

CANADIAN SKI PATROL, CALGARY ZONE ASSOCIATION – BY-LAWS

Schedule B, The Societies Act

The Province of Alberta

We, the undersigned, hereby declare that we desire to alter the Certificate of Incorporation No. 502022577, dated at Edmonton, Alberta, on the First Day of February, A.D. 1979, so that it more correctly describes the nature and activities of our organization, and that:

I Title:

The name of the Society is "Canadian Ski Patrol, Calgary Zone Association", referred to hereinafter as "the Zone".

II Membership:

1. Each individual who is a member in good standing of the Canadian Ski Patrol, a national organization hereinafter referred to as "National", or who is eligible for such membership, or who has been accepted by the Executive, where "Executive" is defined in Article III, may become a member of the Zone. Categories of membership and the corresponding fees shall be set by the Executive from time to time.
2. Each member, except for those described in Article II 5. who have received recognition where the fee has been waived, shall pay an annual membership fee to the Zone.
3. Any member who wishes to withdraw from membership may do so by providing written notice to the Executive. Non payment of the annual membership fee will also constitute notice. The member will then be required to return all effects of the Zone and National in his possession to the Executive within two weeks of indicating this intention to withdraw.
4. Any member of the Zone may be suspended or expelled in accordance with the National By-Laws.
5. Recognition of a member for meritorious service to the Zone or National, or designation of a non-member as an Honorary Member of the Zone will be according to the Awards rules as established by the Executive and recorded in the Calgary Zone Procedures Manual, referred to hereinafter as "the Procedures Manual".
6. Any member in good standing shall have the right to vote but only in person and not by proxy.

III Officers:

1. The Officers of the Zone shall be:

- a) President
- b) Vice President Administration
- c) Vice President Finance
- d) Vice President Education
- e) Four Vice President At Large positions, with roles defined by the President on an as-needed basis
- f) Patrol Leader for each area
- g) Past President

or such other officers as may be designated by an ordinary resolution of the membership as deemed necessary from time to time. The aforementioned shall constitute the "Executive" and will be Executive members, to hold office from the Annual General Meeting until the subsequent Annual General Meeting the following year.

These positions shall be filled by an election by the members of the Zone at the Annual General Meeting of the Calgary Zone, except for the Patrol Leaders who will have been elected in advance of this meeting by the members of their respective area Patrols, and the Past President who shall be the immediate Past President and shall hold office for only the following year.

- 2. Those Executive members, having been elected by the membership present at the Annual General Meeting, will be Zone Executive Officers and shall prepare or update job descriptions, to be recorded in the Procedures Manual, for each position reporting to that Officer. A copy of the job description shall be provided to each person filling each position.
- 3. The President shall be the Chief Executive Officer of the Zone, shall preside over all meetings and ensure that accurate minutes of meetings of the Executive and for the Annual General Meeting are kept, and shall have all powers given to him as are described in the Regulations of National and such other powers as are incident to the office. The President shall have a "casting vote" at all meetings of the Zone where "casting vote" means that in a tie, the President will vote again, and may act unilaterally where such action is deemed necessary to avoid a conflict with the Regulations of National or these by-laws.
- 4. The Vice President Administration will report to the President and will administer the affairs of the Zone, which will include maintaining the Procedures Manual, keeping safe custody of minutes of meetings of the membership and Executive meetings and all records other than financial records. In the absence of the

President, the Vice President Administration may exercise the powers and perform the duties of the President.

5. The Vice President Finance will report to the President and will direct the financial aspects of the Zone, which includes the preparation and safe custody of all financial books and records, and the requirements for the submission of any required reports to government agencies, and shall provide for the safe custody of the Seal of the Zone.
6. The Vice President Education will report to the President and will direct the training requirements of the Zone, and represent the Zone regarding training matters at meetings of other levels of National.
7. One of the Vice President At Large positions will oversee the Operations portfolio. This position will report to the President and will direct the operational aspects of the Zone, which will include each area in the Zone.
8. Patrol Leaders for each area in the Zone will act as the official liaison between the Zone and the ski area where CSP members volunteer. Patrol Leaders will also report to the Vice President At Large that oversees the Operations portfolio to ensure the operational efficiency and proper conduct, according to the Regulations of National, of the members of that patrol.
9. The Past President will advise the President and act as an in-camera official for one year, with all the same privileges as every Executive member, except that there is no Executive voting privilege.
10. Any member of the Zone of the age of majority is eligible to hold office, subject to the Eligibility Requirements as established by the Executive from time to time and published in the Procedures Manual.
11. No Executive member shall be entitled to remuneration for time expended in carrying out the duties of the Zone.
12. Any Executive member may be removed from office in accordance with the National By-Laws.
13. If any office becomes vacant, the President may appoint a member in good standing in the Zone to fill the vacancy for the balance of the remaining term.

IV Meetings:

1. The Annual General Meeting of the Canadian Ski Patrol, Calgary Zone Association will be conducted for the purpose of receiving reports of the outgoing Executive including the presentation of the new Zone budget, appointing an Auditor to hold office for one year at a remuneration to be fixed by the Executive, and electing Zone Executive Officers. This meeting shall be held on or before June 30 each year.

Notice in writing to the last known address of each member announcing the date, location, and agenda of the Annual General Meeting will be given to the membership not less than four (4) weeks prior to the established meeting date, and may be in the form of a notice in the official publication of the Zone.

Business shall only be conducted when a quorum is present, which shall consist of not less than 10% (ten) of the membership. Only such business as has been provided for by way of notice of intention, published to the membership and included as an agenda item, may be conducted at this meeting. The President shall preside over the meeting and, where a vote is required, questions shall be decided by a simple majority on a show of hands, where each member in good standing in the Zone shall be entitled to one vote. A declaration by the President that the matter has been carried and an entry of that declaration in the Minutes shall be proof that the matter was carried. Votes for or against need not be recorded.

2. Special Meetings shall be convened for the purpose of voting on special resolutions, and shall be conducted only when a quorum is present, which shall consist of not less than 10% (ten) of the membership. In the future, the Calgary Zone By-Laws can only be altered, rescinded, or added to by a special resolution of the members.

Notice in writing to the last known address of each member announcing the date, location, and purpose, and specifying the intention to propose a resolution as a special resolution will be given to the membership not less than four (4) weeks prior to the special meeting, and may be in the form of a notice in the official publication of the Zone.

Special resolutions shall pass when a three-quarters majority of the members as are present on a show of hands, vote in favour, where each member in good standing in the Zone shall be entitled to one vote. A declaration by the President that the matter has carried and an entry of that declaration in the Minutes shall be proof that the matter was carried. Votes for or against need not be recorded. The President shall ensure that the Articles and Calgary Zone By-Laws are so altered, and that the Registrar of Companies of Alberta is so notified.

3. Executive Meetings shall be called by the President and be conducted only when a quorum is present, which shall consist of a simple majority of the Executive. Written notice listing an agenda of items to be discussed shall be provided to the voting members. The President, Vice Presidents, and Patrol Leaders shall be entitled to vote. Questions shall be decided by a simple majority of votes on a show of hands.

In-camera meetings of the Executive will be conducted for the purpose of discussing personnel or personal issues only, an example of which is described in Article II 4., and will include only the Executive.

The first Executive Meeting of a new term will occur after the General Meeting. The first order of business will be to confirm the rules of order that will govern the

conduct of all meetings during the term and the general procedures that will be followed.

4. Regular Meetings may be held under the authority of the President for conducting the day to day affairs of the Zone, and include:
 - a) Patrol Executive meetings called by the Patrol Leader as required.
 - b) Patrol meetings conducted for the purpose of electing a Patrol Leader and receiving reports of the Patrol Executive, and announced by notice in writing to the members of that Patrol and to the Executive, according to the rules for notice defined in Article IV 1.
 - c) Vice President meetings conducted for the purpose of carrying on the affairs of the individual departments.
 - d) Meetings of Patrollers to allow discussion of topics relevant to the Zone or such other topics that are deemed in the interest of patrollers in general.

V Elections:

1. The Executive will determine the time for the closing of nominations so that the appropriate deadlines for notification of the membership and for publication of information provided by each candidate can reasonably be met. This notice will outline the requirements of the Executive positions and will allow members the opportunity to consider running for office. The dates for Patrol Leader elections will be determined in consultation with the individual Patrol Leaders.
2. Elections for Zone Executive Officers will be conducted annually at the Annual General Meeting.
 - In even numbered years, a President, Vice-President Administration, and two Vice President At Large positions shall be elected for a two-year term. Should any of these positions be vacant at the time of the annual meeting in odd-numbered years, there shall be an election to fill the vacancies for a one-year term.
 - In odd numbered years, a Vice-President Finance, Vice-President Education, and two Vice President At Large positions shall be elected for a two-year term. Should any of these positions be vacant at the time of the annual meeting in even-numbered years, there shall be an election to fill the vacancies for a one-year term.

The election will be conducted by an official of Division or National who is not a participant in the election. Ballots, to be prepared in advance, will provide no perceived advantage to any one candidate. A Zone Executive Officer may seek election to any office or re-election to the same office, but must not run for that office for at least one year after a duration of four (4) consecutive years in that

office, or such other duration as may be designated by an ordinary resolution of the Executive as deemed necessary from time to time.

3. Elections for a Patrol Leader from each area may be held annually but must be held at least every three (3) years. This is a minimum requirement that may be reduced on a majority vote of the members of that area Patrol. A Patrol Leader may seek election to any office or re-election to the same office, but must not run for Patrol Leader for at least one year after a duration of five (5) consecutive years in that office, or such other duration as may be designated by an ordinary resolution of the Executive as deemed necessary from time to time. Specific election requirements for each area Patrol are to be listed in the Procedures Manual.
4. All elections for Executive positions will be conducted by secret ballot and a winner will be decided when one candidate has received more than fifty (50) percent of the votes cast, being fifty (50) percent plus one vote. In the case of a tie, or should more than two candidates be in the running where no one candidate has received enough votes to be declared the winner, then a second election will be held where the candidate with the least number of votes will be dropped from the ballot. This process will be repeated until a winner has been decided.

VI Financial and Administrative:

1. Those Executive members as described in Article III, Clauses 3., 4., and 5., shall ensure that all necessary minutes of Executive meetings and meetings of the membership, and financial and all other records required by these by-laws or any applicable statutory law are regularly and properly kept, are available for inspection by the membership upon reasonable notice to the respective Officer, and that access is provided at all times to any Executive member.
2. The financial period of the Zone shall end on such date in each year as may be determined by the Executive, and until otherwise so determined shall end on March 31 in each year.
3. The Executive shall set the prescribed membership fee.
4. Contracts during the course of the Zone's operations may be entered into by the Executive or any person authorized in writing by the Executive.
5. All documents of the Zone requiring execution shall be signed by the President together with any one other Zone Executive Officer. When so signed, such documents shall be binding upon the Zone.
6. The Seal of the Zone shall have such form as may be adopted by the Executive, and the use shall be authorized by the signature of the Zone Executive Officers designated by the Executive.

7. The Zone may, from time to time and at the discretion of the Executive, raise, borrow, or secure payment of any sum of money for the purposes of the Zone, in accordance with Section 14 of The Societies Act. The Zone shall be carried on without purpose of gain for its members and any profits or other accretions to the Zone shall be used to promote its objectives.
8. When creating the new Zone budget for presentation to the membership at the Annual General Meeting, the Executive will ensure that a contingency allowance is included, set aside in cash or other secured form which is acceptable to the Executive. Decisions concerning the amount and uses for this fund will be determined by the Executive.
9. Specific details concerning the method of operation, requirements for conducting elections, and authority of all meetings of the Zone will be recorded in the Procedures Manual and up-dated on a regular basis by the Executive, to reflect the method that the Zone administers its affairs.
10. The books, accounts, and records of the Vice President of Finance shall be audited at least once per year by a duly qualified accountant or by two members of the Zone, elected for that purpose at the Annual General Meeting.

VII Dissolution:

1. In the event of dissolution, all of the Zone's remaining assets after payment of liabilities shall be distributed to National or a comparable organization should National not be in existence.