

**NORTH BAY NORDIC SKI CLUB BY-LAWS**  
**Current as of May 2023**

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**1.0 NAME OF THE CLUB**

The name of the club is the North Bay Nordic Ski Club, which may be referred to as “the Club” or N.B.N.S.C.

**2.0 THE PURPOSE OF THE CLUB**

The North Bay Nordic Ski Club is a registered non-profit organization whose purposes are:

- (a) to develop and maintain a cross country ski facility for the use and enjoyment of the club membership and the general public;
- (b) to promote the growth and development of recreational cross country skiing and cross country ski racing in the North Bay area;
- (c) to develop ski programs in co-operation with the Northern Ontario Division of Cross Country Ontario and Cross Country Canada
- (d) to facilitate the growth of the North Bay Nordic Ski Club through partnerships with other recreational organizations whose mandate is in keeping with the mission and vision of the North Bay Nordic Ski Club.

**3.0 CLUB MEMBERSHIP**

- 3.1 Members of the Club shall consist of honorary members and all those who have paid their annual membership fees; namely, family members, individual members, students (age 13 and over), children (age 6 to 12), children up to the age of 5.
- 3.2 Honorary members are any distinguished persons appointed for a specified term upon recommendation and approval of the Board of Directors, hereinafter referred to as the “Board”. They shall be accorded the privileges of the Club and they shall not pay Club fees.
- 3.3 The membership fees for voting members will be evaluated annually by the Board, and approved at the Annual General Meeting (AGM).

- 3.4 The membership year will be from July 1 to June 30
- 3.5 There will be a reduced membership fee for those who pay their fees prior to a date specified by the Board including and between the last weekend in November and the first weekend in December.
- 3.6 The Board may extend school group memberships and other special group memberships, but these will not have voting power at General meetings.
- 3.7 Skiing privileges under group memberships are restricted to the specific time of group activity.
- 3.8 Non-members must purchase day passes for trail use; seasonal rates for day passes to be set by the Board.

#### **4.0 CLUB POLICY**

- 4.1 The Board shall establish and publish operational policies when and where appropriate.
- 4.2 Amendments to the policies by the Board must be approved by a majority of members at a General Meeting.

#### **5.0 ADMINISTRATIVE STRUCTURE**

- 5.1. Board of Directors
  - 5.1.1. The Club shall be managed, operated and governed by a Board of 10 to 12 Directors. Board members must be at least 18 years of age.
  - 5.1.2. The Board shall consist of the following:
    - (a) Club officers:
      - i. President
      - ii. Vice President
      - iii. Treasurer
    - (b) Seven to nine additional directors plus past president when applicable.
  - 5.13. Board members will be elected annually for a one-year term by and from the voting members at a general club meeting.
  - 5.14. Every director and officer shall comply with the *Ontario Not for Profit Corporation Act* (NPCA), and the Club's articles and by-laws
  - 5.15. Directors and officers of the Club shall disclose conflicts of interests as per Section 41 of the NPCA.
- 5.2. Nominations to the Board
  - 5.2.1. A Nomination Committee shall be appointed annually by the Board. It will have as membership at least three voting members, none of whom may stand for election.
  - 5.2.2. Nominations for Board members must be received by the Nomination Committee in writing prior to the election. No nominations will be accepted past the date specified by the Nominations Committee, in consultation with the Board. The

nominations must be made by two voting members and must have the acceptance of the nominee to act if elected.

5.2.3 The Nomination Committee will present the slate of directors to be elected to the Membership at the AGM. Members who intend to fill the roles of President, Vice-President, Treasurer, and Trails Committee Director shall be identified and given the opportunity to speak with members present, stating their vision and purpose.

5.2.4. If the number of nominees for the Board received by the Nomination Committee does not necessitate an election, then the Nomination Committee will present the slate of directors at the AGM to be accepted by a simple majority of the voting members present. Those on the slate must be voting members and must have agreed to be elected.

### 5.3. Election of Board Members

5.3.1. The election of Board members will be run by the Chairperson of the Nominations Committee. The election of the members of the Board shall be by ballot. Ballots will be prepared by the Nominations Committee and will list all members nominated. The election shall be by majority vote of voting members present at such AGM.

5.3.2. Forthwith after the AGM, the Directors shall meet and elect from amongst the directors the officers and other positions of responsibility within the Board. These decisions will be communicated to the membership in a timely manner.

5.4. In the case of the loss of a Board Member, if a vacancy comes up between annual meetings, then a quorum of directors can appoint up to one-third of the directors that were elected at the last annual meeting. Where the member is the President, the Vice-President will become President.

5.5. A Board member who fails to attend more than two consecutive meetings during the year, without good reason, may be asked to resign by the Board.

5.6. If the Board determines that a Board member is not fulfilling his/her duties, then the Board may reassign those duties.

5.7. Any director may resign his office at any time upon delivery of such resignation in writing to the Board. Such resignation shall take effect forthwith and no acceptance thereof shall be necessary.

5.8. The fiscal year shall be from May 1 to April 30.

## 6.0 DUTIES OF THE BOARD OF DIRECTORS

### 6.1. Responsibilities of the Officers

6.1.1 The President is responsible for:

- (a) the administration and management of the Club;
- (b) assigning other specific duties to the Board and Committee Members as the need arises;
- (c) arranging for the audit of the books, when necessary;
- (d) calling Board meetings and General Club Meetings and presiding at these meetings;
- (e) applying for Trail Use Permit with the Ministry of Natural Resources;

- (f) payment of N.O.D. fees and registration of Club events; and
- (g) making application for government grant assistance.

6.1.2. Vice President is responsible for:

- (a) chairing Board and General meetings when the President is absent;
- (b) assuming the duties of the President should the President be absent, unavailable, or retire from the Board during his/her term; and
- (c) assisting and advising the president in all matters where appropriate.

6.1.3. The Treasurer is responsible for:

- (a) maintenance and safekeeping of accounts and records;
- (b) preparation of financial statements, for both Board and Club Meetings;
- (c) banking, handling and safekeeping of cash;
- (d) ensuring adequacy of insurance coverage;
- (e) remittance of appropriate payroll deductions and government taxes; and
- (f) presenting the Budget for the upcoming year at the AGM with input from other Board members and Committee chairpersons.

6.2. Responsibilities of the Directors

- (a) carrying out specific tasks as assigned by the President;
- (b) serving on various Club Committees,
- (c) attending all Board meetings,
- (d) developing and publishing Committee Guidelines
- (e) ensuring that all important management functions are carried out.

Functions to be carried out include, but are not limited to:

- i. maintenance of buildings and property;
- ii. public relations and marketing;
- iii. publicity of club activities and events;
- iv. maintenance of the Club Website and social media platforms;
- v. coordinating skier development programs, which includes:
  - Instruction and Youth Development
  - Junior racing teams
  - University and masters racer programs
- vi. organizing, publicizing and running club races,
- vii. organizing club socials and events,
- viii. ski trail grooming and maintenance,
- ix. maintenance of Club equipment;
- x. liaison with School groups
- xi. maintaining membership database and records,
- xii. managing finances and fundraising,
- xiii. publishing newsletters,
- xiv. recording club history,
- xv. snowshoe trail maintenance and operation, and
- xvi. recruitment and coordination of volunteers

6.3. Responsibilities of the Secretary

6.3.1. The position of Secretary is not an elected position but will be filled by appointment by the Board.

- 6.3.2. The Secretary, under the direction of the President, is responsible for:
- (a) preparation of the agenda for Board and Annual General Meetings, the recording of minutes, and the distribution of minutes
  - (b) providing notice of Board and Club Meetings as directed by the President; and
  - (c) keeping a record of Club correspondence
- 6.4. Responsibilities of the Past President:
- 6.4.1. The past president will hold a position on the Board for a term of one year following the election of a new president;
- 6.4.2. The past president is responsible for acting in an advisory capacity on all matters related to the Club, and serving on committees when necessary.

## **7.0 BOARD MEETINGS**

- 7.1 Board Meetings will be held at the call of the President or any four of the Directors and are open invited guests and members at large. When appropriate, Board members may participate in Board meetings by any recognized means of distance communication.
- 7.2 A Quorum will consist of "50% plus one" members of the Board.
- 7.3 Club Board Meetings will consider:
- (a) approval of unbudgeted expenditures;
  - (b) approval of financial statements; and
  - (c) other matters concerning the operation of the Club.
- 7.4. Voting at Board Meetings
- 7.4.1. Only members serving as Directors may vote at meetings of the Board of Directors. Voting at Board Meetings is one vote by Board Member, excluding the President. In the case of tie votes, the President or Presiding Officer shall have the deciding vote.
- 7.4.2. When the President has assumed the responsibility of a committee and an issue arises related to that committee requiring a vote, the President may step aside and vote. The Vice President shall, at that time, become the Presiding Officer.
- 7.5 Members at large who wish to present an issue at a Board Meeting must arrange to have the issue listed on the agenda by the Secretary one week in advance of the meeting.

## **8.0 GENERAL MEETINGS**

- 8.1. Conduct of Club Meetings will be in accordance with Parliamentary procedures and the minutes will be maintained. The Minutes from an AGM shall be tabled for approval at the following AGM.
- 8.2. Any member wishing to table a motion at a general meeting must have the motion seconded and then circulate that motion in writing, to all members 30 days in advance for the AGM and 10 days in advance or other general meetings.

- 8.3 The AGM of the North Bay Nordic Ski Club shall be held at the end of the ski season at the call of the President to consider:
- (a) financial statements presented by the Treasurer and the Budget for the next year;
  - (b) annual reports from Directors and Committees;
  - (c) proposed Club activities;
  - (d) election of the Board of Directors; and
  - (e) other business concerning the Club.
- 8.4 Notice of the Annual General Meeting shall be sent to the membership at large at least 30 days in advance of the meeting.
- 8.5 Extraordinary General Club Meetings may be called at any time by:
- (a) the President; or
  - (b) the President on application in writing by 25 voting members clearly stating the cause of such an application.
- 8.6 The membership at large shall be notified of an Extraordinary General Club Meeting at least 10 days in advance of the meeting.
- 8.7 An Extraordinary General Club Meeting must be called to consider unbudgeted capital expenditures of \$10,000 or more.
- 8.8 Voting at General Meetings
- 8.8.1 Any club member who has reached the age of 18 years is entitled to vote at all General Meetings of the Club.
  - 8.8.2 In case of tie votes, the President or Presiding Officer shall cast the deciding vote.
  - 8.8.3 Proxy votes shall be allowed at all General meetings of the club in accordance with the current legislation.
  - 8.8.4 At a General Meeting of the North Bay Nordic Ski Club a Quorum shall consist of those members attending.

## **9.0 AMENDMENTS**

- 9.1. Proposals to amend the Club's By-Laws shall be done in accordance with the current legislation. The proposal will be considered and voted on at the next General Club Meeting.
- 9.2. Amendments of the By-Laws are enacted by a simple majority of voting members at said General Club Meeting.

## **10.0 STANDING COMMITTEES**

- 10.1. There shall be the following five standing Committees:
- (a) Trails
  - (b) Building and Property
  - (c) Skier Development
  - (d) Club Races and Events
  - (e) Finance

- 10.2. Each committee shall be made up of at least one Board Member and should have at least one person from the membership at large, approved by the Board. The club president shall be an ex officio member of all standing committees.
- 10.3. Each committee shall have the responsibility of forwarding recommendations to the Board concerning matters within the areas for which that committee has responsibility.
- 10.4. The initial Committee meeting will be called by the Board member responsible for that Committee.
- 10.5. The Board may, from time to time, create ad hoc committees as deemed necessary for the good management of the Club. These committees may be created for specific purposes and time periods. for specific, time-limited purposes.

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