



Canadian Association for Disabled Skiing - Calgary

Bylaws

CANADIAN ASSOCIATION FOR DISABLED SKIING - CALGARY BYLAWS

ARTICLE 1 – PREAMBLE

- 1.1 The name of the Society is Canadian Association for Disabled Skiing - Calgary.
- 1.2 This document details the general bylaws of Canadian Association for Disabled Skiing - Calgary. These bylaws regulate the transaction of business and affairs of the Society.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

- 2.1.1 **CADS CALGARY** and **Canadian Adaptive Snowsports - Calgary** means the Canadian Association for Disabled Skiing - Calgary.
- 2.1.2 **Society** and **Association** means the Canadian Association for Disabled Skiing - Calgary.
- 2.1.3 **Act** means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for the Act.
- 2.1.4 **Bylaws** mean the Bylaws of the Society as amended.
- 2.1.5 **Annual General Meeting** means the annual general meeting described in Article 4.1.
- 2.1.6 **General Meeting** means the Annual General Meeting or a General Meeting.
- 2.1.7 **Board** means the Board of Directors of the Society.
- 2.1.8 **Executive** means the Officers of the Board.
- 2.1.9 **Director** means any person elected or appointed to the Board.
- 2.1.10 **Officer** means any Director listed in Article 5.2.
- 2.1.11 **Member** means a Member of the Society as defined in Article 3.2.
- 2.1.12 **Ex-Officio** means “by virtue of one’s position”. Without exception, ex-officio members have exactly the same rights and privileges, as do all other members, including the right to vote.
- 2.1.13 **Registered Office** means the registered office for the Society.
- 2.1.14 **Register of Members** means the registry maintained by the Board of Directors containing the names of the Members of the Society.
- 2.1.15 **Special Meeting** means the special meeting described in Article 4.1.2
- 2.1.16 **Special Resolution** means:
 - a. A resolution passed at a General Meeting of the membership of the Society. There must be thirty (30) days’ notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person or, where proxies are permitted, by proxy.
 - b. A resolution proposed and passed as a Special Resolution at a General Meeting of which less than 30 days’ notice has been given, if all the members entitled to attend and vote at the General Meeting so agree.
 - c. A resolution consented to in writing by all of the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- 2.1.17 **Voting Member** means a Member entitled to vote at a general meeting or special meeting of the Society as defined in Article 3.5.3.
- 2.1.18 **Policy Manual** is to provide instructional guidance on the day to day operations. These policies shall be approved by a majority vote of the Board of Directors.

2.2 Conflicts with the Act and Regulations

- 2.2.1 **These bylaws are subordinate to the Act and Regulations**, and shall not be interpreted as permitting any action that is prohibited by the Act or Regulations. Where the Bylaws are more restrictive than the Act or Regulations, the Bylaws shall bind the Society.
- 2.2.2 Any provisions not included in these Bylaws shall be regulated by the provisions in the Act and the Regulations.

2.3 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.3.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.
- 2.3.2 **Gender-neutral, Masculine, and Feminine:** words that are gender-neutral also include the masculine gender and/or the feminine gender and vice versa.
- 2.3.3 **Corporation:** words indicating persons also include corporations.
- 2.3.4 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.3.5 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

ARTICLE 3 – MEMBERSHIP

3.1 Membership Year

The membership year extends from September 1 of a given year through to August 31 of the subsequent calendar year.

3.2 Classification of Members

There shall be four (4) classes of membership.

3.2.1 Active Members

Any individual who regularly takes part in the activities of the Society within the geographic boundaries of the Province of Alberta is eligible to be an active member with full privileges.

3.2.2 Affiliate Member

Any interested individual or group who is not a regular participant of the Society is eligible to be an affiliate member. An affiliate member shall be entitled to all the rights and privileges of an Active Member.

3.2.3 Supporting Member

Any interested individual or group who is not a regular participant of the Society is eligible to be a supporting member. A supporting member shall be entitled to all the privileges of the Society except those of making motions, voting and holding office. Single day memberships shall be considered Supporting Members.

3.2.4 Honorary Members

- a. Upon majority vote of the Board of Directors, an honorary membership can be conferred upon any individual who has performed some distinguished service to the Society.
- b. Honorary memberships may be granted in each membership year.
- c. The period of membership is for one membership year and it may be renewed.
- d. An honorary member shall have none of the obligations of membership in the Society, but shall be entitled to all the privileges except those of making motions, of voting and of holding office.

3.3 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Article 3.2. The individual will be entered as a Member under the appropriate category in the Register of Members.

3.4 Membership Fees

3.4.1 Setting Membership Fees

- a. The Board decides annual membership fees for Active members, Affiliate Members and Supporting members.
- b. There are no membership fees for Honorary members.

3.4.2 Payment Date for Fees

The annual membership fees must be paid on or before thirty-two (32) days prior to the first Special Meeting or AGM of the Society in each Membership Year.

3.5 Rights and Privileges of Members

- 3.5.1 One membership shall cover membership in both CADS-Calgary as well as Canadian Adaptive Snowsports and Canadian Adaptive Snowsports – Alberta Association.
- 3.5.2 Any member in good standing is entitled to:
- a. receive notice of meetings of the Society;
 - b. attend any meeting of the Society;
 - c. speak at any meeting of the Society; and,
 - d. exercise other rights and privileges given to Members in these bylaws.
- 3.5.3 Voting Members
- The only Members who are eligible to vote at meetings of the Society are Active Members or Affiliate Members or Honorary Members of the Society in good standing who are at least eighteen (18) years of age or older.
- 3.5.4 Numbers of Votes
- A voting Member is entitled to one (1) vote at annual, general and special meetings of the Society.
- 3.5.5 Member in Good Standing
- A Member is in good standing when:
- a. the Member has paid membership fees or other required fees to the Society or is an Honorary Member; and,
 - b. the Member is not suspended as a Member as provided for under Article 3.6

3.6 Suspension from Membership

- 3.6.1 Decision to Suspend
- The Board may suspend a Member's membership for not more than three (3) months, for one or more of the following reasons:
- a. if the Member has failed to abide by the bylaws;
 - b. if the Member has been disloyal to the Society;
 - c. if the Member has disrupted meetings or functions of the Society; or
 - d. if the Member has done or failed to do anything judged to be found harmful to the Society.
- 3.6.2 Notice to the Member
- a. The affected Member will receive written notice of the Board's intention to deal with the question of whether or not that Member should be suspended.
 - b. The Member will receive at least fourteen (14) days' notice before the Special Meeting.
 - c. The notice will be either:
 - i. sent by single registered mail to the last known address of the Member shown in the Register of Members of the Society; or,
 - ii. delivered, in person, by an Officer of the Board.
 - d. The notice will state the reasons why suspension is being considered.
- 3.6.3 Decision of the Board
- a. The Member will have an opportunity to make a written submission to the Board to address the matter.
 - b. The Board will determine how the matter will be dealt with, and may limit the time given to the Member to supply a written submission to the Board.
 - c. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
 - d. The decision of the Board is final.

3.7 Termination of Membership

3.7.1 Resignation

- a. Any Member may resign from the Society by sending or delivering a written notice to the Secretary or Chairperson of the Society.
- b. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.7.2 Death

The membership of a Member is ended upon their death.

3.7.3 Deemed Withdrawal

- a. If a Member has not paid the annual membership by the date due, the Member is considered to have submitted their resignation.
- b. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

3.7.4 Expulsion

- a. The Board may remove a member by majority vote on a motion to that effect (Removal Motion) held at least twenty-one (21) days following notice to the member of the Board's intention to hold the Removal Motion, with the member being allowed to make written submissions to the Board no later than 48 hours prior to voting on the Removal Motion.
- b. Within twenty-one (21) days of a decision on the Removal Motion, the Chairperson or their delegate shall notify the member subject to the Removal Motion of the outcome of the Removal Motion.
- c. The Board's decision on the Removal Motion is final and binding on the member, without any further right of appeal.
- d. On passage of the Removal Motion, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of the Members.

3.7.5 Reimbursement of Membership Fees

No person whose membership has terminated shall receive reimbursement of their membership fees.

3.8.2 All rights and privileges cease upon the termination of membership in the Society regardless of the reason for termination of membership.

3.8 Transferral of Membership

3.8.1 No right or privilege of any Member in the Society is transferable to another person.

3.9 Continued Liability for Debts Due

Although a person's membership has terminated, he or she is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.10 Limitation on the Liability of Members

No Member is, in their individual capacity, liable for any debt or liability of the Society.

3.11 Membership with Canadian Adaptive Snowsports.

This Society shall affiliate itself with the Canadian Adaptive Snowsports in its general goals and objectives, and shall be affiliated with Canadian Adaptive Snowsports-Alberta Association.

ARTICLE 4 – MEETINGS OF THE SOCIETY

4.1 Calling of the Annual, General or Special Meeting

4.1.1 Calling of the Annual General Meeting or a General Meeting

- a. The Society holds its Annual General Meeting once per year but may hold any number of General Meetings throughout the year.
- b. The place, day and time for the Annual General or any General Meeting shall be determined by the Board.
- c. All Meetings shall take place within the geographical boundaries of Alberta unless, where permitted by the Board the Meeting is held electronically.

4.1.2 Calling of a Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors. The request must be delivered to the Chairperson and must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least twenty five (25) active voting members of the Society. The request must be delivered to the Chairperson and must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.2 Notice

- a. Notice of an Annual, General or Special Meeting shall be communicated to each Member at least thirty (30) days before the date of the meeting.
- b. Notice may be communicated by any suitable means sanctioned by the Board and can include, but is not limited to the methods of postal and electronic mail.
- c. This notice states the place, date and time and general nature of the business to be transacted at the meeting.
- d. A Special Meeting of members may be held for any purpose on any date and at any time and at any place, without formal notice, if:
 - i. all the voting members of the Society present in person at such Special Meeting; or,
 - ii. if those members absent waive notice; or,
 - iii. if all the members of the Society entitled to vote, have signified their assent in writing to such a meeting being held in their absence.
- e. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member entitled to vote.

4.3 Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or,
- c. any error in any notice that does not affect the meeting.

4.4 Validity of Business Transacted at Meetings

The accidental omission to give notice of any general meeting or non-receipt of any notice by any member shall not invalidate any resolution passed or any proceedings taken at any general or special meeting.

4.5 Quorum

Attendance by five percent (5%) of the Members including any represented proxy votes at an Annual, General or Special Meeting is considered a quorum.

4.6 Failure to Reach Quorum

In the event that less than a quorum of the voting Members are present, including proxy votes, they shall not be empowered to conduct any business for the Society but shall have the authority to adjourn the meeting for a minimum of thirty (30) minutes. In the event that after the adjournment a quorum of voting Members are still not present as described, the meeting may reconvene and those voting Members actually present shall constitute the quorum for the transaction of the business of the Society that comes before it.

4.7 Agenda

4.7.1 Agenda for the Annual General Meeting

The order of business at the Annual General Meeting shall be:

- a.* Call to Order and roll call
- b.* Approval of the minutes of the last Annual General Meeting
- c.* Chairperson's Address
- d.* Financial reports and statements
- e.* Appointment of auditors
- f.* Reports of committees and executive
- g.* Amendments to bylaws
- h.* General business
- i.* New Business
- j.* Election of Board of Directors
- k.* Naming of location and date of next Annual General Meeting
- l.* Adjournment.

4.7.2 Agenda for General or Special Meetings

Only the matter(s) set out in the notice for the General or Special Meetings are considered at the General or Special Meeting, unless a unanimous vote of approval for the addition of new business is given by those present.

4.8 Presiding Officer

- a.* The Chairperson chairs every Annual, General and Special Meeting of the Society.
- b.* The Vice-Chairperson chairs in the absence of the Chairperson.
- c.* If neither the Chairperson nor the Vice-Chairperson is present within one-half (1/2) hour after the set time for the meeting, the Members present choose one (1) of the Members to chair.

4.9 Passing Motions

- a.* In all affairs of the Society, other than amendments to the bylaws and special resolutions, a simple majority of voting members in attendance at an Annual, General or Special meeting is sufficient to confirm any motion or resolution.
- b.* A simple majority is defined as fifty percent (50%) of the voting members in attendance plus one (1).
- c.* A tie vote results in the motion being defeated.

4.10 Voting

- a.* Each Voting Member has one (1) vote.
- b.* The Chair does not vote except in the situation of a tie vote wherein the Chair may optionally cast a deciding vote.
- c.* A show of hands decides every vote at every meeting.
- d.* A ballot is used if at least five (5) voting Members request it. In such a case, the Chair may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General or Special Meeting.
- e.* Members may withdraw their request for a ballot.

- f. A simple majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. If there is a tie vote, and if the Chair chooses not to vote, then the motion is defeated.
- g. The Chair declares a resolution carried or lost. This statement is final, and the declaration does not have to include the number of votes for and against the resolution.
- h. The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

4.10.1 Proxy Voting

- a. Each Member entitled to vote in person at an Annual, General or Special Meeting is also permitted to vote by means of a proxy. A proxy entitles the person who is appointed by the delegate who shall be a Member of the Society, as the nominee of the delegate to attend and act at the meeting in the manner to the extent, and with the power, conferred by the proxy.
- b. All voting by proxy shall be on a written form accepted and approved by the Board of Directors, and proxies shall be registered before the start of the meeting.
- c. No one person shall be entitled to hold more than five (5) proxies at a meeting.

4.10.2 Electronic Voting

Each Member entitled to vote in person at an Annual, General or Special Meeting may also, where permitted by the Board, be allowed to vote electronically and will be considered to be "in attendance" for the vote.

4.11 Written Resolution of All the Voting Members

- a. All Voting Members of the Society may agree to and sign a resolution.
- b. This resolution is as valid as one passed at a General or Special meeting.
- c. It is not necessary to give notice or to call a General or Special meeting.
- d. The date on the resolution is the date it is passed.

4.12 Attendance by the Public

- a. General Meetings of the Society are open to the public.
- b. A majority of the Members present may require any persons who are not Members to leave.

4.13 Adjournment of a Meeting and the Resumption of an Adjourned Meeting

4.13.1 Adjourning a Meeting

The Chair may adjourn any Meeting with the consent of a majority of the Members present at the meeting.

4.13.2 Resuming an Adjourned Meeting

- a. A resumed Meeting may conduct only the unfinished business from the initial adjourned Meeting.
- b. No formal notice is necessary if the Meeting is adjourned for less than thirty (30) days but informal notice will be given to Members.
- c. The Society must give notice when a Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Meeting.

ARTICLE 5 - THE GOVERNANCE OF THE SOCIETY

5.1 The Board of Directors

5.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire staff to carry out management functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act.

The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting memberships in the Society;
- c. Hiring staff, to operate the Society;
- d. Regulating staff duties and setting their salaries;
- e. Maintaining and protecting the Society's assets and property;
- f. Approving an annual budget for the Society;
- g. Paying all expenses for operating and managing the Society;
- h. Paying persons for services and protecting persons from debts of the Society;
- i. Investing any extra monies;
- j. Financing the operations of the Society, and borrowing or raising monies;
- k. Making policies for managing and operating the Society;
- l. Approving all contracts for the Society;
- m. Maintaining all accounts and financial records of the Society;
- n. Appointing auditors as necessary;
- o. Appointing legal counsel as necessary;
- p. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- q. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- r. Without limiting the general responsibility of the Board, delegating its powers and duties to a Board Committee or the staff of the Society.

5.1.3 Composition of the Board

- a. The Board is composed of a minimum of four (4) persons elected at the Annual General Meeting by the voting members of the Society.
The Board consists of the following positions:
 - i. Chairperson
 - ii. Vice-Chairperson
 - iii. Treasurer
 - iv. Secretary
- b. The immediate Past Chairperson of the Society shall be appointed as a Director Ex-Officio by their successor in office. This appointment shall be confirmed by the Directors immediately following the election of the Directors of the Society and shall be for a term of one (1) year.
- c. The Ski School Director of the Society shall be appointed as a Director Ex-Officio by the board on the recommendation of a Nomination Committee, consisting of an Officer of the Society and no fewer than three (3) Members, chaired by the incumbent in office. This appointment shall be confirmed for a term determined by the Directors immediately following the election of the Directors of the Society.
- d. In addition to members elected to the Board in the position of Officers of the Society, the Board may optionally consist of up to six (6) further elected Board Members at Large as deemed necessary.

5.1.4 Election of Directors and Term of Office

- a. The Society shall elect at their Annual General Meeting the Directors in accordance with Article 5.1.3.
- b. There shall be an election every year with half of the Board positions being elected each year. When circumstances create an imbalance, implementation of one year terms may be used to restore the balance.
- c. The term of office for all Directors shall be for two (2) years unless one-year terms are required as per 5.1.4b.
- d. Officers are to be appointed from among the members of the elected Board at the first meeting of the Board of Directors to be held within ninety (90) days following the Annual General Meeting.
- e. Each Director or Officer takes office immediately following the Annual General Meeting.
- f. Each Director or Officer must be an Active Member or Affiliate Member of the Society.

5.1.5 Resignation, Death or Removal of a Director or Officer

- a. A Director or Officer, including the Chairperson, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- b. Voting Members may remove any Director or Officer including the Chairperson before the end of term. There must be a majority vote at a Special Meeting called for this purpose.
- c. When vacancies occur in the Board of Directors of the Society, caused by death, resignation, removal or otherwise, they shall be filled by the successor duly appointed or elected by the Board of Directors. A Director or Officer so appointed or elected shall hold the designated Board position for a period that expires at the next Annual General Meeting.

5.1.6 Meetings of the Board

- a. The Board holds at least four (4) meetings each year or more often if deemed necessary.
- b. The Chairperson calls the meetings. The Chairperson also calls a meeting if any two (2) Directors or Officers make a request in writing and state the business of the meeting.
- c. Notice of board meeting
 - i. Seven (7) days' notice is required for Board meetings when notice is provided via postal mail to each Board member at the last known address of the Director as recorded in the Register of Members of the Society.
 - ii. Five (5) days' notice is required for Board meetings when notice is provided via telephone, or email to each Board member.
 - iii. Meetings of the Board of Directors may be held at any time without formal notice if all Directors and Officers are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence.
- d. At least four (4) Directors and/or Officers present at any Board meeting is a quorum.
- e. If there is no quorum, the Chairperson has the authority to adjourn the meeting for a minimum of thirty (30) minutes. In the event that after the adjournment less than a majority of the Directors or Officers are present, the Chairperson has the authority to adjourn the meeting to a later date.
- f. Each Director or Officer, including the Chairperson has one (1) vote.
- g. The Chairperson does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- h. Meetings of the Board are open to Members of the Society, but only Directors and Officers may vote. A majority of the Directors and/or Officers present may ask any other Members, or other persons present, to leave.
- i. All Directors and/or Officers may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

- j.* Meetings of the Board may be held by alternate methods as agreed to by the board. Directors and/or Officers who participate in these alternate format meetings are considered present for the meeting.
- k.* Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- l.* A Director and/or Officer may waive formal notice of a meeting.
- m.* Meetings of the Board of Directors shall follow the same business procedures as the Annual General Meeting and in the event of any dispute "Roberts Rules of Order" shall apply unless any policy of the Society provides to the contrary.

5.2 Officers

- 5.2.1 The Officers of the Society shall be the Chairperson, Vice-Chairperson, Secretary, and the Treasurer.
- 5.2.2 The term of office shall be for two (2) years.
- 5.2.3 No Officer may remain on the Executive, and hold any office on the Executive, for more than six (6) consecutive years.
- 5.2.4 When vacancies occur in an Office of the Society, caused by death, resignation, expulsion or otherwise, the same shall be filled by the successor duly appointed or elected by the Board of Directors. Any Officer so appointed or elected shall hold the designated Office for a period that expires at the next Annual General Meeting.

5.3 Duties of the Officers of the Society

- 5.3.1 The Chairperson:
 - a.* Supervises the affairs of the Board,
 - b.* Shall exercise general supervision over the work and activities of the staff of the Society.
 - c.* Attends all meetings of the Society, the Board and the Executive Committee;
 - d.* When present, chairs all meetings of the Society, the Board and Executive Committee;
 - e.* Is an ex-officio member of all Committees;
 - f.* Acts as the spokesperson for the Society;
 - g.* Shall represent the Society at events and functions; and,
 - h.* Carries out other duties assigned by the Board.
- 5.3.2 The Vice-Chairperson:
 - a.* Attends all meetings of the Society, the Board and the Executive Committee;
 - b.* Presides at meetings in the Chairperson's absence. If the Vice-Chairperson is absent, the Directors elect a Chairperson for the meeting.
 - c.* Replaces the Chairperson at various functions when asked to do so by the Chairperson or the Board;
 - d.* Shall represent the Society at events and functions; and,
 - e.* Carries out other duties assigned by the Board.
- 5.3.3 The Secretary:
 - a.* Attends all meetings of the Society, the Board and the Executive Committee;
 - b.* Keeps accurate minutes of these meetings;
 - c.* Has charge of the Board's correspondence;
 - d.* Makes sure a record of names and addresses of all Members of the society is kept;
 - e.* Makes sure all notices of various meetings are sent;
 - f.* Makes sure annual fees are collected and deposited;
 - g.* Keeps the Seal of the Society;
 - h.* Files the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
 - i.* Carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- a. Attends all meetings of the Society, the Board and the Executive Committee;
- b. Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- c. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- d. Makes sure an audited statement (according to the Societies Act) of the financial position of the Society is prepared and presented to the Annual General Meeting;
- e. Chairs the Finance Committee;
- f. Shall represent the Society at events and functions; and,
- g. Carries out other duties assigned by the Board.

5.3.5 Director At Large

- a. Attends all meetings of the Society, the Board and the Executive Committee;
- b. Executes policies, programs, initiatives and other activities related to the day to day operations in the specific area of responsibility;
- c. Has the responsibility and authority to provide direction in areas not covered by policy in the specific area of responsibility, until given direction by the board;
- d. Creates a culture of mutual respect that is integral to an effective organization;
- e. May be authorized by the Board to make purchases and enter into agreements and contracts affecting the day-to-day operations of the Society in the specific area of responsibility;
- f. Identifies and recommends areas for policy development to the board;
- g. Recommends recruitment and selection of additional staff, for example Coaches, CADS Course Facilitators, Instructors, additional part-time staff in the specific area of responsibility;
- h. Involved in the hiring, supervision, and motivation of volunteers and staff in the specific area of responsibility;
- i. Conducts regular performance reviews of volunteers and staff including Coaches, Course Facilitators, Instructors, and additional part-time staff in the specific area of responsibility. These evaluations should be completed 21 days prior to the AGM;
- j. Ensures all accidents, injuries, incidents, and hazards in the specific area of responsibility are reported immediately in writing to the Board and ensures a Canadian Snowsports Association (CSA) Accident Form, relevant activity centre accident form, and/or Alberta Occupational Health and Safety reporting is completed and submitted to the relevant bodies with the assistance of the Board as required;
- k. Chairs a subcommittee where required;
- l. Shall represent the Society at events and functions when required; and,
- m. Carries out other duties assigned by the Board.

5.3.6 Ski School Director (*ex-officio*)

- a. Attends meetings of the Society, the Board and the Executive Committee as directed by the board;
- b. Executes policies, programs, initiatives and other activities related to the day to day operations;
- c. Has the responsibility and authority to provide direction in areas not covered by policy, until given direction by the board;
- d. Creates a culture of mutual respect is integral to an effective organization;
- e. May be authorized by the Board to make purchases and enter into agreements and contracts affecting the day-to-day operations of the Society;
- f. Recommends recruitment and selection of additional staff, for example Coaches, CADS Course Facilitators, and Instructors;
- g. Involved in the hiring, supervision, and motivation of volunteers and staff;
- h. Implements periodic evaluations of the organization to ensure that the Society is effective and remains true to its mission;
- i. Conducts regular performance reviews of Coaches, Course Facilitators, Instructors, and additional part-time staff;
- j. Identifies and recommends requirements for equipment to enable the ongoing effective provision of activities;
- k. Ensures all accidents, injuries, incidents, and hazards are reported immediately in writing to the board, and a Canadian Snowsports Association (CSA) Accident Form completed and submitted to the CSA as required;
- l. Shall represent the Society at events and functions; and,

m. Carries out other duties assigned by the Board.

5.4 Board Committees

5.4.1 Establishing Committees

- a.* The Board may appoint committees to advise the Board.
- b.* The structure and duties shall be in accordance with the Society's policy manual.
- c.* Members of the Committees may either be selected by the Chairperson of the specific committee or volunteer their services.
- d.* Special Committees of the Society may be appointed by the Chairperson or the Board of Directors, as may be necessary from time to time. A Special Committee shall cease to exist once its task is complete and its final report has been submitted to the Society.

5.4.2 General Procedures for Committees

- a.* A Board member must be the chair of each committee created by the Board.
- b.* The Chair of the committee calls committee meetings. Committees shall meet as deemed necessary by the Chairperson of that committee. Each committee records minutes of its meetings and distributes these minutes to the Chairperson of the Board of Directors.
- c.* Each committee provides reports to each Board meeting at the Board's request.

5.4.3 Notice

Two (2) days' notice is mailed, emailed or otherwise delivered to each member of the committee.

The notice states the date, place and time of the committee meeting. Committee members may waive notice.

5.4.4 Quorum

Unless otherwise determined by the Board, two (2) members of a committee present at a meeting shall be quorum.

5.4.5 Voting

Each member of the committee, including the Chairperson, has (1) vote at the committee meeting. The Chair does not have a casting vote in case of a tie. In the event of a tie, the motion is defeated.

5.5 Staff Employment

5.5.1 The Board may hire permanent or part time paid positions deemed necessary to the efficient operation of the Society and the fulfillment of its objectives.

5.5.2 The Board may hire permanent or part-time paid Executive Director positions deemed necessary to the efficient operation of the Society and the fulfillment of its objectives. An Executive Director will be considered staff and may, at the discretion of the Board, be required to attend Board of Directors meetings but will not have a vote.

5.5.3 Any staff may not hold a Director position on the Board, but shall report to the Board of Directors and may, at the discretion of the Board, attend Board of Directors meetings but shall not have a vote.

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT

6.1 The Registered Office

The Registered Office of the Society is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

6.2 Finance and Auditing

- 6.2.1 The fiscal year of the Society shall be from September 1 to August 31 of each year.
- 6.2.2 There must be an audit of the books, accounts and records of the Society at least once each fiscal year.
- 6.2.3 At each Annual General Meeting of the Society, the appointed auditors submit a complete financial statement for the previous financial year.
 - a. This statement sets out the Society's income, disbursements, assets and liabilities.
 - b. This statement must be signed by the appointed auditors.
 - c. The auditors are appointed either at the Society's Annual General Meeting or by the Board when deemed necessary.
- 6.2.4 For the purpose of this section, Audit means a Review engagement from an independent practitioner.

6.3 Seal of the Society

- 6.3.1 The Board may adopt a seal as the Seal of the Society.
- 6.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 6.3.3 The Seal of the Society can only be used by Officers or Directors authorized by the Board.
- 6.3.4 The Board must pass a motion to name the authorized Officers or Directors.

6.4 Cheques and Contracts of the Society

- 6.4.1 The Board may designate up to four (4) of its Officers and/or Directors to act as signing authorities for the Society.
- 6.4.2 The Board may authorize staff to sign cheques for certain amounts and circumstances.
- 6.4.3 All Cheques or eTransfers must be signed or authorized by two Officers and/or Directors with signing authority for the Society.
- 6.4.4 All contracts of the Society must be signed by the Officers, Directors or other persons authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of the Society.

- 6.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 6.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 6.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.4 Any Member wishing to inspect the books or records of the Society must give reasonable notice to the Chairperson or the Secretary of the Society of their intention to do so.
- 6.5.5 The books and records of the Society shall be open to inspection by the members of the Board at all meetings.
- 6.5.6 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- 6.5.7 All financial records of the Society are open for such inspection by the Members.
- 6.5.8 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

6.6 Borrowing Powers

- 6.6.1 The Society may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

6.7 Payments

- 6.7.1 No Director or Officer of the Society may receive any payment for their services as a Member, Director or Officer unless the person is hired for their specific expertise and/or specialized service deemed necessary to the efficient operation of the Society and the fulfillment of its objectives.
- 6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

- 6.8.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. 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 the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the society, unless the act is fraud, dishonesty or bad faith.
- 6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 6.8.4 The Treasurer of the Society shall, at the expense of the Society, procure such liability insurance as from time to time may be required by the Board of Directors to carry out the provisions in 6.8.1 and 6.8.2 of this bylaw.

ARTICLE 7 - AMENDING THE BYLAWS

- 7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 7.2 The thirty (30) days' notice of the Annual General or Special meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 7.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 8 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 8.1 The Society does not pay any dividends or distribute its property among its Members.
- 8.2 If the Society is dissolved, any funds or assets remaining after paying all debts are distributed to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.