



# BATAWA SKI RACING CLUB (BSRC)

## BYLAWS

### TABLE OF CONTENTS

<b>PART I</b>	<b>Purpose</b>	<b>2</b>
<b>PART II</b>	<b>Formalities</b>	<b>3</b>
<b>PART III</b>	<b>Membership</b>	<b>3</b>
<b>PART IV</b>	<b>Board of Directors</b>	<b>5</b>
<b>PART V</b>	<b>Duties</b>	<b>8</b>
<b>PART VI</b>	<b>Committees</b>	<b>11</b>
<b>PART VII</b>	<b>Annual and General Meetings</b>	<b>12</b>
<b>PART VIII</b>	<b>Books and Records</b>	<b>14</b>
<b>PART IX</b>	<b>Technicalities</b>	<b>15</b>
<b>PART X</b>	<b>Financials</b>	<b>15</b>
<b>PART XI</b>	<b>Dissolution</b>	<b>15</b>

# BSRC BYLAWS

## **PART I**

### **Purpose**

The Batawa Ski Racing Club is a non-profit organization designed to encourage Alpine Ski Racing in the youth of the Bay of Quinte Region and beyond. We endeavour to promote the physical, moral, mental, and social development of youth by providing the means through which each individual can receive education and instruction in Alpine Ski Racing.

The organization is committed to the implementation of high calibre alpine racing programs in the Bay of Quinte region.

### **Our Mission;**

To develop a sense of fair play, honest competition and true sportsmanship, with no discrimination while providing alpine ski racers of all levels of ability the opportunities to develop their full potential as athletes and active members of our community.

### **Our Values;**

- We believe in the educational value of competition as a means of acquiring life skills.
- We believe in the enjoyment of skiing through fun and competition in either an individual and/or team format.
- We support the aspirations of our skiers who make it to the top echelons of ski racing.
- We consider safety of prime importance in the conduct of our race program.
- We respect the diversity of racers, including their age, and level of ability.
- We believe in making ski racing accessible through timely information and cost-effective programs.
- We strive to provide a safe and inclusive environment for all athletes.

### **Guiding Principles;**

- We promote the concept of a strong club within a solid structure.
- We coordinate the collective regional effort for the most effective and efficient implementation of alpine ski racing programs.
- We cooperate with other ski organizations that share our mission and values.
- We manage the Club with openness and integrity, and we are accountable to all members.
- We sponsor or conduct coaching clinics and competitions.
- We adhere to a BSRC Code of Conduct which is applicable to all athletes, parents/guardians/extended families, coaches, officials and volunteers.

## **PART II**

### **Formalities**

#### **Head Office:**

The head office of the Batawa Ski Racing Club ("BSRC") shall be located at the City of Quinte West, in the County of Hastings, Province of Ontario or as determined by the Board.

## **PART III**

### **Membership**

#### **Ordinary Members:**

Each racer, who has registered and paid the annual fees, is an Ordinary Member of the Batawa Ski Race Club (BSRC) and is entitled to one (1) vote.

Each ordinary member, who has not reached the age of majority, shall assign their voting privileges to their parent or guardian.

A parent or guardian may vote at the Annual General Meeting (AGM) on behalf of their racer.

#### **Honorary Members:**

An Honorary Member is any person who is admitted by resolution of the Board of Directors as an Honorary Member.

Honorary members may be admitted for a time period determined by the Board detailed in the resolution.

Honorary members are not entitled to vote at any meeting of the Members of the Club.

#### **Coaches:**

All active coaches are members of the BSRC. Coaches are entitled to vote if they do not have a child registered with BSRC.

#### **Voting Rights:**

No Proxy votes shall be allowed.

**Membership Dues:**

The Board of Directors shall set the annual membership dues for ordinary members. Membership dues, due dates and late fees are established by the Board by resolution.

There shall be no fees for Honorary Members.

**Resignation of Membership:**

A member must give written notice of the resignation to the Coach or Secretary. The Board shall accept the member's resignation at the next Board meeting following the receiving of the notice.

A resignation is effective on acceptance by the Board.

Non-payment of annual dues constitutes deemed resignation and does not require board acceptance.

Any resignation of a member will result in the member forfeiting all current dues paid to the BSRC.

**Revocation or Termination of Membership:**

The Board of Directors may, upon appropriate investigation, impose an interim suspension for any one or more of the following reasons:

- Failure to register with the appropriate insuring body on or before the applicable deadline.
- Engaging in behaviour that puts the athlete or others at risk, whether the person engaging in that behaviour is the athlete him/herself or the athlete's parent/legal guardian.
- Engaging in illegal acts while representing the BSRC, whether the person engaging in such illegal acts is the athlete him/herself or the athlete's parent/legal guardian.
- Failure to adhere to the BSRC Code of Conduct, whether the failure is that of the athlete him/herself or the failure of the athlete's parent/legal guardian.

The Board of Directors shall review the interim suspension and make a determination, in accordance with the BSRC Code of Conduct, as to whether the suspension shall remain in place and/or whether membership in the BSRC should be terminated.

During the course of the suspension, the member, along with the member's parent/legal guardian shall be prohibited from attending at or participating in events or activities.

## **PART IV**

### **Board of Directors**

#### **Board of Directors:**

Any ordinary member in good standing who is/has reached the age of majority may run for a position on the Board of Directors or, a Parent or Guardian of an Ordinary Member who is in good standing may run for a position on the Board of Directors.

A Director who ceases to be a member ceases to be a Director.

#### **Number and Quorum of Directors:**

The Board of Directors may consist of up to nine (9) Directors plus one ex officio director.

A quorum of the Board shall be five (5) of the Directors.

#### **Removal of Directors:**

A Director who is absent for three (3) consecutive meetings is deemed to have resigned as a Director unless he / she has a valid reason acceptable to a majority of the other Directors.

Failure to abide by the BSRC Code of Conduct and Expectations

#### **Ex Officio Director:**

The Head Coach shall be appointed by the Board of Directors at the first Meeting of the Board after the Annual General Meeting.

#### **Election of Board:**

The election shall be by ballot.

The election process will be facilitated by a board member not being re-elected.

Members shall be elected by a simple majority.

Nominations for the Board shall be made at the Annual General meeting.

Nominations will be accepted from the floor with a written or verbal consent of the nominee.

In the event of a tie, another ballot shall be cast.

Vote counting shall take place at the Annual General meeting with the current Chairperson appointing a person(s) to count the ballots.

If there is only one nominee for a given position, the Secretary shall cast one ballot for that nominee to be elected.

At each Annual General meeting the general membership shall elect the available board positions.

Elected and appointed positions shall be for a two (2) year term.

An elected Director holds office until the annual meeting 2 years after the day they were elected or until a successor is elected.

A Director is eligible for re-election if he or she remains qualified.

### **Quorum:**

Meetings of the Board of Directors require a Quorum of five (5) Directors.

### **Regular Board Meetings:**

The Board shall hold a minimum of 6 regular business meetings within the year term.

The Board may hold its meetings at an agreed upon location, at the discretion of the Chair provided the meetings are always held in Ontario.

The Board may hold meetings by telephone or other means of electronic communication so long as formal meeting minutes of the meeting are kept and approved as minutes.

### **Special Meetings:**

Special meetings of the Board may be called by the Chairperson, or the combination of the Vice Chairperson, Secretary and Treasurer, on the request of any three Directors.

Notice of such a meeting shall be communicated to each Director personally or by telephone, e-mail, mail or hand delivery at least two (2) days before the meeting.

The Board may permit any person to make deputation at any Meeting of the Board of Directors. Any person requesting to give a deputation shall provide a synopsis to the Secretary at least 3 days in advance of the scheduled meeting.

The Board may invite any person to make a deputation at any meeting of the Board of Directors.

No person other than elected or appointed directors is entitled to vote at a meeting of the Board of Directors. Any delegation shall be excused for purposes of voting on the motion presented by the delegation.

### **Voting:**

A simple majority of votes cast suffices to pass any motion before the Directors. Voting shall be by show of hands, or by ballot at the call of the Chair.

The Chairperson may vote on any question. In case of a tie vote, the resolution is defeated.

**Officers by Board of Directors:**

The Directors of the Board shall elect from amongst themselves, a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer.

**Powers of the Board:**

The Directors shall administer and run the Club's business. They may enter into contracts, on behalf of the Club, and do any other acts authorized by its bylaws.

The acts of a Director are valid even if a defect in his/ her appointment or qualification is discovered afterwards.

**Resolutions:**

The Board shall carry on its business by resolution(s) moved, seconded and carried by a majority of the votes cast.

The Chairperson shall count the votes on a resolution and declare it carried or defeated. The Secretary shall keep an accurate record of the minutes including all resolutions passed. A declaration by the Chairperson that a resolution has passed, and an entry to that effect in the minutes shall be admissible in evidence as proof that the resolution has passed.

**Remuneration:**

The remuneration of the Directors, Head Coach and Coaches, if any, shall be approved by the Members at each annual general meeting.

**Board Vacancies:**

Mid-term Board vacancies: A quorum of the Directors in office, may appoint from the qualified members of the Club a persons to fill any vacancy for the remainder of the term.

**Parliamentary Authority:** "Roberts' Rule of Order" shall guide the proceedings of all meetings and By-Laws.

**Books and Reports;**

The Directors are charged with the responsibility for making sure all the proper books and records required by law are kept.

The Directors shall appoint an auditing committee of at least two non-signing Directors whose duty shall be to review the Treasurer's accounting documentation and submit, in writing, a statement of the condition of those documents to the Board. The report shall be presented at the Board meeting prior to the Annual General Meeting.

## **PART V**

### **Duties**

#### **Officers of the Club**

##### **Duties of the Chairperson:**

- The Chairperson shall chair the general meetings of the membership. The Chairperson shall sign all bylaws, resolutions, and Board minutes.
- The Chairperson shall preside at all meetings.
- The Chairperson shall appoint all committee chair(s) as he/she deems necessary.
- The Chairperson or, at his/her direction, the Secretary shall notify all members of the Board of Directors of scheduled meetings.
- The Chairperson shall oversee all complaints concerning the operation of all the races, practices and teams and shall coordinate a thorough investigation of all such complaints. The Board shall render a decision regarding them. Such decisions shall be binding upon the BSRC, its members, participants and all others concerned.
- The Chairperson and Vice Chairperson, in consultation with the Treasurer shall prepare the annual budget to be presented to the Board of Directors for approval, in the fall of each year. The Budget shall reflect an estimate of all revenues and expenses

##### **Duties of the Vice-Chairperson:**

- The Vice-Chairperson shall assist in the Chairperson duties. In the absence or inability or incapacity of the Chairperson, the Vice-Chairperson shall act as the Chairperson with all the duties and powers of the Chairperson.
- Should the Chairperson resign, the Vice Chairperson shall assume the position for the remainder of the term.

##### **Duties of the Treasurer:**

- The Treasurer shall ensure that the BSRC keep a full and accurate account of all receipts and disbursements of the Club.
- The Treasurer shall ensure that all monies belonging to the Club are deposited in the bank or banks named by the Directors and provide an update on the current status at each Board meeting.
- All cheques, drafts and/or orders for the payment of money, shall be signed by two of the Executive Board officers.
- The Treasurer shall pay out money as directed by the Board of the Directors pursuant to resolution passed by the Board.
- The Board of Directors shall have the authority to execute any negotiable instrument on behalf of the BSRC.



## **Duties of the Secretary:**

- The Secretary shall keep all the books, records, correspondence, contracts and other records of the Club. The Secretary shall sign and keep the minutes of all Board and general meetings.
- The Secretary shall give all notices required to be given to the members, Directors, and officers of the Club given to the members, Directors, and officers of the Club.
- The Secretary shall keep an updated registry of all membership and Directors.

## **Ex Officio Director**

### **Duties of the Head Coach:**

The Head coach is responsible for the implementation and delivery of the Race program which includes;

- Selection of Coaches (see note below)
- Provide the Board of Directors with a year-plan in advance of the season, with modifications or updates as required.
- Program development
- Maintaining timely communication with Coaches
- Maintaining timely communication with the Board of Directors and Officers of the Club
- Dryland training and fitness testing
- Training camps
- Coaching development
- Monitoring coach certification
- Purchasing and maintaining equipment
- Safety
- Direct Hill communications
- Regulatory body liaison

**Note:** In advance of the start of the racing season and prior to notifying any of the coaching candidates, the Head Coach is responsible for providing a list of proposed coaches to the Board for its consideration and approval, recognizing that the Board is not obliged to approve the Head Coach's selections in their entirety. The Board expressly reserves the right to reject the coach selections of the Head Coach, so long as Board approval is not unreasonably withheld.

## **Directors**

### **Duties of the AOA Liaison:**

- Receive and distribute communications from AOA
- Maintain communications with AOA
- Maintain communications of AOA updates to BSRC board and coaches
- Complete Club Registration and coordinate payment of annual fee
- Participate in AOA monthly club calls
- Racer entry and race registration

**Duties of the Registrar:**

- Review and maintain the registration form
- Main point of contact for registration questions
- Responsible for registration for all club events
- Responsible to coordinate Club Registration Fundraiser

**Duties of Directors at large:**

Duties and committees as assigned.

## **PART VI**

### **Committees**

#### **Ad Hoc Committees:**

All committees shall be composed of a current Board member as Chair plus additional regular members or non- members as required.

Non Board members shall be appointed by resolution of the Board.

#### **Coaches:**

All coaches are appointed by the Head Coach and approved by formal motion by the Board of Directors.

- All coaches must maintain valid coaching/instructing certification
- All coaches must be a member in good standing with the appropriate regulatory and insuring body
- All coaches will adhere to the Code of Conduct as approved by the Board of Directors
- All coaches will adhere to the Regulatory Body Code of Conduct
- All team coaches shall report directly to the Head Coach.
- All team coaches shall be responsible for the athletes assigned to them while on the hill at practice or Race events.

#### **Managers:**

The coach of the team may ask for a volunteer(s) to assist the coach with the organization and logistics of the team. Such duties may include:

- Advising of practice and race times,
- Race notes, suggesting hotels, restaurants, or travel directions for the team.
- Distribution of race bibs and start lists to team members
- Fair and equitable distribution of any extra lift tickets
- Ensuring results are forwarded to all media outlets

## **PART VII**

### **Annual and General Meetings**

#### **Place of Meeting:**

Annual and general meetings may be held at the Batawa Ski Hill or any other place within Ontario that the Board of Directors decide.

#### **Time of Annual Meeting:**

The annual meetings cannot be held more than fifteen (15) months apart.

The Board shall decide the exact time, date, and place of the annual meeting.

#### **Notice of Meeting:**

The Secretary shall e-mail notice of the time and place of every annual general meeting at least fifteen (15) days before the scheduled meeting.

#### **Calling of a General Meeting:**

The Chairperson may call a general meeting at any time.

Members may request a general meeting by presenting the Board with a petition that states the general business to be considered at the meeting. The petition must be signed by thirty (30%) percent or more of the membership.

Voting at General and Annual Meetings: Only ordinary members who have been accepted into membership may vote at general and annual meetings.

Each member has only one vote.

There shall be no voting by proxy.

Voting at the Annual General Meeting shall be by ballot.

#### **General and Annual Meetings:**

The Chairperson or in his/ her absence, the Vice-Chairperson shall chair the general and annual meeting.

If neither are present within thirty minutes of the start of the meeting, the members may elect a chairperson from amongst themselves to conduct the meeting.

### **Quorum of General and Annual Meetings:**

A quorum of general and annual meetings is 4 members present in person.

A majority of the votes cast carries any motion.

However, a two thirds, (2/3) vote is necessary to carry a borrowing bylaw.

The Chairperson may vote on every motion but has only one vote. In the case of a tie, the motion is defeated.

The Board shall ensure that a current copy of the Organization By law at the Annual General Meeting.

The secretary shall keep the minutes of the meeting. An entry in the minutes that the Chairman declared a motion carried is admissible in evidence as prima facie proof that the motion passed. Unless a recorded vote is asked for, the Secretary need not record the votes for or against.

### **Business at Annual General Meetings:**

At every Annual General meeting, in addition to any other business, the following must be dealt with:

- Approval of the minutes of the previous Annual General meeting.
- Chair report
- Treasurer financial report (reviewed by the Audit Committee)
- AOA Liaison report
- Registrar report
- Head Coach report
- Approval of the business conducted by the Board of Directors
- Filling vacancies on the Board of Directors.

## **PART VIII**

### **Books and Records**

The Chair and the Secretary shall ensure that copies of all documents relating to the Club's business are maintained and kept in a safe place.

#### **The Club must keep the following records:**

- Minutes of all meetings of members or Directors
- all bylaws and special resolutions
- the registry of members
- the registry of directors and coaches
- proper books of account and financing

#### **Bylaws and Special Resolutions:**

The Chairperson and the Secretary shall sign any bylaws or any special resolutions passed.

**Registry of Members:** The Secretary shall keep a registry of all members.

#### **Registry of Directors:**

The Secretary shall keep a registry of the Directors.

The registry of Directors shall consist of a list of the names, addresses of all persons who are or have been Directors, together with the various dates when each became or ceased to be a Director.

**Registry of Coaches:** The Secretary shall keep a registry of all coaches.

#### **Proper Books of Account:**

The Club must keep proper records of account including records of all money received or spent by the Club including when, where and how the money was spent or received.

- All sales and purchases by the Club.
- All assets and liabilities of the Club.
- All other transactions affecting the financial position of the Club.

#### **Contracts:**

The officers of the Club may enter into contracts in writing on behalf of the Club. The person or person so signing should sign their names and write beside it "on behalf of the Batawa Ski Racing Club".

## **Cheques and Bank Accounts:**

The Board of Directors may appoint any officers of the Club to be signing officers for any of the bank accounts the Club maintains.

## **PART IX**

### **Technicalities**

#### **Notice by Email:**

Notice by email shall be sent to the last e-mail address of the member, Director, or officer concerned as recorded in the Club's books. It shall be deemed to have been given when emailed.

#### **Errors and Omissions:**

No error or omission in giving notice of any meeting of Directors or members shall invalidate the meeting or any of the other proceedings at the meeting.

No error or omission in any proceedings of any meeting of Directors, or members, shall invalidate the meeting or any of the other proceedings at the meeting.

## **PART X**

### **Financials**

#### **Financial Year:**

The fiscal year of the Club shall terminate on the 31<sup>st</sup> day of May in each calendar year.

## **PART XI**

### **Dissolution**

#### **Dissolution of the Club:**

Upon the dissolution of the Club and after payment of all debts and liabilities, the remaining property of the Club shall be distributed to an organization whose objectives are beneficial to the overall Mission Statement of the Batawa Ski Racing Club.

Approved by the Board of Directors on: March 18<sup>th</sup>, 2024

Approved by the BSRC Membership at AGM: April 29<sup>th</sup>, 2024

Next review and approval cycle; 2025 AGM



Dani De Luca, Chairperson



Lara Sylvester, Vice - Chairperson



Jamie Moore, Secretary