

**CROSS COUNTRY ALBERTA SOCIETY BYLAWS**  
**THE SOCIETIES ACT APPLICATION**  
**ALBERTA CONSUMER AND CORPORATE AFFAIRS CORPORATE REGISTRY**  
**CCA Bylaws**  
**Approved by Special Resolution of the Membership**  
**June 26, 2021 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 in the general bylaws of CCA. These bylaws regulate the transaction of business and the affairs of CCA.
- 1.3. CCA is authorized to conduct business as Nordiq Alberta according to a Special Resolution passed but the Membership at the 2020 Annual General Meeting, September 19, 2020.

**2. DEFINITIONS**

- 2.1. In these bylaws the following words have these meanings:
  - 2.1.1. CCA means the Cross Country Alberta Society or Cross County Alberta.
  - 2.1.2. Act means the Societies Act RSA 20000, Chapter s-14 as amended, or any statute substituted for it.
  - 2.1.3. AGM means the Annual General Meeting as descried in Article 4.1.
  - 2.1.4. Board means the Board of Directors of CCA.
  - 2.1.5. Bylaws mean the Bylaws of CCA as amended.
  - 2.1.6. Director means a person elected or appointed to the Board.
  - 2.1.7. Member means a Member in good standing of CCA.
  - 2.1.8. Office means any Officer listed in Article 5.8.

2.1.9. Special Meeting means the Special Meeting described in Article 4.3.

2.2. 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.

### **3. MEMBERSHIP**

#### **3.1. 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”).

##### **3.1.1. 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.

##### **3.1.2. 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.

##### **3.1.3. 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.

#### **3.2. Applications for Membership**

3.2.1. All Application for membership shall be submitted to CCA.

3.2.2. Member Clubs may become Members through an application process approved by the Board.

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

3.2.4. A Member Club shall be deemed to be in good standing when they have registered their current annual membership on or before the 30<sup>th</sup> day of November in each year, or at such time as the Board may from time to time direct.

3.2.5. 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.

### **3.3. Membership Fees**

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

3.3.2. The membership year is May 1 to April 30.

### **3.4. Rights of Members**

3.4.1. Member Clubs shall be entitled to voting privileges in all meetings of members of CCA in accordance with bylaw 4.4.3 and exercise other rights and privileges given to members in these bylaws.

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

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

### **3.5. Withdrawal**

Any member wishing to withdraw from membership may do so upon written notice to the Board through its Chairperson or Senior Staff Person.

### **3.6. Suspension and Expulsion**

3.6.1. Upon the failure of any Member to pay the annual membership fee or other authorized assessments, the Board may direct the name of such member to be removed from the register of members until such time and the Member remits the annual membership fee and any unpaid or delinquent fees. A suspended Member will be advised by the Chairperson or CCA Staff by regular post or electronic mail. The Board will set the effective date of suspension.

3.6.2. The Board may expel a Member for a deliberate breach of any of the CCA's Bylaws, Values, Organizational Principles, Policies and other rules and regulations approved by the Board and in effect at the time. Any Member so expelled may appear before the Board to have the expulsion rescinded.

3.6.3. 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.

## **4. MEETINGS**

### **4.1. Annual General Meeting**

4.1.1. 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.

4.1.2. Notice in writing of the AGM will be given thirty (30) days prior and shall be delivered by ordinary mail or electronic mail or other appropriate channels to the last known address of each Member Club according to the records of CCA, or by publication in widely distributed and accessible CCA member communications.

### **4.2. AGM Agenda**

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

- a) Election of 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 60 days prior to the date set for the AGM in order to be considered.

4.2.2. Any Member may consider and transact any business or motions either special or general at the Annual General Meeting that the Member has given appropriate notice of before the meeting is called or by "Special Resolution" as defined in the Societies Act.

### **4.3. Special Meetings**

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

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

4.3.3. Notice in writing of time, date and place shall be delivered by ordinary or electronic mail or other appropriate channels to the last known address of each Member Club according to the records of CCA, or by publication in widely distributed and accessible CCA member communications at least twenty-one (21) days prior to the date of such meeting.

### **4.4. Proceedings at the Annual General Meeting and Special Meetings**

4.4.1. Recording Secretary

The Senior Staff Person shall act as the Recording Secretary for all meetings, unless otherwise directed by the Chairperson.

#### 4.4.2. Quorum

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

#### 4.4.3. Voting at General and Special meetings

4.4.3.1. 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.

4.4.3.2. 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 following formula:

<b>Number of Registered Individual Members 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.

#### 4.4.4. 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.

#### 4.4.5. Voting Procedures

4.4.5.1. Voting will be done by show of hands.

4.4.5.2. A Member may request voting by secret ballot. Voting will be by secret ballot if approved by a majority of the Members present.

#### 4.4.6. Adjournment

4.4.6.1. 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.

4.4.6.2. Written notice to all Member Clubs from the Chairperson is required for any adjourned or special meeting.

#### 4.4.7. Non-Members

4.4.7.1. The public and invited guests may attend the Annual General Meeting or special meetings of CCA.

4.4.7.2. The Members in attendance by majority vote may close all or part of meeting to anyone who is not a Member.

4.4.7.3. The minutes of meetings where all or part of the meeting is closed to members of the public will record only the decisions made during that portion of the meeting.

### **5. GOVERNANCE**

#### **5.1. Board of Directors**

The Board of CCA shall consist of a minimum of nine (9) and a maximum of ten (10) the following Directors:

- Chairperson
- Seven (7) or Eight (8) Directors at Large
- Athlete Representative

## **5.2. Terms of Directors**

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

5.2.2. A Director 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) on the Board in succession after which they must not serve for a two (2) year period.

5.2.3. The Chairperson automatically becomes Past Chairperson upon completing their term of office.

## **5.3. Election of Directors**

5.3.1. The Directors shall be elected at the AGM.

5.3.2. The Chairperson will be elected at the AGM in odd-numbered years.

5.3.3. Rescinded June 2019

5.3.4. A minimum of Three (3) Directors at Large will be elected each year.

5.3.5. The Athlete Representative will be elected in odd-numbered years by individual License Members through a process determined by the Board.

5.3.6. Rescinded June 2021

5.3.7. If there are any other vacant positions on the Board at the time AGM is called, these shall be filled by the elections of the required Directors as defined in 5.1 for a one-year term.

5.3.8. In addition to the Directors listed immediately above, the Board may, at its sole discretion, appoint a Director to serve for a one-year term expiring at the next AGM.

## **5.4. Nomination of Director Candidates**

A Nominations Committee will be created that will be responsible for soliciting nominations for the election of the Directors. The nominations committee will have at least two (2) members of the board who are not seeking reelection.

5.4.1. Circulation of Nominations

Valid nominations will be circulated to Members twenty-one (21) days prior to the AGM and shall include a description of relevant competencies and/or a resume.

5.4.2. Nominations of candidates from the floor shall not be accepted at the time of the election of the Board at the AGM.

5.4.3. Any Board positions not filled by the election procedure will become the responsibility of the elected Board members. The Board may appoint any Member in 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 Chair of the Personnel Committee, or in his/her absence, the Past Chairperson.

#### 5.4.4. Eligibility of Directors

5.4.4.1. Director candidates will be Members in good standing of a Member Club and will be at least 18-years of age, except for the Athlete Representative according to Article 5.4.4.2, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt and who fulfills the requirements of the Income Tax Act in relation to serving as a director with a registered charity.

#### 5.4.4.2. Athlete Representative

The Athlete Representative must currently be, or have been at some point during the prior five years, an active Canadian cross-country ski racer and license member at the national level, a current member of a CCA Member Club, and at least 17-years of age as of December 31 on the year preceding the year of election.

#### 5.4.4.3. Rescinded

### 5.5. Governance by the Board

5.5.1. 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.

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

5.5.3. 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.

5.5.4. Except as otherwise provided by applicable legislation or these Bylaws, the Board has the powers of the Corporation and may delegate responsibility, authority and decision-making in accordance with policy type boards. The respective duties and authorities of the Board and Staff are described in the Governance Policy and subsequent Policies and Procedures of CCA.

5.5.5. 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.

- c) Hire or contract Staff and resources deemed appropriate by the Board to discharge and administer the affairs of the Board and CCA in accordance with Article 5.5.3 of these Bylaws.

#### **5.5.6. Conduct of Directors**

Directors must at all times conduct themselves in an ethical, professional and lawful manner. Directors will work to ensure that the organization meets all public, regulatory and Member expectations in compliance with existing laws.

Directors must place the interests of Members before any personal interest. Directors must declare any conflicts or perceived conflicts of interest immediately upon becoming aware of them.

Directors are required to act honestly and in good faith with a view to the best interests of Members. They must exercise care, diligence and skill in fulfilling the duties of their office.

#### **5.6. Resignation and Removal**

5.6.1. Should the Board experience a 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 at a special Board meeting called with ten (10) days notice to all Directors.

5.6.2. The Board may appoint such replacements as may be required for the proper discharge of the responsibilities of the Board to fulfill the term of office.

5.6.3. A Director may be removed from office by a majority vote of Members at an AGM or Special Meeting for improper conduct, unwillingness or failure to act in compliance with the CCA's Bylaws, Values, Organizational Principles, Policies and other rules and regulations that are approved by the Board and in effect at the time.

5.6.4. Resignation by a Director from the Board must be submitted in written form and delivered by post or electronic mail to the Chairperson. The resignation takes effect on the date the Board accepts the resignation.

5.6.5. A Director that has resigned or been removed from the Board (as indicated in Articles 5.6.1, 5.6.3 or 5.6.4) may not apply for, nor stand for re-election to the Board for at least four (4) years from the effective date of resignation or removal from the Board.

## **5.7. Meetings of the Board**

### **5.7.1. Frequency**

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

### **5.7.2. Quorum of the Board**

At any meeting of the Board, a quorum shall be six (6) members of the Board in attendance, one of which must be the Chairperson or Vice Chairperson.

### **5.7.3. Voting at Board Meetings**

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

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

5.7.3.3. 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.

5.7.3.4. 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 by show of hands.

5.7.3.5. 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 or against such resolution.

## **5.8. Duties of the Officers of CCA**

The Officers of CCA shall be the Chairperson, Vice Chairperson and the Treasurer.

### **5.8.1. 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 Senior Staff Person.
- Be responsible of the calling of meetings thereof, and shall preside at all meetings thereof.

#### 5.8.2. Vice Chairperson

The Vice Chairperson shall:

- Be appointed by the Board from among the elected Directors at Large
- Act as the 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.

#### 5.8.3. Treasurer

The Treasurer shall:

- Be appointed by the Board from among the elected Directors at Large
- Be responsible for ensuring that full and accurate books are maintained;
- Perform the Duties of the Secretary of CCA
- Render to the Board, at the meetings thereof, or whenever otherwise required, a full detailed account of all transactions undertaken as Treasurer;
- Ensure that 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 the CCA Office for the records of the CCA; and
- In conjunction with the Board and Staff, prepare an annual budget for the ensuing year, which if approved by the Board, shall restrict the Staff and Treasurer's right to expend in excess of the budgeted amount without the prior approval of the Board.

#### 5.8.4. Past Chairperson

The Past Chairperson shall:

- Act as an advisor for the incoming Chairperson; and
- Make recommendations for policy development. Review policy drafts and make recommendations for change and improvements and to ensure continuity of association policies; and
- Represent the Chairperson at various functions and act as liaison with government and sport organizations.

### **6. MANAGEMENT AND FINANCES**

#### **6.1. 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 other location as the Board may from time to time determine.

#### **6.2. Appointment of the Senior Staff Person**

6.2.1. The Senior Staff Person shall be appointed by the Board on a permanent basis, subject to annual review and in accordance with Alberta Labour Laws. The Board will assign the duties of the Senior Staff Person.

6.2.2. Subject to the direction of the Board, the Senior Staff Person will manage the day to day activities of the CCA office. The Senior Staff Person is accountable to the

Board for managing the affairs of the association including the appointment and oversight of other CCA employees and administration of Board approve contracts.

### **6.3. Finance and Auditing**

#### **6.3.1. Fiscal Year**

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

#### **6.3.2. Annual Budget**

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

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

#### **6.3.3. 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.

#### **6.3.4. Borrowing Powers**

The Board may from time to time 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.

#### **6.3.5. Appointment of Auditors**

6.3.5.1. At each AGM of CCA, a qualified auditor shall be appointed by the Board to hold office until that person or successor is re-appointed at the next AGM.

6.3.5.2. 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 CCA.

6.3.5.3. Such auditor may be reviewed by ordinary resolution.

### **6.4. Execution of Documents**

6.4.1. Deeds, transfers, assignments, cheques drawn on the Society, contracts and obligations executed on behalf of CCA shall be signed by any two of the following Board members of CCA: Chairperson, Vice Chairperson, or the Treasurer.

6.4.2. The Board may authorize the Senior Staff Person to sign cheques for certain amounts and circumstances. The Senior Staff Person may not sign any cheque payable to themself.

## **6.5. Inspection of Records**

6.5.1. 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 Senior Staff Person at the office.

6.5.2. Records may be inspected by any Member of the CCA at the CCA office on any business day by giving ten (10) days advance notice to the Senior Staff Person.

## **6.6. Seal**

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

6.6.2. The seal of the CCA shall be kept in the custody of the Senior Staff Person.

6.6.3. Only the signature of the Chairperson and the Senior Staff Person will authenticate the use of the seal on behalf of the CCA.

## **6.7. Remuneration**

6.7.1. 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.

6.7.2. 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.

6.7.3. 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.

## **6.8. Notices**

6.8.1. Any notice, communication or other document to be given by CCA to a Member shall be deemed sufficient if mailed to the Member by ordinary or electronic mail or other appropriate channels to the last known address of each Member Club according to the records of CCA, or by publication in widely distributed and accessible CCA member communications.

6.8.2. 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.

## **6.9. Indemnification of Directors**

6.9.1. 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 and Officer of CCA.

6.9.2. CCA and its Members do not protect Directors and Officers for acts of fraud, dishonesty or bad faith.

6.9.3. No Director or Officer is liable for the acts or decision of other Directors, Officers or employees.

6.9.4. 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.

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

## **7. AMENDING THE BYLAWS**

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

7.2. Bylaw changes must be approved by 75% of those who vote at the Special Meeting for that purpose.

## **8. DISTRIBUTION OF ASSETS ON DISSOLUTION**

8.1. 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.

8.2. Members will select the organization to receive the assets by the Special Resolution.