

# **BY-LAWS OF THE** **MANITOBA ALPINE SKI DIVISION**

**Board Approved September 29, 2022**

## **ARTICLE 1 – GENERAL**

1. Name - The name of the Association will be the Manitoba Alpine Ski Division (MASD);
2. Provincial Governance - MASD is recognized as the authorized governing body of alpine skiing in Manitoba;
3. Federal Governance – MASD recognizes Alpine Canada Alpin (ACA) as the governing body of alpine skiing in Canada and shall abide by the rules and regulations of Alpine Canada Alpin at all times;
4. Location - The head office of the Association will be located at Sport Manitoba or in a location determined by the Board of Directors.
5. The purposes of the Association are:
  - a) To promote and develop the competitive and non-competitive sport of Alpine Ski Racing in the Province of Manitoba;
  - b) To establish and standardize rules governing ski competitions within Manitoba and the classification of competitors and fee structure for same;
  - c) To seek support from and work cooperatively with organizations, agencies, groups and individuals having aims or objectives which are consistent with those of the Association;
  - d) To develop athletes, coaches and officials to represent Manitoba at regional, national and international competitions;
  - e) To arrange for the selection and training of competitors to represent MASD in competitions outside the Division;
  - f) To sanction annually, Manitoba Alpine Ski Series races and others as required;
  - g) To maintain a bureau of source information regarding all alpine skiing activities in Manitoba for clubs and the public, as well as to encourage support of its programs by the public generally;

- h) To affiliate with and represent Manitoba to the national governing body for the sport of Alpine Skiing in Canada – Alpine Canada Alpin (ACA);
  - i) To uphold and administer within Manitoba the directives of Alpine Canada Alpin (ACA) and the directives of the international sport governing body Federation du Ski Internationale (FIS) with which ACA is affiliated;
  - j) Act as the sole authority governing the sport of Alpine Skiing in Manitoba by making, maintaining and enforcing rules consistent with the rules of ACA and FIS the international sport governing body with which ACA is affiliated;
  - k) To raise, use, invest and reinvest funds to support these purposes.
6. Dissolution - Upon dissolution of the Association, the assets which remain after satisfying all debts and liabilities shall be distributed to a charitable organization or organizations having purposes similar to those of the Association, as determined by the Association prior to dissolution.
7. Definitions - The following terms have these meanings in these By-laws:

Act: The Corporations Act of Manitoba.

Ad-hoc Committee: Any committee, other than a standing committee, established by the Board to perform a specific task.

Auditor: An Individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Corporation for a report to the Members at the next Annual general meeting. The Auditor shall not be an employee of the MASD.

Board: The Board of Directors for the Association, the governing body.

Director: an individual elected or appointed to serve on the Board pursuant to these By-laws.

Ordinary Resolution: A resolution passed by the majority of votes cast at a Meeting of the Board / Executive Committee or a General Meeting of members for which proper notice has been given.

Special Resolution: A resolution passed by not less than two-thirds (2/3) of the votes cast at a General Meeting of Members for which proper notice has been given.

- 8. Interpretation - Words stating the singular shall include the plural and vice-versa, and words stating male gender shall include the female gender as well as corporate bodies.
- 9. Ruling on By-laws - Except as provided in the Act, the Board shall have authority to interpret any provision of these By-laws which is contradictory, ambiguous or unclear.

## **ARTICLE 2 – MEMBERSHIP**

### Categories for membership

#### 2.1 The Association has 3 categories of membership

- a. Active Members
- b. General Members
- c. Member Clubs

### Qualifications for membership

- 2. Active Member - An individual who is actively engaged in the sport of Alpine Ski Racing as an athlete, coach, or official.
- 3. General Member - An individual not in the aforementioned categories, who supports the purposes of the association and is a member of an affiliated club as administrator, club executive or volunteer or individuals elected / appointed to the Board or Ad-hoc Committees.
- 4. Member Club - Ski Clubs affiliated with the MASD who adhere to these by-laws and the rules and regulations of ACA.

### Admission of members

- 5. No individual, organization or group shall be admitted as a Member unless:
  - a) He has made application to the Board in a form prescribed by the Board;
  - b) If the candidate is currently or has been previously a member, the candidate is in good standing;
  - c) He has paid annual membership dues as determined by the Board;
  - d) They meet Membership Eligibility Criteria (see Membership Criteria Document).

### Voting Rights of Members

- 2.6 Members shall have the following voting rights at all Meetings of Members (Annual General or Special Meetings)

- a) All Executive and Board Members shall have one vote at Board meetings;
- b) At the Annual General meeting the following voting formula will be followed;

Membership	Votes	Competitors	Votes
1 – 50	1	1 – 10	1
51 – 100	2	11 – 20	2
101 – 150	3	21 – 30	3
151 – 200	4	31 – 40	4
		41 – 50	5
		51 – 60	6
		61 – 70	7
		71 – 80	8

The numbers of members and competitors in each club shall be those members and competitors whose names have been submitted to the Executive Director of the Association by January 31<sup>st</sup> of the current racing season and who have paid all the fees required by the Association.

- c) No voting by proxy will be allowed;
- d) Individual members may attend and participate in meetings of members but may not vote.

#### Membership Dues

- 2.7 The membership year for the Association unless otherwise determined by the Board shall be January 1 – December 31.
6. Dues - Membership dues for each category of membership shall be established each year by the Board of Directors and ratified at the Annual General Meeting.
7. Deadline - The deadline date by which membership dues must be paid by clubs - Invoice date + thirty (30) days – the penalty for late dues payment is a surcharge of \$ 25 fee after thirty (30) days and suspension of club after sixty (60) days until dues are paid in full. **Club will not be able to carryout training or competitions with liability and D&O insurance suspended.**

#### Withdrawal, Suspension and Termination of Membership

8. Resignation - A Member may resign from the Association by giving written notice to the Board, except as stated in Clause 2.9.
9. May Not Resign - A member may not resign from the Association when the Member is subject to a disciplinary investigation or action of the Association.

10. Discipline - A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to Code of Conduct and Discipline of Members.

### **ARTICLE 3 - GOOD STANDING**

1. A member of the Association shall be in good standing provided that:
  - a) He owes no outstanding membership fees or other debt to the Association;
  - b) He has not ceased to be a member;
  - c) He has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed upon him;
  - d) He has complied with the Constitution, By-laws, policies, rules and regulations of the Association; and
  - e) He is not subject to a disciplinary investigation or action of the Corporation, or if subject to disciplinary action previously, he has fulfilled the terms and conditions of such disciplinary action to the satisfaction of the Association.
2. Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the member has met the definition of good standing set out above.
  - a) Insurance coverage provided by the Association;
  - b) Training or competition opportunities at any MASD affiliated clubs.

### **ARTICLE 4 - GOVERNANCE**

Composition of the Board – All Directors shall be members in good standing of the Association.

1. Directors - The Board of Directors shall consist of the President, Vice President - Finance, Vice President - Technical, Vice President - Program, Vice President - Marketing, Member at Large, Past President, a MACWC chair, each of the Presidents of the Clubs, and the Head Coach / Program Director and Executive Director as non-voting members of the Board.

Executive – The executive shall consist of the President, Vice President – Finance, Vice President – Technical, Vice President – Program, Vice President – Marketing, Member at Large, Past President, a MACWC chair, and the Head Coach / Program Director, and Executive Director as non-voting members of the EXEC.

## Powers of the Board

2. Powers of the Association - Except as otherwise provided in the Act, the Constitution or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties or functions.
3. Managing the Affairs of the Association - The Board may make policies and procedures for managing the affairs of the Association in accordance with the Act, the Constitution and these By-laws.
4. Discipline - The Board may make policies and procedures relating to the discipline of Members, and shall have the authority to discipline members in accordance with such policies and procedures.
5. Dispute Resolution - The Board may make policies and procedures relating to the Management of disputes within the Association and all disputes shall be dealt with in accordance with such policies and procedures.
6. Employment of Individuals - The Board may employ such individuals as it deems necessary to carry out the work of the Association.

## Election and Appointment of Directors

7. Directors shall be elected or appointed as follows:
  - a) With the exception of the Past President who shall become a Director automatically, Officers shall be elected by the Members at the Annual General Meeting in accordance with Article 4.20 and 4.21.

## Resignation and Removal of Directors

8. Resignation - A Director may resign from the Board at any time by submitting his notice of resignation to the President or the Executive Director of the Association. The resignation shall become effective the date on which the request is accepted by the Board.
9. May Not Resign - A Director may not resign from the Association when the Member is subject to a disciplinary investigation or action of the Association.
10. Vacate Office - The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend two (2) consecutive meetings of the Board.

## Meetings of the Board

11. Number of meetings - The Board shall hold a minimum of three (3) meetings per year.
12. Call of Meetings - The meetings of the Board shall be at the call of the President, or at the call of any member of the Executive if twenty-five percent (25%) of the Directors make a written request.
13. Notice - Written notice of Board Meetings shall be give to the Directors at least seven (7) days prior to the meeting.
14. Quorum – A quorum shall be fifty percent (50%) of the Directors other than the Head Coach/ Program Director, provided that such a quorum shall include either the President or Vice-President – Finance.
15. Chair - If the President is absent from the meeting, the Vice-President - Finance shall preside over the meeting.
16. Voting - Unless otherwise specified, questions shall be decided by majority vote, where the chair does not carry a vote and will only vote to break a tie. Voting shall be by a show of hands unless a majority of the Directors approve a secret ballot.
17. Telephone Meetings - A meeting of the Board may be held by conference call. Where any Director is unable to attend a meeting, that Director may participate in the meeting by means of telephone. Directors who participate by conference call or telephone are considered to have attended the meeting.
18. Participation/Holding by Electronic Means - Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
19. E-mail votes may from time to time be enacted in place of a meeting, where all members are required to vote with an “approve” or “disapprove” response.

#### Officers

20. Officers - The officers of the Association are the President, Vice President - Finance, Vice President - Technical, Vice President - Program, Vice President - Marketing, and Past President.
21. Election of Officers - With the exception of the Past President who shall become an officer automatically (who may sit for only a one (1) year term as advisor if they so choose), officers

shall be elected by the members at the Annual General Meeting, with the nominee for each position receiving the largest number of votes being elected. In the event of a tie vote, there shall be a second ballot to resolve the tie and if after a second ballot a tie remains such a tie shall be resolved by drawing lots.

22. Length of Term - Each officer shall be elected for a two (2) year term and no officer shall serve more than two (2) consecutive terms (four years) in the same position, unless position will remain vacant and no other persons have implied interest.
- a) The **President, Vice President – Technical, and Member at Large** shall be elected in **odd-numbered** years;
  - b) The **Vice President - Financial, Vice President – Programs, and Vice President - Marketing** shall be elected in **even-numbered** years.
23. Duties - The duties of Officers are as follows:
- a) The **President** shall be responsible for the general supervision of the affairs and operations of the Association, shall preside at meetings of members of the Association and at meetings of the Board and Executive Committee. The President shall attend all ACA Meetings. When the President is unable to attend the ACA meetings, attendance will be in the following order, Vice President - Finance, Vice President – Technical;
  - b) The **Vice President - Finance** shall be responsible for the monitoring of all areas of finance and shall perform the duties of keeping and preserving full and accurate of all financial records for the Association. The Vice President - Finance shall also assist in the preparation of the Audited Financial Statement. The Vice-President - Finance shall assume the duties of the President in the absence of the latter and any duties appointed by the board of Directors;
  - c) The **Vice President - Technical** shall be responsible for the monitoring of all areas and committees involved in the official technicalities and safety of the sport. The Vice President - Technical shall chair the Officials Working Committee;
  - d) The **Vice President - Program** shall be responsible to oversee development of programs to encourage the growth of Alpine Ski Racing, including athletes and coaches. They will also oversee with the Vice President - Technical the Race schedule in Manitoba;
  - e) The **Vice President - Marketing** shall be responsible for promoting and coordinating media coverage for MASD events. Coordinating with Vice President - Finance on sponsorship and special events;



- f) **Vacancy** - Where the position of an officer becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Officer's term.

## Committees

24. **Executive Committee** - The Executive Committee shall be comprised of those positions identified as members of the Executive in Clause 4.1. The Executive Committee shall have the authority to oversee implementation of Board policies during intervals between meetings of the Board, shall gather information and make recommendations for Board approval and shall perform the duties as may from time to time be prescribed by the Board.
25. **Ad-hoc Committees** - The Board may establish Ad-hoc Committees to perform certain tasks, appoint the members, assign staff persons as non-voting members, prescribe the duties of the Ad-hoc Committee and delegate to any Ad-hoc Committee any of its powers, duties and functions except where prohibited by the Act, the Constitution, or these By-laws. Such Ad-hoc Committees shall be dissolved upon completion of their tasks or upon being discharged from the Board.
26. **Committee Members** - Except for the Executive Committee, any individual may be appointed to any committee, and once appointed shall be a voting member of that committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff member and thus a non-voting member of the committee.
27. **Quorum** - A quorum for any committee meeting shall be a majority of its members.
28. **Vacancy** - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.
29. **Removal** - The Board may remove any member whom it has appointed to any committee.

## Remuneration

30. All Directors, Officers and Members of Committees shall serve their term of office without remuneration except for reimbursement of reasonable expenses in accordance with policies approved by the Board.

## Conflict of Interest

31. All Directors, Officers or Members of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association shall disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction;

shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding Conflict of Interest.

Composition of the Board – All Directors shall be members in good standing of the Association

32. Directors - The Board of Directors shall consist of the President, Vice President - Finance, Vice President - Technical, Vice President - Program, Vice President - Marketing, Member at Large, Past President, a MACWC chair, and each of the Presidents of the Clubs.

## **ARTICLE 5 - MEETINGS**

### General Meetings

1. Types of Meetings - General meetings of the Members shall include Board Meetings, the Annual General Meeting, and Special General Meetings.
2. Notice - Written (e-mail) notice of all General Meetings shall be give to Executive Members and Club Presidents a minimum of seven (7) days prior to the Meeting. Notice of Meeting will be posted on the MASD website.
3. Annual General Meeting - The Association shall hold an Annual General Meeting on such a date and such time and place as determined by the Board and shall be no later than September 30<sup>th</sup> annually.
4. Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting.
5. Special General Meeting - A Special General Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of five percent (5%) of the Voting Members of the Association.
6. Quorum - Quorum at a General Meeting shall consist of at least fifty percent (50%) of the qualified members and either the President or Vice-President Finance.
7. Business of Meetings - Election of Officers, approval of audited financial statements and appointment of Auditor may only be conducted at the Annual General Meeting. Any other business including Ordinary or Special Resolutions may be conducted at Board Meetings, the Annual General Meeting or Special General Meeting.
8. Proxy - Voting by proxy shall not be permitted.

## **ARTICLE 6 – FINANCE AND MANAGEMENT**

1. The fiscal year – unless otherwise determined by the Board of Directors, the fiscal year shall be July 1 – June 30.
2. Auditor – At each Annual General Meeting the members shall appoint an auditor for the following fiscal year.
3. Signing Authority – The President, Vice President - Finance, and the Executive Director shall have signing authority for all financial transactions and contracts conducted in the name of the Association. All transactions and contracts shall require two (2) signatures.
4. Property – The Association may acquire, lease, sell or otherwise dispose of securities, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
5. Borrowing – The Association may borrow funds upon such terms and conditions as the Board may determine, providing such borrowing is approved by Special Resolution.
6. Books and Records – The Board shall ensure that all books and records of the Association required to be kept by Manitoba legislation, these by-laws or any other statute or law are regularly and properly kept. Any member may request, through the Vice President - Finance, to inspect the books and accounts of the Association.

## **ARTICLE 7 - INDEMNITY**

1. Shall Indemnify - The Association shall indemnify and hold harmless out of the funds of the Association each Director and Officer from and against all claims, demands, actions and costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 7.2 Shall Not Indemnify - The Association shall not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.
- 7.3 Insurance - The Association will purchase and maintain D&O insurance for the benefit of its Directors and Officers, as the Board may determine.

## **ARTICLE 8 - NOTICE**

1. Written Notice - In these By-laws, written notice shall mean notice which is hand-delivered, faxed, e-mailed, provided by mail to Board Members and/or posted on the MASD website.

2. Days - In these By-laws, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.
3. Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive the notice, or an error in any notice which does not affect the substance shall not invalidate any action taken at the meeting.

#### **ARTICLE 9 - AMENDMENT OF BY-LAWS**

1. Special Resolution - These By-Laws may only be amended, revised, repealed or added to at the Annual General Meeting.
2. Amendment Proposals - Proposals to affect any amendments to the Constitution or By-Laws must be submitted, in writing, to the Executive Director with a carbon copy to the President of the Association forty (40) days prior to the Annual General Meeting.
3. The thirty (30) day written notice of the Annual General Meeting of the Association must include details of the proposed amendments to change the By-laws.

#### **ARTICLE 10 - ADOPTION OF THESE BYLAWS**

1. Ratification by Members - These by-laws are ratified by Special Resolution of the Members on September 29, 2016.
2. Repeal of Prior By-laws - In ratifying these by-laws, the Members of the Association repeal all prior by-laws of the Association provided that such repeal does not impair the validity of any action taken pursuant to the repealed by-laws.
3. Enactment of By-laws - These by-laws are hereby enacted and will come into force following adjournment of the AGM.

President: \_\_\_\_\_ Vice President - Finance: \_\_\_\_\_