

# Association Bylaws

## The Snow Valley Racing Association (the “Association”)

### MEMBERSHIP

#### 1. Association Membership

Membership in the Association shall be open to all who support the goals of the Association, irrespective of sex, age, creed or ethnic, racial or cultural background.

#### 2. By-laws, Rules and Regulations

All members shall uphold, observe and conform to the By-laws, Rules and Regulations of the Association and such Regulations as made by the Board of Directors of the Association.

#### 3. Membership Fees

Members of the Association shall be registered with the Secretary of the Association and pay such registration and other fees to the Secretary as set from time to time by the Board of Directors.

#### 4. Member in Good Standing

For a member of the Association to be considered in good standing with the Association, that member must pay Association fees as are stipulated by the Association Board of Directors in advance of the membership year in question. Members will not be permitted to take part in any Association activities if these fees are not paid within 30 days of the date set for payment. Members in arrears shall be considered as having terminated their Association membership. Any member wishing to withdraw from membership may do so by giving written notice to the Board through its Secretary, but will forfeit his/her fees, which shall be considered non-refundable.

#### 5. Setting of Association Fees and Rules

Fees and rules of the Association shall be as the Board of Directors decides from time to time. Association membership shall commence on the first day of the membership year, September 1, or the date that fees are paid (whichever is the latter) and terminate on the last day of the membership year, August 31.

#### 6. Suspension and Expulsion from the Association

The Board of Directors may suspend or expel a member of the Association for acting contrary to the Bylaws, Rules and Regulations of the Association, the Alberta Alpine Ski Association (AASA), or Alpine Canada Alpin (ACA). The Association Board shall also create a Discipline Committee which may suspend or expel a member of the Association by majority vote for any cause which the Committee may deem reasonable.

#### 7. Classes of Association Membership

The classes of membership, eligibility and privileges shall be as follows:

**Individual Membership:** Non-competitive members who have paid the fees as set by the Association and are of the legal age of 18 shall be entitled to one vote at each Annual General Meeting, General Meeting and Special Meeting of the Association.

**Active Membership:** All eligible Athletes who participate in an Association sport program and who have paid the fees as set by the Association. All Active Members of the legal age of 18 shall be entitled to one vote at each Annual General Meeting, General Meeting and Special Meeting of the Association. Underage Active Members have no vote but may be represented by Parent Members.

**Parent Membership:** Parent(s) or legal guardian(s) of legally underage Active Members who have paid the fees as set by the Association. Each Parent Member shall be entitled to one vote with a limit of two (2) votes per family at each Annual General Meeting, General Meeting and Special Meeting of the Association.

### ALPINE CHAIRMAN

8. The Alpine Chairman shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Association and of the Board. In his/her absence, the Vice-Chairman shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

## **BOARD OF DIRECTORS**

9. Board of Directors or Board, shall mean the Board of Directors of the Association.
10. The Board shall, subject to the bylaws or directions given it by majority vote at any Association meeting properly called and constituted, have full control and management of the affairs of the Association, and meetings of the Board shall be held as often as may be required, but at least once every six months, and shall be called by the Alpine Chairman. A special meeting of the Board may be called on the instructions of any two Board members provided they request the Alpine Chairman in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days notice in writing mailed to each Board member or by three days notice by fax, email or telephone. Any three Board members shall constitute a quorum, and meetings may be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
11. A person appointed or elected a director becomes a director if they are at least 18 years of age, were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
12. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the Association may deem reasonable.
13. The Board is comprised of: Alpine Chairman, First Vice-Chairman, Treasurer, Program Director, and Past Chairman. In the event that the Past Chairman either declines to run for re-election or is not voted for by a majority of the Association Members then the person occupying the fifth Board position shall be titled the Second Vice-Chairman. In the event the association has two Program Directors one or both may attend Board Meetings but collectively they have only one vote.
14. Members of the Board shall be volunteers and shall not receive payment of income, honorariums, dividends or transfer of property by virtue of their position on the Board. The Program Director will not be paid for time spent on Board duties.
15. No elected Board Member may serve in the same position for more than 3 consecutive years.

## **SECRETARY**

16. The Board shall designate one of its members to be the Secretary and it shall be the duty of the secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Association which whenever used shall be authenticated by the signature of the Secretary and the Alpine Chairman, or, in the case of the death or inability of either to act, by the Vice-Chairman. In case of the absence of the Secretary, his/her duties shall be discharged by an alternative member of the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the Alpine Chairman and the Board.
17. The Secretary shall also keep a record of all the members of the Association (including full name, residential address and email address), send all notices of the various meetings as required and collect and receive the annual dues or assessments levied by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

## **TREASURER**

18. The Treasurer shall oversee the receipt of all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Association and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

## **PROGRAM DIRECTOR(S) AND COACHING STAFF**

19. The Program Director(s) (there may be multiple Program Directors) are paid positions that report to the Board of Directors. The Program Director(s) are responsible for the design and operation of the programs offered by the Association. The Program Director(s) may hire coaches and administrative staff and incur other expenses within the constraint of an annual budget as approved at any time by a majority of the Board of Directors. The Board of Directors has the right to review all salary and other program expenses incurred by the Program Director(s) and their coaching and administrative staff.

## **AUDITING**

20. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year of the Association in each year shall be May 1 through April 30.
21. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting or at anytime

upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

## **GENERAL MEETINGS**

22. This Association shall hold an Annual General Meeting on or before September 30 in each year, of which notice in writing to the last known residential or email address of each member shall be delivered by email 8 days prior to the date of the meeting. At this meeting there shall be elected by a vote of the voting members of the Association an Alpine Chairman, First Vice-Chairman, Treasurer, and Second Vice-Chairman if the Past Chairman declines to run for re-election or is not voted for by a majority. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Association.
23. General Meetings of the Association may be called at any time by the Secretary upon the instructions of the Alpine Chairman or Board by notice in writing to the last known residential or email address of each member, delivered by email eight days prior to the date of such meeting. A Special Meeting shall be called by the Alpine Chairman or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known email address of each member, delivered by email eight days prior to the meeting.
24. A quorum of any Annual General Meeting, General Meeting or Special Meeting shall consist of 10% of the voting members of the Association.

## **VOTING**

25. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Association. Such votes must be made in person and not by proxy or otherwise.

## **REMUNERATION**

26. No director, officer or member of the association shall receive any remuneration for his/her services with the exception of the Program Director(s), the administrative staff reporting to the Program Director(s) and the program coaching staff.

## **DISSOLUTION**

27. Upon the dissolution of the association, after payment of all its debts and liabilities, any remaining assets shall be disposed of to:
  - (i) Snow Valley Ski Club or its successor, with the provision that the assets be used for the support of amateur ski and snowboard racing in the City of Edmonton, or
  - (ii) transferred in trust to The City of Edmonton until such time as the assets can be transferred from the municipality to an eligible charitable group involved in amateur ski racing.

## **BORROWING POWERS**

28. For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

## **RULES OF ORDER**

29. Rules of Order for all meetings including Board of Directors' meetings, shall be as outlined in Robert's Rules of Order in all cases in which they are applicable and consistent with the by-laws of the Association.

## **FACILITIES**

30. As long as the Association is using any of the facilities of the Snow Valley Ski Club it will continue to have a cooperative relationship including inviting the General Manager of the Snow Valley Ski Club or his/her designee to observe Society and Board meetings. Also Snow Valley Ski Club may appoint up to 2 participants in any committee formed to hire a new Program Director for the Association.

## **GOVERNING LEGISLATION**

31. It is acknowledged that any provincial statute governing associations, societies, clubs, etc. has precedence over any inconsistent by-law of the Association.

## **BYLAWS**

32. The Bylaws may be rescinded, altered or added to by a Special Resolution (i.e. 75% majority of those present and voting at any Association meeting properly called and constituted).

DATED 15 of May, 2007.

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