

**CROSS COUNTRY SASKATCHEWAN ASSOCIATION
INC.
BY-LAWS
APRIL 2015
(Amended - September 2017)**

1.00 Name

- 1.01 The name of the Association is CROSS COUNTRY SASKATCHEWAN ASSOCIATION INC.

2.00 Definitions

- 2.01 In these by-laws:
- a. “Annual Fee” means the fee assessed by SASKI under section 11.00.
 - b. “Association” means Cross Country Saskatchewan Association Inc.
 - c. “Member” means a person who is a member of a Member Club.
 - d. “Member Club” means a club meeting the qualifications of section 7.02.
 - e. “Members” means each Member and Member club collectively.
 - f. “Zones” means the geographic divisions set out in Section 6.00.
 - g. “SASKI” means the Saskatchewan Ski Association

3.00 Affiliation

- 3.01 The Association is part of SASKI which is the Provincial Sport Governing body for skiing in Saskatchewan
- 3.02 The Association represents the interests of its members to SASKI and Cross Country Canada

4.00 Purpose

- 4.01 The purpose of the Association is to develop cross country skiing in all its aspects and more particularly to:
- a. function as the governing body of cross country skiing in Saskatchewan;
 - b. promote cross country skiing
 - c. encourage formation of Member Clubs and provide all possible services and assistance;
 - d. develop programs to increase the participation in and enjoyment of cross country skiing by Members;

- e. provide competitive and recreational cross country skiing programs in Saskatchewan;
- f. govern the conduct of provincial cross country skiing competitions;
- g. Pursue excellence by selection and training competitors to represent Saskatchewan in interprovincial and national competitions;
- h. encourage support of its programs and of cross country skiing by the public generally;
- i. provide guidance, information, and assistance to Member Clubs within these objects;

5.00 Boundaries

- 5.01 The boundaries of the Association are the same as the boundaries of the Province of Saskatchewan.
- 5.02 Clubs and Club Members that straddle our provincial boundaries can be admitted to the Association, subject to approval by the Board.

6.00 Zones

- 6.01 For the purpose of the Association, the Province shall be divided into three zones.
- 6.02 The Zones are:
 - a. the area north of the 54th parallel,
 - b. the area between the 52nd and 54th parallels,
 - c. the area south of the 52nd parallel,

7.00 Membership Association

- 7.01 The Association has two classes of membership as follows:
 - a. Member Clubs
 - b. Members
- 7.02 A Member Club is the basic membership unit of the Association. To become a Member Club of the Association, a club must meet the following requirements:
 - a. be a member of SASKI
 - b. have at least ten (10) members
 - c. assess and pay dues for each Member to SASKI
 - d. have an elected president
 - e. provide reports and records to the Association as required by the Association
- 7.03 A Member Club has full participation and voting rights as set out in Article 8.00.
- 7.04 A Member Club which has failed to meet its obligations under 7.02 may lose its membership by majority vote of the Board of the Association

- 7.05 A Member is any person:
- a. who is a properly qualified member of a Member Club; and
 - b. for whom membership fees have been received by SASKI from the Member Club of which the person is a Member.

8.00 Voting at Annual, Spring or Special General Meetings

- 8.01 Each Member and all Member Clubs are entitled to attend any annual or special general meeting of the Association. Only Member Clubs are entitled to vote on questions put to any meeting. Voting shall be in accordance with the following formula:

| Number of Members in Club | Number of Votes |
|---------------------------|-----------------|
| Less than 10 | 0 |
| 10 – 20 | 1 |
| 21 – 100 | 2 |
| 101 – 200 | 3 |
| 201 – 300 | 4 |
| 301 – 400 | 5 |
| 401 – 500 | 6 |
| 501 – 600 | 7 |
| 601 – 700 | 8 |
| 701 – 800 | 9 |
| 801 – 900 | 10 |
| 901 – 1000 | 11 |
| 1001 and over | 12 |

- 8.02 One club may carry the written proxy for one other club.

9.00 Membership Year

- 9.01 The number of Members in a Member Club is determined from the membership lists of Member Clubs as of the first day of April of the current calendar year.

10.00 Voting Member Clubs

- 10.01 Each Member Club has the right and responsibility to attend and cast its own votes at any annual or special general meeting of the Association, and must delegate one or more of its Members to attend and to vote or assign a proxy, as per Item 8.02.
- 10.02 A Member Club is not entitled to vote if it has not paid its Annual Fee.

11.00 Annual Fee

- 11.01 Each Member Club will pay an Annual Fee to SASKI. The Annual Fee will be set by SASKI in accordance with its by-laws and Cross Country Saskatchewan’s requirement. The Association will receive a portion of the Annual Fee from SASKI.
- 11.02 The Cross Country Saskatchewan Fee is set to cover the membership fee charged by Cross Country Canada, plus any pure CCS requirements.

- 11.03 Any Cross Country Saskatchewan fee increases must be ratified by a majority vote at the Annual, Spring or Special General Meeting.

12.00 Management by Board of Directors

- 12.01 All of the affairs of the Association are managed by Board of Directors made up of Members of the Association as follows:
- a. President
 - b. Funding and Finance Director
 - c. Youth Programs Director
 - d. High Performance Director
 - e. Officials & Coaching Development Director
 - f. Director
 - g. Director
 - h. Director
 - i. Director
 - j. Past President, as an ex-officio member of the Board
- 12.02 The Board may hire an Executive Director to assist it in managing the affairs of the Association.

13.00 Offices Filled

- 13.01 The offices of the Board shall be filled by Members elected by Member Clubs at each annual meeting of the Association. No Member shall serve more than three consecutive terms as President.

All positions are 2 year terms:

The following positions are elected on odd years:

- i. President
- ii. High Performance Director
- iii. Youth Programs Director
- iv. Director
- v. Director

The following positions are elected on even years:

- i. Funding and Finance Director
- ii. Officials & Coaching Development Director

- iii. Director
- iv. Director

- 13.02 The Executive Director of the Association shall serve as secretary to the Board
- 13.03 At the first meeting of the Board after the Spring General Meeting, the Directors at Large will assume, by agreement, the responsibilities of:
- a. Vice President
 - b. Northern Development
 - c. Facility and Recreational Skiing
 - d. Public Relations
 - e. Other responsibilities as decided by the Board, if necessary.
- 13.04 The Board may appoint a Member to fill any vacant position on the Board until completion of the term

14.00 Power of Board

- 14.01 The Board of the Association:
- a. shall administer all of the affairs of the Association;
 - b. may authorize the Association to enter any kind of contract which the Association may lawfully enter into;
 - c. may exercise all powers and do all acts that the Association is authorized to do by its Articles of Incorporation or bylaws.
- 14.02 Without in any way restricting the preceding paragraph, the Board is expressly empowered, from time to time, to purchase, lease or otherwise acquire which it regards as necessary or essential to the operation of the Association.
- 14.03 The Board is empowered to:
- a. appoint committees or sub-committees as it decides to assist or promote any object of the Association,
 - b. hire professional or other assistance as it decides.

15.00 Board Meetings

- 15.01 The Board may hold its meetings at any place or places in the province of Saskatchewan, as it decides. Board meetings may be formally called by the President, as deemed necessary upon not less than two days notice. A Board meeting may be held, without notice, immediately following the Annual or Spring General meeting of the Association.
- 15.02 One half or more of the Board members presently holding office, excluding ex-officio members, shall form a quorum for the transaction of business.
- 15.03 Meetings of the Board may take place in person or by tele-conference call.

- 15.04 A Board meeting shall be chaired by the President and in the absence of the President, the Vice President shall chair the meeting. In the absence of the Vice President the Board members in attendance shall elect a Chairperson.

16.00 Voting at Board Meeting

- 16.01 Questions arising at any meeting of the Board shall be decided by a majority of votes. The President/Chairperson will vote last. In the event of an equality of votes the matter will not pass.

17.00 Single Subject Meetings and Electronic Communication

- 17.01 Circumstances may arise where a single item/subject requires Board approval and a full Board meeting is not possible or practicable. In this event a "Single Subject Meeting" would be called by the President via email. The process to follow is:
- 17.01.1 The President, either directly or through the Executive Director will call the "meeting"
- 17.01.2 The notice of meeting will contain:
- 17.01.2.1 A background to the "subject"
- 17.01.2.2 The motion is presented to be considered by the mover of said motion
- 17.01.2.3 A request for a Seconder
- 17.01.2.4 Open email "Reply All" discussion, subject to a set time frame, e.g., 2 days if time frames allow
- 17.01.2.5 Should email discussion lead to an amendment to the original motion this would follow Roberts Rules of Order for proper amendment
- 17.01.2.6 After discussion the Call for a Vote
- 17.01.2.7 Tally of votes, decision recorded and action or no action depending on the vote outcome
- 17.01.3 Only the "Single Subject" can be dealt with at the meeting
- 17.02 The outcome of the Single Subject Meeting is to be recorded in the minutes of the next Board meeting.

18.00 President

- 18.01 The President is responsible for:
- a. the general supervision of the employees, administration, management and control of the Association;
 - b. calling of meetings of the Association;
 - c. presiding at all meetings of the Association;
 - d. acting as chairperson of Board Meetings;
 - e. acting as an ex-officio member of all committees or sub-committees, at the President's discretion, except for the Nominating Committee created under section 21.00.
 - f. represent Cross Country Saskatchewan on the Board of SASKI
 - g. represent Cross Country Saskatchewan at the Cross Country Canada Annual General Meeting and at the Cross Country Canada Divisional Chairs meetings.
- 18.02 If the President is absent or unable to act, the duties and powers of the President may be exercised by the director fulfilling the duties of Vice President.

19.00 Executive Director

- 19.01 The Executive Director shall keep all official records of the Association, and shall attend all annual, Spring General and Board meetings and record the proceedings of the meetings in the books kept for that purpose.
- 19.02 The Executive Director is the custodian of the seal for the Association.

20.00 Other Officers

- 20.01 The duties of all other officers and members of the Board are determined by the Board .

21.00 Financial Affairs

- 21.01 Under the direction of the Board and the Funding & Finance Director, the Executive Director shall control the deposits of money, the safekeeping of securities and the disbursement of funds of the Association. The Finance Director shall provide to the Board at its meetings, or whenever required by the Board and account of all transactions and the financial position of the Association; and shall present the most recent audited financial statement and the most current financial statement of the Association at each annual general meeting of the Association. In the absence of the Funding and Finance Director the Executive Director will present the audited financial statement and the most current financial statement of the Association.

22.00 Nominations

- 22.01 There shall be a Nominating Committee comprised of at least two (2) Members of the Association responsible for presenting nominations to the Spring General Meeting of the Association. The committee shall meet prior to each Spring General Meeting to consider all nominations to the Board and if possible, to present a slate of candidates for election to the Board at the Spring General Meeting.
- 22.02 The chairman and other members of the Nominating Committee shall be appointed by the Board of the Association. The chairman of the Nominating Committee shall take the chair at the Spring General Meeting during the election of the Board and relinquish the chair only when a President has been elected.
- 22.03 In nominating a Member to the position of Director, the Nominating Committee shall consider the objective to nominate a director from each of the three geographic zones.
- 22.04 A nomination from the floor of the Spring General Meeting will be accepted but only if it is in writing, signed by two Members and has the written acceptance of the Member nominated.

23.00 Resignation or Incapacity

- 23.01 Should the resignation, permanent incapacity, death, improper conduct, inability, unwillingness or failure to act of any director or officer of the Association make it desirable or necessary, in the interests of the Association, that such person be removed from office or replaced before the next Annual or Special General Meeting of the Association, the Board may remove such person and appoint a replacement. Any action

taken by the Board under this Article is subject to review at the next Annual or Spring General Meeting, and any person appointed under this Article shall not retain the position beyond the conclusion of the next Annual or Spring General Meeting of the Association unless elected to the position at that meeting.

- 23.02 A board meeting with 2 weeks notice to discuss the removal of a board member. Majority of the vote will carry the motion.

24.00 Annual and General Meetings

- 24.01 The Annual, Spring or any Special General Meeting of Members may be held anywhere in Saskatchewan and on any day as the Board decides. Notice to Member Clubs will be thirty (30) days prior to the meeting, except as in 24.05.
- 24.02 The Annual General Meeting must be held within four (4) months of our fiscal year-end.
- 24.03 At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board and a balance sheet, along with a general statement of income and expenditure for the financial period ending upon the date of the balance sheet, shall be presented.
- 24.04 A Member or Club must submit in writing any new business intended to be presented at the Annual or Spring General Meeting not less than two (2) weeks before the meeting date. The Board of the Association may place any new business at the Annual or Spring General Meeting without prior notice
- 24.05 The Board or the President shall have power to call, at any time, a Special General Meeting of Members. No public notice of Annual or Special meetings shall be required. Notice of time and place of every such meeting shall be sent to each Member Club. Notice shall be given at least three days before the time fixed for holding such meeting. Any meeting of Members may be held at any time and place, without notice, if all Member Clubs are present, and any business may be transacted at such meeting which the Association could transact, at any Annual, Spring or Special Meeting.
- 24.06 No error or omission in giving notice of any Annual Spring or Special General Meeting, or adjourned meeting, of the Members of the Association shall invalidate the meeting or make void any proceedings taken at it. Any Member and Member Club may, at any time, waive notice of a meeting and may ratify, approve, and confirm any or all proceedings taken or had at it.

25.00 Adjournment

- 25.01 Any meeting of the Association or of the Board may be adjourned to any time and from time to time. Any business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjournment. The adjournment may be made, even if a quorum is not present.

26.00 Quorum and Voting Strength

- 26.01 A quorum for the transaction of business at any Annual, Spring or Special General Meeting of the Association shall consist of representatives from not less than twenty (20) per cent of the Member Clubs. Voting strength of Member Clubs shall be as set out in article 8.01 of these bylaws.

27.00 Execution of Documents

- 27.01 Deeds, transfers, licenses, contracts and engagements on behalf of the Association may be signed by any two officers or Directors of the Association acting together, who can affix the seal of the Association to any documents that require it. As well, the Board may from time to time, direct the manner in which and the person or persons by whom any particular instrument of the Association is to be signed.
- 27.02 The Executive Director shall keep record of all documents to which the seal of the Association is affixed, setting out the general nature of the document, the date executed and on what authority.

28.00 Books and Records

- 28.01 The Board shall see that all necessary books and records of the Association, required by the by-laws of the Association or by applicable statute of law, are regularly and properly kept.

29.00 Fiscal Year

- 29.01 The fiscal year of the Association shall begin on June 1st of each year and end on May 31st of the following year.

30.00 Withdrawal of Membership

- 30.01 A Member Club may withdraw from the Association by giving written notice to that effect directed to the President or Executive Director of the Association.

31.00 Amendment

- 31.01 These bylaws may be amended at any Annual, Spring or Special General Meeting provided that a copy of the proposed amendment has been mailed to each Member Club at least two (2) weeks prior to the meeting, and provided that the amendment is approved by at least two-thirds of the votes of Member Clubs represented at the meeting.

32.00 Notices

- 32.01 Any notice, communication or other document to be given by the Association to a Member, Member Club or a member of the Board for any reason shall be sufficiently given if emailed or mailed by prepaid ordinary mail addressed to the last known address of the Member, Member Club or member of the Board according to the records of the Association.

33.00 Banking

- 33.01 The banking business of the Association shall be transacted with one or more credit union, bank or trust company, as the Board decides.

34.00 Head Office

- 34.01 The head office of the Association shall be in the City of Regina, in the Province of Saskatchewan, or at such other place as the Association may, by law, determine.

35.00 Dissolution

- 35.01 Subject to regulations set out by law, the Association may be dissolved by decision of the Member Clubs at an Annual or Special General Meeting, provided that notice of such proposed dissolution has been mailed to each Member Club at least two (2) weeks prior

to the meeting, and provided that the dissolution is approved by at least two-thirds of the votes of the Member Clubs represented at the meeting.

- 35.02 Any assets remaining upon dissolution of Cross Country Saskatchewan and after the payment and satisfaction of its debts and liabilities shall be given to the Saskatchewan Skiing Development Foundation.