

# **CROSS COUNTRY ALBERTA SOCIETY BYLAWS**

**Approved May 31, 2014 Annual General Meeting**

## **1. PREAMBLE**

- 1.1. The name of the Society is the Cross Country Alberta Society or CCA,, incorporated under the Alberta Societies Act March 26, 1991.
- 1.2. This document is the general bylaws of CCA. These bylaws regulate the transaction of business and the affairs of CCA.

## **2.OBJECTS OF CCA**

- 2.1. The objects of CCA are detailed in the Articles of Incorporation.

## **3.DEFINITIONS**

- 3.1. In these bylaws the following words have these meanings:
  - 3.1.1. CCA means the Cross Country Alberta Society or Cross Country Alberta.
  - 3.1.2. Act means the Societies Act RSA 2000, Chapter s-14 as amended, or any statute substituted for it.
  - 3.1.3. AGM means the Annual General Meeting as described in Article 5.1.
  - 3.1.4. Board means the Board of Directors of CCA.
  - 3.1.5. Bylaws mean the Bylaws of CCA as amended.
  - 3.1.6. Director means a person elected or appointed to the Board.
  - 3.1.7. Member means a Member in good standing of CCA.
  - 3.1.8. Officer means any Officer listed in Article 6.1
  - 3.1.9. Special Meeting means the special meeting described in Article 5.3.
- 3.2. Interpretation - In this constitution and in all other Bylaws of CCA 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 persons shall include corporations, firms, and associations.

## **4. MEMBERSHIP**

### **4.1. Classes of Members**

There shall be three (3) classes of membership in CCA:

1. Member Club;
2. Associate Member; and
3. Honorary Member.

CCA may establish other classes of members by Special Resolution (hereinafter "members").

#### 4.1.1 Member Club

A Member Club shall be a club having an individual membership in which not less than ten (10) persons are registered members and which embraces the objectives of CCA.

#### 4.1.2 Associate Member

An Associate Member shall be an organization that does not meet all the necessary requirements of a Member Club but wishes to maintain an information sharing relationship with CCA.

#### 4.1.3 Honorary Member

An Honorary Membership shall be one given to individuals deemed by the Board to have made significant contributions to the advancement of the goals and objectives of CCA.

### **4.2 Applications for Membership**

4.2.1 All applications for membership shall be submitted to CCA.

4.2.2 Member Clubs may become Members through application to and approval by the Board.

4.2.3 Clubs shall pay annual membership fees in accordance with the provisions of the Bylaws of CCA in force.

4.2.4 A Member shall be deemed to be in good standing when they have paid their current annual membership fee on or before the 30th day of November in each year, or at such time as the Board may from time to time direct.

4.2.5 Applicants for membership must be residents of the Province of Alberta and maintain residency for the majority of the year for which membership is granted.

### **4.3 Membership Fees**

Annual membership fees in CCA shall be determined by the Board, from time to time, and shall be ratified by the Member(s) present and entitled to vote at the AGM.

#### **4.4 Rights of Members**

4.4.1 Member Clubs shall be entitled to voting privileges in all meetings of members of CCA in accordance with bylaw 5.6.

4.4.2 Associate Members shall not be entitled to vote at, but shall be entitled to notice of, meetings of the members of CCA.

4.4.3. An honorary Member shall not be entitled to voting privileges.

#### **4.5 Withdrawal**

Any Member wishing to withdraw from membership may do so upon written notice to the Board through its Chairperson or Sport Manager.

#### **4.6 Suspension and Expulsion**

4.6.1 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.

4.6.2 Any Member may be removed by suspension from the register of members by the Sport Manager for non-payment of annual membership fees or other authorized assessments. A suspended Member will be advised by the Sport Manager by regular post.

4.6.3 The Board may expel a Member for a deliberate breach of any of the rules, regulations or Bylaws of CCA. Any Member so expelled may appear before the Board to have the expulsion rescinded.

4.6.4 A suspended or expelled Member may attend any meeting sponsored by CCA but will not be allowed to participate in other specific activities (i.e. training camps, competitions, etc.) and will not be eligible to vote until the suspension has been rescinded.

### **5. MEETINGS**

#### **5.1 Annual General Meeting**

5.1.1 The AGM of CCA shall be held within 60 days of the CCA fiscal year end in each year at such time, date and place as the Board shall direct.

5.1.2 Notice in writing of the AGM will be given thirty (30) days and shall be delivered by ordinary mail to the last known address of each member club.

## **5.2 AGM Agenda**

5.2.1 The following matters shall, inter alia, be on the agenda at such AGM:

- (a) Election of officers and directors;
- (b) Presentation of the budget of the CCA;
- (c) Presentation of the financial statements of the CCA; and
- (d) Any special or other resolutions that may be brought forward from time to time. Special resolutions must be received by the CCA office 50 days prior to the date set for the AGM in order to be considered.

5.2.2 Any member may consider and transact any business either special or general at the Annual General Meeting without prior notice thereof.

## **5.3 Special Meetings**

5.3.1 The Board may at any time call a Special General Meeting of Member Clubs for the transaction of any business.

5.3.2 At such meeting only the business which is specified in the notice of the meeting shall be considered and/or acted upon.

5.3.3 Notice in writing of time, date and place shall be delivered by prepaid ordinary, electronic or air mail to the last known address of each Member Club at least twenty-one (21) days prior to the date of such meeting.

## **5.4 Proceedings at the Annual General Meeting and Special Meetings**

### **5.4.1 Recording Secretary**

The Sport Manager shall act as the Recording Secretary for all meetings, unless otherwise directed by the Chairperson.

### **5.4.2 Quorum**

A quorum at the AGM or any Special General Meeting shall be one-third (1/3) of the allotted delegates of Member Clubs eligible to vote. No business shall be transacted at any such meeting unless the requisite quorum is present at the commencement of such business.

### **5.4.3 Voting at General and Special Meetings**

5.4.3.1 Any Member who has not withdrawn from a membership nor has been suspended nor expelled as herein provided shall have the right to attend any AGM or Special General Meeting of CCA.

5.4.3.2 All questions proposed for consideration at a meeting of Members shall be determined by a majority of the votes cast by Members who shall each be entitled to vote as follows:

A Member Club is entitled to their number of the votes at the AGM or special meetings with respect to the number of individual members registered with CCA 60 days prior to the meeting and in accordance with the formula outlined in Bylaw 5.5.

<b>Number of Skiers in Member Club</b>	<b>Number of Votes of Member Clubs</b>
0000 to 0020	1 vote
0021 to 0100	2 votes
0101 to 0200	3 votes
0201 to 0300	4 votes
0301 to 0400	5 votes
0401 to 0500	6 votes
0501 to 0600	7 votes
0601 to 0700	8 votes
0701 to 0900	10 votes
0901 to 1000	11 votes
1001 to 1200	12 votes
1201 and over	12 votes plus one vote for each additional 200 (or fraction thereof)

	persons more than 1200.
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#### 5.4.4 Delegation of Votes

Any Member Club may delegate its right to vote to any member of CCA as its delegate. Such a delegate must present evidence of the delegation prior to the opening of any meeting, signed by two (2) officers of the Member Club they represent.

#### 5.4.5 Adjournment

5.4.5.1 Any meeting of CCA may be adjourned by the Chairperson to any time and 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 Chairperson of CCA.

5.4.5.2 Written notice to all Member Clubs from the Chairperson is required for any adjourned AGM or special meetings.

### 6 GOVERNANCE

#### 6.1 Board of Directors:

The Board of CCA shall consist of the following:

- Chairperson
- Treasurer
- Vice Chairperson
- Director of Human Resources
- Director of Membership, Communications and Marketing
- Director of Events and Scheduling
- Director of Youth and Athlete Development
- Director of Leadership Development
- Director of Alberta Ski Team
- The Past Chairperson is a non-elected member of the Board of CCA .

#### 6.2 Terms of Directors

6.2.1 The Directors as elected shall form a Board, and shall serve a two year period until their successors are elected and installed.

6.2.2 An Officer may serve a maximum of two terms in a given position with a maximum of eight (8) years (not including the position of Past Chairperson) in succession after which they must not serve for a two (2) year period.

### **6.3 Election of Directors**

6.3.1 At each AGM, one half of the Board shall be elected for a two year term.

6.3.2 The elected Board members in odd number CCA fiscal year ends will consist of:

- Chairperson
- Vice Chairperson
- Director of Youth and Athlete Development
- Director of Leadership Development

The elected Board members in even number CCA fiscal year ends will consist of:

- Treasurer
- Director of Human Resources
- Director of Membership, Communications and Marketing
- Director of Events and Scheduling
- Director of Alberta Ski Team

6.3.3 In the first year of implementation all positions will be elected at the AGM. The Chairperson, Vice Chairperson, Director of Youth and Athlete Development and Director of Leadership will be elected for a one a one year term, while the remaining Board members (Treasurer, Director of Human Resources, Director of Membership, Communications and Marketing, Director of Events and Scheduling, and Director of Alberta Ski Team) will be elected for a two year term.

### **6.4 Nomination of Director Candidates**

6.4.1 Nominations for Officers and Directors of the Board shall be submitted in writing to a Nominating Committee consisting of the Chairperson, Past Chairperson and Director of Human Resources by a date not less than fourteen (14) days prior to the AGM.

6.4.2 The Nominating Committee shall review and prepare a slate of the candidates for election to be presented at the AGM.

6.4.3 Nominations of candidates from the floor shall be accepted at the time of the election of the Board at the AGM.

6.4.4 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, subject to the approval of a majority of the Member Clubs. The approval procedure shall be the responsibility of the Director of Human Resources, or in his/her absence, the Past Chairperson.

## **6.5 Governance by the Board**

6.5.1 The Board shall, subject to the Bylaws or directions given by the majority vote at any meeting properly called and constituted, have full control and govern the affairs of CCA pursuant to the respective offices held by the Directors and Officers of the CCA.

6.5.2 The Board will function and act in accordance with the Bylaws and governance model as approved by the membership.

6.5.3 The Board shall be responsible for the routine discharge of the affairs of CCA under the guidance of the Chairperson subject to the Bylaws and directions given to it from the general meetings of CCA.

6.5.4 The Board can delegate responsibility, authority and decision-making in accordance with policy type boards, to the Sport Manager.

6.5.5 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 CCA except the Bylaws; and

(b) Appoint such committees or sub-committees as it may require to assist or promote any objective of CCA and in particular the programs aforesaid, and to hire such professional or other assistance as it deems advisable.

## **6.6 Resignation and removal**

6.6.1 Should the Board experience resignation, permanent incapacity, death, improper conduct, indisposition, unwillingness or failure to act by any Director or Officer of CCA thereby rendering it necessary and/or expedient, in the interests of CCA, to suspend or remove such a Director or Officer before the next AGM, the Board may take such action by a 2/3 vote of existing Board to remove a Director or Officer.

6.6.2 The Board may appoint such replacements as may be required for the proper discharge of the responsibilities of the Board.

## **6.7 Meetings of the Board**

6.7.1 Frequency

Subject to the availability of funds, and in the discretion of the Board, the Board shall convene a minimum of three times a year.

#### 6.7.2 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 Chairperson or Vice Chairperson.

#### 6.7.3 Voting at Board Meetings:

6.7.3.1 Each member of the Board shall have one vote at meetings of the Board.

6.7.3.2 On all business transacted by the Board of CCA the outcome of any vote shall be determined in accordance with a simple majority.

6.7.3.3 In the event that there is an even number of Board members at any meeting, the Chairperson shall not be required to vote and shall not be required to break a tie.

6.7.3.4 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.

6.7.3.5 A declaration by the Chairperson 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.

### **6.8 Duties of the Officers of CCA**

#### 6.8.1 Chairperson

The Chairperson shall:

Be charged with the responsibility to ensure that the Board carries out its tasks and fulfills the mandate via three mandatory responsibilities:

1. Provide overall direction and leadership for the organization
2. Ensure that the organization maintains financial health
3. Provide direction to the Sport Manager

Be responsible for the calling of meetings thereof, and shall preside at all meetings thereof.

#### 6.8.2 Vice Chairperson

The Vice Chairperson shall:

Act as Chairperson in the absence, for any reason, of the Chairperson of CCA; and

In any event shall support and assist the Chairperson in carrying out the duties of the office of Chairperson.

### 6.8.3 Treasurer

The Treasurer shall:

Be responsible for ensuring that full and accurate books are maintained:

Render to the Board, at the meetings thereof, or whenever otherwise required, a full detailed account of all transactions undertaken as Treasurer

Prepare for submission to the AGM a statement duly audited as hereinafter set forth of the financial position of CCA and submit a copy of same to Sport Manager for the records of the CCA;

In conjunction with the Board and Sport Manager, prepare an annual budget for the ensuing year, which if approved by the Board, shall restrict the Sport Manager and Treasurer's right to expend in excess of the budgeted amount without the prior approval of the Board.

## **7 MANAGEMENT AND FINANCES**

### **7.1 Business Office**

The office from which the operations of CCA are to be carried out shall be in the City of Edmonton, in the Province of Alberta or at such time other location as the Board may from time to time determine.

### **7.2 Appointment of the Sport Manager**

7.2.1 The Sport Manager shall be appointed by the Board on a permanent basis, subject to annual review and in accordance with Alberta Labour Laws.

7.2.2 Subject to the direction of the Board, the Sport Manager will manage the day to day activities of the CCA office. The Sport Manager is accountable to the Board for managing the affairs of the association.

7.2.3 The Sport Manager shall be responsible for:

- Notifying all members of meetings;
- Preparing and maintaining a record of the minutes of all Board meetings and general meetings;
- Assisting the Chairperson and other Board members in the preparation of reports and correspondence; and

- Overseeing the maintenance of all records and files of CCA, including the membership database.
- Preparing the annual budget by estimating the next year's revenue and expenditures, with assistance from the Treasurer and appointed Board Members
- Preparing a long range (3-5 years) business plan and budget to guide CCA, within the long term objectives as determined by the Board.
- Ensuring that CCA's annual business plan is updated with changes as defined by the Board.

## **7.3 Finance and Auditing**

### 7.3.1 Fiscal Year

The fiscal year of CCA shall terminate on the 30th day of April in each year or on such other date as the Board may from time to time determine by resolution.

### 7.3.2 Annual Budget

7.3.1 The Board will be required to approve the annual budget prior to the AGM.

7.3.2 The budget will be presented to the membership at large at the AGM.

### 7.3.3 Banking

The banking business of CCA 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.

### 7.3.4 Borrowing Powers

The Board may from time to time to secure any securities or any money borrowed, or other debt or any other obligation or liability of CCA:

- Borrow money on the credit of CCA; or
- Issue, sell or pledge securities of CCA; or
- Charge, mortgage, hypothecate or pledge all or any of the real or personal property of CCA, including book debts, rights, powers, franchises and undertakings:

### 7.3.5 Appointment of Auditors

7.3.5.1 The bylaw only applies where CCA is required or has resolved to have an auditor.

7.3.5.2 At each AGM of CCA, an auditor shall be appointed to hold office until that person or successor is re-appointed at the next AGM.

7.3.5.3 A complete and proper statement of the financial position of the books for the previous year shall be submitted by such auditor to the members at the AGM of the CCA.

7.3.5.4 Such auditor may be reviewed by ordinary resolution.

#### **7.4 Execution of Documents**

Deeds, transfers, assignments, contracts and obligations executed on behalf of CCA shall be signed by any two of the following Board Members of CCA: Chairperson, Vice Chairperson, Treasurer, or Director of Human Resources.

#### **7.5 Inspection of Records**

7.5.1 The Board shall see that all necessary books and records of CCA required by the bylaws of the CCA or by any applicable statute are regularly and properly kept by the Sport Manager at the office.

7.5.2 Records may be inspected by any member of the CCA at the CCA office between 9:00 a.m. and 5:00 p.m. on any business day by giving advance notice to Sport Manager.

#### **7.6 Seal**

7.6.1 The seal, which is impressed herein, shall be on the corporate seal of the CCA.

7.6.2 The seal of the CCA shall be kept in the custody of the Sport Manager.

7.6.3 Only the signature of the Chairperson and the Sport Manager will authenticate the use of the seal on behalf of the CCA.

7.6.4 In the event of death or removal from office of either the Chairperson or the Sport Manager, the signature of the Vice Chairperson will authenticate the use of the seal in place of the deceased or removed officers.

#### **7.7 Remuneration**

7.7.1 No Officer or Director of CCA 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 CCA.

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

7.7.3 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 shall be entitled to reimbursement at the fair market value rate, as predetermined by the CCA or pre-

approved by the Board, in accordance with established criteria, rules, and qualification processes.

## **7.8 Notices**

7.8.1 Any notice, communication or other document to be given by CCA to a Member shall be deemed sufficient if mailed to the Member by prepaid ordinary, electronic or air mail addressed to the last known address or the Member according to the records of CCA.

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

## **7.9 Indemnification of Directors:**

7.9.1 CCA and its members indemnify Directors and officers against costs and charges that result from acts and decisions made in good faith during execution of their role as a Director of the CCA.

7.9.2 CCA and its members do not protect Directors and officers for acts of fraud, dishonesty or bad faith.

7.9.3 No Director or officer is liable for the acts or decision of other Directors, officers or employees.

7.9.4 No Director or officer is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with CCA.

7.9.5 No Director or officer is liable for any loss due to an oversight or error in judgment.

## **8 AMENDING THE BYLAWS**

8.1 The Bylaws may be rescinded, altered or added to by a "Special Resolution" as defined in the Societies Act.

## **9 DISTRIBUTION OF ASSETS ON DISSOLUTION**

9.1 In the case of dissolution of CCA by Special Resolution as approved by the members, the remaining assets of the organization after the payment of outstanding debts will be paid to a not-for-profit organization that has objects and goals similar to those of CCA.

9.2 Members will select the organization to receive the assets by special resolution.

