 47. If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 27
- 48. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

Part 9 — Borrowing

- 49. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 50. A debenture must not be issued without the authorization of a special resolution.
- 51. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 10 — Auditor

- 52. This Part applies only if the society is required or has resolved to have an auditor.
- 53. The first auditor must be appointed by the directors.
- 54. A director or employee of the Club must not be its auditor.

55. At each annual general meeting the Club must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

56. An auditor:

- a. may be removed by ordinary resolution.
- b. must be promptly informed in writing of the auditor's appointment or removal.
- c. may attend general meetings.

Part 11 — Notices to Members

57. A notice of a general meeting:

- a. must be given, on the day notice is given, to every member shown on the register of members and the auditor, if Part 10 applies.
- b. may be given to a member, either personally, by mail or electronically

Part 12 — Bylaws

58. These bylaws must not be altered or added to, except by special resolution.

Part 13 – Inspection of Books and Accounts

59. The books, records and accounts of the Club shall be available for inspection on request by any voting member of the Club.

Amendments to the Bylaws Whiskey Jack Nordic Ski Club

May 11, 2016

Part 2 – Membership

4. “In the case of the Society, acceptance by the directors is deemed when an online registration or paper registration is completed and full payment has been received.”

7. A person ceases to be a member of the society... (d) “On failing to renew their membership by September 30 of a calendar year.”

Part 4 – Proceedings at General Meetings

22. (2) “Voting is by show of hands. In the case of a quorum not being met, directors can phone in to give their vote.”

Part 11 – Notices to Members

58. “A notice may be given to a member, either personally, by mail or by electronic mail to the member at the member’s registered address.”

May 25, 2021

General reformatting and simplification of some of the language throughout the document.

Constitution

Addition of the following purpose – “to support the network of snowshoe trails in conjunction with BC Parks”

Part 1 — Interpretation

Replaced “Society Act” with “Societies Act”

Added:

“Board” means the directors of the Club;

“Directors” means the directors of the Club;

“Whiskey Jack Nordic Ski Club Society” may be referred as “Whiskey Jack Nordic Ski Club”, “Society” or “Club”

Part 5 — Directors and Officers

Removed bylaw on “Out of town absence of a director”

Part 6 — Elections

Added a new part to clarify voting for elections.

9. Added new Nomination Committee – “At least 3 months before the Annual General Meeting, the Board shall appoint a Nominating Committee of three members to obtain nominations for the Board of Directors. The report of the Nominating committee shall be given at the Annual General Meeting before the election of officers. After the report has been given, the Chair of the meeting shall call for nominations from the floor, if any, for the officers to be elected.”

Part 7 — Proceedings of Directors

40. Changed from chair not having a second or casting vote to shall have a second or casting vote.

Part 8 — Duties of Officers

46. Added duty for secretary of filing the annual report of the Society and making any other filings with the registrar under the Act

Former Part 8 – Seal

Removal of reference to official seal

Part 13 – Inspection of Books and Accounts

Added a new part to clarify inspection rights.