CALEDONIA
NORDIC • SKI • CLUB

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

Caledonia Nordic Ski Club Bylaws

Certified, October 26, 2025

Table of Contents

2 MEMBERS 3
2.1 Eligibility 3
2.2 Duties of members 3
2.3 Classes of members 3
2.4 Fee categories 3
2.5 Legacy fee category 3
2.6 Members not in good standing 4
2.7 Privileges of members 4
2.8 Membership term 4
2.9 Membership not transferable 4
2.10 Cessation of membership 4
2.11 Discipline and expulsion 4
3 GENERAL MEETINGS OF MEMBERS 5
3.1 Time and place 5
3.2 Notice of general meeting 5
3.3 Ordinary business at general meeting 5
3.4 Notice of special business 5
3.5 Members' proposals 6
3.6 Chair of general meeting 6
3.7 Quorum 6
3.8 Adjournments by chair 6
3.9 Notice of continuation of adjourned general meeting 7
3.10 Order of business at general meeting 7
3.11 Minutes of general meetings 7
3.12 Matters decided at general meeting by ordinary resolution 7

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

3.13 Voting at a general meeting 7
3.14 Meeting by electronic means 8
3.15 Electronic voting 8
3.16 Annual General Meetings 9
4 ELECTION OF DIRECTORS 9
4.1 Eligibility 9
4.2 Election of directors 9
4.3 Number of directors 10
4.4 Directors' term 10
4.5 Vacancies 10
4.6 Term of appointment of director filling vacancy 10
4.7 Resignation of all directors 10
4.8 Removal of directors 11
5 BOARD MEETINGS 11
5.1 Calling Board meetings 11
5.2 Notice of Board meetings 11
5.3 Proceedings valid despite omission to give notice 11
5.4 Conduct of Board meetings 11
5.5 Quorum at Board meetings 11
5.6 Minutes of Board meetings 11
5.7 Directors' duties 11
6 AUTHORITY AND DIRECTORS' RENUMERATION 12
6.1 Board authority 12
6.2 Authority to bind 12
6.3 Delegation 13
6.4 Borrowing powers 13
6.5 Leases 13
6.6 Renumeration of directors 13
7 RECORDS 13

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

1 DEFINITIONS AND INTERPRETATION

The definitions in the Societies Act (the Act) apply to these Bylaws. If there is a conflict between these Bylaws and the Act or the Societies Act Societies Regulations (the Regulations), the Act or the Regulations, as the case may be, prevail.
In these Bylaws:
"Act" means the Societies Act of British Columbia as amended from time to time;
"Board" means the elected directors of the Society;
"Bylaws" means these Bylaws as altered from time to time;
“Operational” means routine functions and maintenance that occur as part of ongoing activities and facilities associated with the Caledonia Nordic Ski Club;
"Power" means authority and ability;
“Society” means the Caledonia Nordic Ski Club or CNSC.

2 MEMBERS

2.1 Eligibility

A person may apply to the Board for membership in the Society and on acceptance and on paying the membership fees for that year, shall be a member in good standing for that year.

2.2 Duties of members

Every member must uphold the constitution of the Society and must comply with these Bylaws.

2.3 Classes of members

There are two classes of membership: voting and youth.
a) Voting members have the right to vote, have had their 16th birthday on or before 31 December of the membership year, and have either paid the annual fee set by the Board or paid a lifetime fee;
b) Youth members do not have the right to vote, have not had their 16th birthday on or before 31 December of the membership year, and have paid the annual fee set by the Board.

2.4 Fee categories

The Board may define fee categories and set fees for those categories as they see fit.

2.5 Legacy fee category

Lifetime members are a legacy category of voting members who paid a one-time fee prior to October 31, 2017, for which they and their spouse are entitled, for the rest of their natural lives and their children for as long as they are under the age of 19, to be given an annual ski pass and have their Cross Country BC dues paid by the Society. These memberships are not transferable.

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Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

2.6 Members not in good standing

1) All members are in good standing except:
    a. Any members who have not paid their annual membership fees where applicable; or
    b. Those who the Board has declared to be not in good standing as part of disciplinary action;
2) A member who is not in good standing:
    a. May not vote at a general meeting;
    b. Is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members; and
    c. Loses all members' privileges except as expressly permitted by the Board.

2.7 Privileges of members

Every member in good standing shall be entitled to:

1) Use the Society's facilities, subject to any policies set by the Board;
2) Submit members' proposals for consideration at general meetings in accordance with the Act and these Bylaws; and
3) Discuss motions and proposals at a general meeting in accordance with such rules of order as may be adopted.

2.8 Membership term

Membership in the Society shall be annual and ends on October 31st of the following year.

2.9 Membership not transferable

Membership and voting rights are not transferable.

2.10 Cessation of membership

A person shall cease to be a member of the Society:

1) When their term of membership expires;
2) By delivering to the president of the Society, either personally or by email or registered letter mail, a written notice to that effect;
3) On their death; or
4) On being expelled from the Society.

2.11 Discipline and expulsion

The Board may subject a member to disciplinary action or may expel them from the Society for conduct that violates the Society's code of conduct or applicable provincial or national safe sport policies;

1) Before disciplining or expelling a member of the Society, the Society must:
    (a) Send the member written notice of the proposed disciplinary action or the expulsion, including the reasons for the action or expulsion; and

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

(b) Give the member a reasonable opportunity to make representations to the Society respecting the proposed action or expulsion;

2) Members may only be disciplined or expelled by a resolution passed with 80% support from all elected directors.

3 GENERAL MEETINGS OF MEMBERS

3.1 Time and place

1) General meetings of the Society must be scheduled and held in accordance with the requirements of the Act;
2) General meetings shall be held at the time and place that the Board decides;
3) Voting members may requisition a general meeting in accordance with the procedures set out below and in the Act. A requisition to require the directors to convene a general meeting for the purposes stated in the requisition must be supported by not less than ten percent (10%) of the voting members of the society.

3.2 Notice of general meeting

1) Twenty one (21) day's notice shall be given of all general meetings. Notice must be given to every member by both:
    a. Email to the email address stated on the member's application form; and
    b. By posting notice on the Society's website throughout the period commencing at least 21 days before the meeting and ending when the meeting is held;
2) The notice will include a draft agenda, including any items beyond ordinary business as defined in 3.3 but not including items under 3.5;
3) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

3.3 Ordinary business at general meeting

At a general meeting, the following business shall be considered ordinary business:

1) Adoption of rules of order;
2) Consideration of any financial statements of the Society presented to the meeting;
3) Consideration of the reports, if any, of the directors or auditor;
4) Election of directors; and
5) Business arising out of a report of the directors not requiring the passing of a special resolution.

3.4 Notice of special business

A notice for a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

3.5 Members' proposals

Members may propose items for consideration as special business before a general meeting, as per the Act, when more than 2.5% of the total voting members have signed and delivered the proposal to the President or Secretary.

3.6 Chair of general meeting

The following individual shall preside as the chair of a general meeting:

1) The individual, if any, appointed by the Board to preside as the chair;
2) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair;
    a. The president;
    b. The vice-president, if the president is unable to preside as the chair; or
    c. One of the other directors in attendance at the meeting, if both the president and vice-president are unable to preside as the chair;
3) If no eligible individual is available to chair the general meeting within 15 minutes of its scheduled start, the attending voting members must elect someone present to act as the chair.

3.7 Quorum

1) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance;
2) The quorum for the transaction of business at a general meeting is 15 voting members or 1% of the voting members, whichever is greater;
3) If, within 30 minutes of the time set for holding a general meeting, a quorum of voting members is not in attendance;
    a. In the case of a meeting convened on the requisition of members, the meeting must be terminated; and
    b. In any other case, the meeting must be adjourned to the same day in the next week, at the same time and, if applicable, place, and if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are in attendance shall constitute a quorum for that meeting;
4) If at any time during a general meeting, there ceases to be a quorum of voting members in attendance, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

3.8 Adjournments by chair

The chair of a general meeting may, or, if directed by the voting members at the meeting must, adjourn the meeting from time to time and, if applicable, from place to place. No business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

3.9 Notice of continuation of adjourned general meeting

Notice of the continuation of the adjourned meeting must be given to the membership on the website and through email the day following the adjournment.

3.10 Order of business at general meeting

The order of business at a general meeting shall be as follows:

1) Elect an individual to chair the meeting, if necessary;
2) Determine that there is a quorum;
3) Approve the agenda;
4) Approve the minutes from the last general meeting, if necessary;
5) Resolve unfinished business from the last general meeting;
6) If the meeting is an Annual General Meeting;
    (i) Receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
    (ii) Receive any other reports of directors' activities and decisions since the previous Annual General Meeting;
    (iii) Elect directors;
7) Deal with special business, including any matters about which notice has been given to the members in the notice of meeting;
8) Terminate the meeting.

3.11 Minutes of general meetings

1) Unconfirmed minutes of all general meetings shall be published on the Society's website promptly following the meeting date;
2) Errors or omissions shall be brought to the attention of the Board within the greater of three weeks after the date of the meeting, or two weeks after being published;
3) The minutes shall be reviewed by the Board at a subsequent Board meeting and validated minutes posted on the Society's website promptly following any clarifications.

3.12 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.13 Voting at a general meeting

1) At a general meeting conducted in person, voting must be by a show of hands or another method, including electronic voting, that adequately discloses the selection

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

of the voting members, except that if, before such a vote, two or more voting members request a secret ballot, or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot;

2) Voting by proxy is not permitted;
3) The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.14 Meeting by electronic means

1) The Board may decide to hold any general meeting in whole or in part by electronic means;
2) Where a general meeting is to be conducted using electronic means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any;
3) The notice of a general meeting to be held by electronic means must include instructions on how to participate in the meeting.

3.15 Electronic voting

1) The Society may conduct votes electronically, either outside of a general meeting or during a general meeting, provided that the Society provides notice of such a vote to each voting member;
2) The notice of an electronic vote must include the following information:
    a. The text of the resolutions to be voted on;
    b. Instructions on how a voting member may cast a vote; and
3) The date and time at which voting may both begin and close. Notice of an electronic vote must be given to every member at least 21 days prior to the date on which voting may begin by both:
    a. Email to the email address stated on the member's application form; and
    b. By posting notice on the Society's website throughout the period commencing at least 21 days before the date on which voting begins;
4) Electronic voting must be carried out by methods that:
    a. Adequately disclose the selection of the voters;
    b. Allow the invigilators to confirm that:
        i. Each vote is from a voting member;
        ii. No voting member has voted more than once;
        iii. Each vote is received within the time frame for voting provided in the notice;
    c. Provide voting members with confirmation that their vote has been received;
5) When electronic voting is conducted outside a general meeting, the voting period must remain open for no fewer than seven (7) days from the date voting begins;

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

6) When electronic voting is conducted during a general meeting, including the Annual General Meeting, the voting period may be shorter than seven (7) days and may occur during the course of the meeting, provided the vote is conducted with the requirements of this section;
7) The outcome of an electronic vote shall be sent as soon as practical to each member by email to the email address stated on the member's registration form and posted on the Society's website for a period of at least fourteen days.

3.16 Annual General Meetings

1) The Annual General Meeting shall be held in the last seven (7) months of the membership year in accordance with the Act;
2) The scheduled date of the Annual General Meeting and the date on which notice will be given is to be published on the Society's website at least 90 days prior to the meeting date;
3) The Board shall present the following to the members at each Annual General Meeting:
    a. Financial statements in relation to the period beginning immediately after the end of the preceding finance year and ending not more than three (3) months before the Annual General Meeting, approved by the Board and signed by one or more directors;
    b. The auditor's report, if any, on those financial statements;
    c. The expenses, if any, paid by the Society to the directors in the period in relation to which the financial statements are prepared;
    d. A report of the remuneration paid over $75,000 by the Society in that period to employees and contractors, including a list providing each employee's or contractor's position, the nature of the services provided, and the amount paid; and
    e. Directors' reports as to the Society's affairs.

4 ELECTION OF DIRECTORS

4.1 Eligibility

Only voting members over the age of 18 and in good standing may be elected as Directors.

4.2 Election of directors

1) At least one (1) month before the Annual General Meeting, the Board of directors shall appoint a Nominating Committee to obtain nominations for the Board of directors. The report of the Nominating Committee shall be given at the Annual General Meeting before the election of directors;
2) The meeting chair shall call for nominations from the floor, if any, for the directors to be elected;

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

3) Electronic voting may be used for the election of directors at the Annual General Meeting, whether the meeting is held in person, electronically, or in a hybrid format.
4) Directors will be elected by the membership in a vote with a secret ballot;
5) No candidate shall be elected as a director unless the candidate has more than 50% of the total vote cast;
6) In the event that multiple candidates for a position receive 50% or less of the vote cast, the candidate having the least number of votes shall be withdrawn from the election and the members shall re-vote until one candidate has more than 50% of the total votes cast;
7) If fewer directors are elected than the Board determines necessary to effectively serve the membership, the Board may call another election for vacant positions.

4.3 Number of directors

1) The Board shall consist of up to twelve (12) voting but not be less than five (5) directors, who shall be elected to one (1)-year terms in the following positions: president; vice president; treasurer; secretary; and up to eight directors at large;
2) The previous year's president, if different than the incumbent, shall be an ex-officio and non-voting member of the Board.

4.4 Directors' term

A director holds office only until the conclusion of the next Annual General Meeting of the Society.

4.5 Vacancies

1) The Board may, at any time, appoint an eligible member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, incapacity, or otherwise, of a director during the director's term of office;
2) In the event that one of the positions of president, vice president, secretary or treasurer is vacant, another elected director may be appointed to the position by the Board.

4.6 Term of appointment of director filling vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.7 Resignation of all directors

In the event that all the directors resign from office before the Annual General Meeting, a general meeting shall be held within six (6) weeks for the purpose of electing a new Board.

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

4.8 Removal of directors

A director may be removed from office by a special resolution passed by the members, or if a director is incapacitated or fails to attend Board meetings for three (3) consecutive months, the remaining directors may remove the director by a vote with 2/3 in favour. A director so removed is deemed to have resigned.

5 BOARD MEETINGS

5.1 Calling Board meetings

A Board meeting may be called by the president or by any two directors.

5.2 Notice of Board meetings

At least two days' notice of a Board meeting must be given unless all the directors agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director, shall not invalidate proceedings at the meeting.

5.4 Conduct of Board meetings

The directors shall have discretion to determine the manner in which meetings and proceedings are conducted.

5.5 Quorum at Board meetings

The quorum necessary for the transaction of business at a Board meeting shall be 50% of the elected positions and must include two of president, vice president, secretary, or treasurer.

5.6 Minutes of Board meetings

1) Minutes shall be taken at a Board meeting and in the absence of the person designated to do so, the directors present must appoint one of themselves to take minutes;
2) The minutes of each Board meeting shall be posted on the Society's website within 2 weeks after approval of those minutes.

5.7 Directors' duties

1) Role of president: the chair of the Board and shall be primarily responsible for ensuring the Society's goals and objectives are administered in accordance with the Society's constitution, Bylaws and policies. The president shall act as spokesperson for the Society and represents it locally, regionally and nationally, as required;

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

2) Role of vice-president: shall be responsible for carrying out the duties of the president if the president, is for any reason, unable to act;
3) Role of secretary: shall be responsible for doing, or making the necessary arrangements for, the following:

a. Issuing notices of general meetings and Board meetings;
b. Taking minutes of general meetings and Board meetings;
c. Keeping the records of the Society in accordance with the Act;
d. Conducting the correspondence of the Board; and
e. Filing the annual report of the Society and making any other filings with the registrar under the Act;

4) Role of treasurer: shall generally perform all duties of a treasurer including doing, or making the necessary arrangements for, the following:

a. Receiving and banking monies collected from the members or other sources;
b. Keeping accounting records in respect of the Society's financial transactions;
c. Preparing the Society's financial statements;

5) Directors at large: At the first Board meeting immediately after the election of directors for that year, the directors shall appoint one or more of themselves to be responsible for liaising with the committee heads of each of the program areas of the Society.

6 AUTHORITY AND DIRECTORS' RENUMERATION

6.1 Board authority

1) The Board shall have full control of the management, activities, and internal affairs of the Society as well as the managing, running, and care of all lands, premises and equipment held by the Society;
2) Despite 6.1.1, the Board shall not in any way transfer, mortgage, or otherwise devolve the lands or premises, or the rights to the lands or premises, held by the Society. Equipment, including temporary buildings, may be bought and sold for operational purposes.

6.2 Authority to bind

1) No director or any other member or employee of the Society shall act on behalf of or in the name of the Society or undertake any obligation or enter into any contract on behalf of or in the name of the Society unless the director, member or employee has been authorized by resolution of the Board;
2) A contract or other record to be signed by the Society may only be signed on behalf of the Society by one or more directors, members, or employees specifically authorized by the Board through resolution or policy.

P.O. Box 1243,
Prince George BC, V2L 4V3
PHONE/FAX 250.564.3809

6.3 Delegation

1) The Board may delegate some but not all powers to people and to committees consisting of such members as the Board may deem fit;
2) Any person or any committee so formed shall, in the exercise of the powers so delegated, conform to any rules, policies, principles or terms of reference that may from time to time be imposed upon them by the Board and shall report back to the Board those things done in the exercise of the delegated powers.

6.4 Borrowing powers

The Society may exercise all or any of the borrowing powers conferred upon it by the Act in the following manner:

1) The Board may authorize borrowing that is restricted to unsecured operational lines of credit for a term not exceeding one (1) year;
2) Borrowing for secured loans, mortgages, or for unsecured operational lines of credit for a term exceeding one (1) year must be authorized by the membership through a special resolution.

6.5 Leases

1) The Board may authorize leasing for operational purposes for a term not exceeding three (3) years;
2) Leases for other purposes and for terms exceeding three (3) years must be authorized by the membership through a special resolution.

6.6 Renumeration of directors

No director shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

7 RECORDS

1) A member in good standing may, without charge, inspect any record the Act requires the Society to keep; and
2) The Society shall maintain a membership register separated by class of member as required by the Act and this register shall be available upon request to every voting club member in good standing as required by the Act.