

## Saskatchewan Freestyle Skiing Incorporated

### **Constitution of Saskatchewan Freestyle Skiing, Incorporated #101016904**

Article 1 The name of SFSI shall be Saskatchewan Freestyle Skiing Incorporated (SFSI).

Article 2 The Canadian Freestyle Skiing Association

- a. SFSI shall be a member of the Canadian Freestyle Ski Association.
- b. SFSI shall pay fees and other charges as shall be required of clubs of the Canadian Freestyle Ski Association (CFSA).

Article 3 Mission Statement

The Saskatchewan Freestyle Skiing Association Incorporated exists to promote and enhance the freestyle ski experience while recognizing its benefits to the individual and society.

Article 4 Objectives

- a. To improve, encourage and advance Freestyle skiing and participation in the sport;
- b. To publish and disseminate information concerning freestyle skiing;
- c. To provide standards and guidance to members of the freestyle skiing community in Saskatchewan;
- d. To provide rules for all SFSI freestyle skiing activities; to qualify and appoint officials for such activities;
- e. To raise, use, invest, and re-invest money to support the activities of SFSI;
- f. To join with or affiliate with other related or complementary organizations and associations.

Article 5 Operation

The SFSI is to be managed and operated by eligible members, duly registered as General Members of the CFSA (refer to bylaws).

Article 6 **BYLAWS**

- a. The by-laws, appended to this constitution, shall describe the organization and functions of SFSI, the classes and terms of membership in SFSI, and the means by which eligible members of SFSI may elect SFSI Directors and Executive and control the property and activities of SFSI.
- b. The rules and regulations of CFSA shall take precedence over any SFSI By-laws. Any bylaw found to be contrary to the Rules of the CFSA shall be deemed invalid.
- c. These by-laws must allow for the requirements of the Saskatchewan Corporations Branch, Department of Justice for Non-Profit corporations.

## **MEMBERSHIP**

### Bylaw 1

Membership in SFSI shall be open to all irrespective of sex, age, creed, profession or colour.

### Bylaw 2

All members shall uphold, observe, and conform to the rules of the CFSA and bylaws of SFSI and such rules and regulations as set forth from time to time by the Directors of SFSI.

### Bylaw 3

Members of SFSI shall be registered with the CFSA and pay such registration fees to the CFSA.

### Bylaw 4

To be considered in good-standing, all members of SFSI must pay, within the time limits shown in bylaw 6, such SFSI fees as are stipulated by the SFSI Board of Directors.

### Bylaw 5

Members in arrears of paying fees stipulated in bylaws 3 and 4 will not be permitted to take part in any SFSI activity.

### Bylaw 6

Membership shall commence on the date the fees are paid, and shall terminate on the last day of the CFSA year, May 31. Fees, age limits, skiing rules, and skiing hours shall be as the SFSI Directors determine.

### Bylaw 7

The Directors may, by written notice, terminate membership of a member for acting contrary to the Rules and Regulations of the CFSA or SFSI, or for conduct which is considered injurious in any way, including to the image of SFSI, freestyle skiing or amateur sport. The Directors shall give a written explanation for the termination of membership, if requested, but shall not return any fees paid for the current skiing season. The individual, if he/she so desires, shall have the right to appeal, under such policies as may be adopted by the SFSI Directors.

### Bylaw 8

#### Privilege of Membership

All members in good standing may attend and speak at annual, regular and special meetings. Voting rights are outlined in bylaw 9.

### Bylaw 9

The membership of the corporation shall consist of general members and athlete members:

#### A General Member

A general member is a parent of an athlete, as described in bylaw 9(B). A general member is entitled to all privileges of membership, including the right to vote – except that the principle of one vote per family applies. Each family (regardless of the number of athletes from that family) will have the right to one vote, and if a family has two general members, then only one of them will have the right to vote on any particular issue or decision.

A general member must be over the age of 19 in order to vote.

**B Athlete Members**

Athletes are youth of any age who are duly registered in accordance with bylaws 3 and 4, in the sub-categories of membership as provided by the CFSA. Athletes include those participating in club programming at any level, out-of-province competitions, and single-event activities (clinics, races or special events). Athlete members are non-voting members, but are represented through the votes of general members who are a parent or guardian.

**Bylaw 10**

The CFSA requires that certain people associated with freestyle skiing activities are also duly registered with its organization (and through its national insurer). All SFSI executive members, committee chairpersons, and all judges and officials associated with SFSI activities shall be registered in accordance with CFSA rules. Where CFSA so requires any volunteer or General Member assisting with a SFSI event must be insured the CFSA insurer.

**LIABILITY**

**Bylaw 11**

Saskatchewan Freestyle Skiing Incorporated shall not be responsible for any damage, injury, or loss of any kind to person or property, occurring as a result of the actions, errors, or omissions of its agents or anyone associated with SFSI – including injury or loss occurring on premises under SFSI's supervision or control, or any activities sponsored or coordinated by SFSI. Every member, guest or visitor of any kind shall attend SFSI activities or locations (on or off the ski hill) entirely at their own risk.

**SFSI DIRECTORS AND EXECUTIVE**

**Bylaw 12**

- a. The directors shall manage the activities and affairs of the corporation.
- b. The directors shall consist of: Chairperson, Vice-Chairperson, Secretary/ Treasurer, up to two Members-at-large and a Coaches' Representative. Once elected, the directors will form an executive by choosing from among themselves the Chairperson, Vice-Chairperson, and the Secretary/ Treasurer at the first meeting of the new electoral year.
- c. The Coaches' Representative will be chosen by the coaches to represent the coaches on the Board of Directors for the electoral year.
- d. The Executive shall appoint a chairperson to the standing committees who shall look after the duties assigned to them. All Committee Chairpersons must submit the names of their committee members to the Executive for approval.
- e. No property, funds or income of the SFSI shall inure to the private profits of any member or director. The Directors, Executive, committee members, coach representative, CFSA Liaison(s) or any members appointed for duties on behalf of SFSI shall not receive remuneration for those duties, except for such compensation as would reimburse the member or director for expenses incurred while conducting

business or activities of SFSI (and as approved by the Executive).

- f. The Executive shall exercise their power only through a meeting duly convened.

#### Bylaw 13

A Director shall take office from an Annual Meeting and shall hold office for three years until the close of the meeting at which their successors have been duly elected.

#### Bylaw 14

Where there is a vacancy on the Board of Directors, the remaining directors (through a quorum) may fill the vacancy until the next annual meeting by appointing another director. If an Executive Member or Director is absent for more than three consecutive scheduled Board meetings, without good cause and without prior notification to the Chairman or Secretary/Treasurer, then that office may be declared vacant by a majority vote of the Board.

#### Bylaw 15

The Chairperson shall preside over all Board and General Meetings. In his or her absence, this duty will be filled by the Vice-Chairperson. If neither is present, but a quorum exists, then the Executive that are present may elect from among them a Chairperson for that meeting. The chairperson only has a vote in the event of an equal division of votes.

#### Bylaw 16

The Secretary/Treasurer shall be responsible for the safe control of all SFSI funds, for preparing and submitting to the Board of Directors an annual budget and keeping such records as are required for an audit. All cheques and legal documents shall be signed by the Secretary/Treasurer and one of the following officers: Chairperson or Vice-Chairperson.

#### Bylaw 17

The Secretary/Treasurer shall deal with all correspondence subject to the approval of the Chairperson or their delegate, shall issue all notices for Board, Executive, Annual and General Meetings, and shall be responsible for submitting to the CFSA such reports as required by CFSA rules or regulations. The Secretary/Treasurer shall be responsible for recording the minutes of all meetings.

#### Bylaw 18

Members-at-large shall be assigned specific duties at the discretion of the Executive Committee.

#### Bylaw 19

The Chairperson shall be an ex-officio member of all committees.

#### Bylaw 20

A quorum of the Board of Directors shall consist of three (3) members of the Board including the Chairperson or their designate.

#### Bylaw 21

The delegate(s) to the CFSA Annual Meeting shall be appointed annually by the Executive. The delegate(s) need not be a member of the Executive. The CFSA National Office shall be advised of the appointed delegate's(s') name.

#### Bylaw 22

The members of the Executive, the Board of Directors, members and chairpersons of the committees and the delegate to the CFSA must be members in good standing of SFSI, be registered as General Members of the CFSA, be of legal age (nineteen years) and be eligible as defined by the CFSA Rules. A majority of the Directors shall be Canadian citizens within the meaning of Canadian Citizenship Act and will reside in Canada.

#### Bylaw 23

Each Executive member and Director (and his/her heirs, executors and estate administrators) shall be indemnified and saved harmless by SFSI for liabilities arising through the performance of duties connected to the organization, whether by act or omission.

#### Bylaw 24

All properties of Saskatchewan Freestyle Skiing Incorporated shall be under the direction of the Executive.

### **ANNUAL GENERAL MEETING AND FISCAL YEAR-END**

#### Bylaw 25

The fiscal year of the corporation shall end on the 30<sup>th</sup> day of April in each year.

#### Bylaw 26

- a. An Annual Meeting shall be held at such a time and place as designated by the Executive within three months of the fiscal year end.
- b. Regular meetings of SFSI shall be held periodically at the discretion of their Executive committee.
- c. Special meetings may be called with the approval of the Executive, or at the written request of five percent (5%) of the members.
- d. All members shall be notified of the Annual Meeting and/or special meetings 15 days in advance. Notice shall include time and place of meeting, agenda, full details of any proposed amendments to these Bylaws and a complete list of the candidates nominated for elections.
- e. Voting at meetings of members shall be by a show of hands except where a ballot is demanded by a member either before or after any vote by a show of hands.
- f. Voting for SFSI elections or on any matters pertaining to skiing shall be restricted to eligible SFSI members who are registered as general members of the CFSA and of legal age (19), voting on behalf of their children, who are members of SFSI. Each family representative shall be restricted to one vote regardless of how many children in the family are registered SFSI members.
- g. A quorum for annual, regular or special meetings shall be those eligible members in attendance.

#### Bylaw 27

The Order of business at annual Meetings of General Meetings of members shall be as follows:

1. Reading of the Notice of the Annual/General Meeting

2. Reading of the minutes of the preceding Annual/General Meeting
3. Secretary's Report
4. Financial Statement
5. Report of Executive Chairpersons
6. Report of Committee Chairpersons
7. President's Report
8. New Business
9. Election of Officers and Members
10. Amendments to the Constitution and by-laws
11. Appointment of auditors

## **FUNDS**

### **Bylaw 28**

All funds shall be deposited by the Secretary/Treasurer in such banks or other institutions as may be designated by the Executive.

### **Bylaw 29**

All disbursement of the funds of SFSI shall be by cheque or other auditable documents.

### **Bylaw 30**

A review or audit of the financial transactions of SFSI shall be made each year by person(s) designated by the Executive and the audited statement shall be made available to the membership of SFSI.

### **Bylaw 31**

No member of the SFSI Executive or Board shall commit SFSI to an expenditure of more than \$5000.00 without prior approval of said expenditure being recorded in the minutes of a properly constituted Executive meeting.

### **Bylaw 32**

Projects such as Try Freestyle, achievement days, competitions, etc. must be authorized by the Executive and the project chairperson shall prepare a budget for Executive approval.

## **COMMITTEES**

### **Bylaw 33**

The Board of Directors shall establish such committees from time to time as are necessary for the operation of the organization. Such committees may include:

#### **A. FREESTYLE SKIING COACHES LIASON COMMITTEE**

The Executive shall appoint a committee of two (2) members who shall have the authority to enter into a contract with professional and/or freelance coaches. This committee is responsible for ensuring a good working relationship between SFSI and its coaches.

#### **B. NOMINATING COMMITTEE**

The nominating Committee shall consist of two (2) members of the Board of Directors. This committee is responsible for selecting at least a full slate of candidates for election to Club Office and shall present the slate to the Executive at the Annual Meeting. Each

nominee must indicate acceptance in writing prior to the commencement of elections. Nominations from the floor of the annual Meeting will be accepted.

C. PUBLIC RELATIONS COMMITTEE

The Executive shall appoint a SFSI member to act as chairperson of the Public Relations Committee. This committee is responsible for keeping SFSI members informed of SFSI activities and for promoting SFSI's activities in the community.

Bylaw 34

The Executive may also establish from time to time the position of Executive Chairperson to organize and oversee certain events. Such Executive Chairperson positions may include:

A. COMPETITION CHAIRPERSON

Duties of this Chairperson include arranging and supervising the schedule, obtaining judges and officials, keeping SFSI records of competitions, preparing records to be forwarded to CFSA and encouraging potential CFSA judges and officials. They are responsible for organizing club competitions as approved by SFSI Executive. The Competition Chairperson shall act as a liaison between the competitors, parents, the host club, SFSI executive members and coaches.

B. TRY FREESTYLE CHAIRPERSON

The Try Freestyle Chairperson is responsible for promoting, organizing, and supervising SFSI's Try Freestyle Program in consultation with SFSI's coaching staff. They shall act as liaison between Try Freestyle skiers, parents, the SFSI Board members and coaches.

C. FUNDRAISING CHAIRPERSON

The Fundraising Chairperson is responsible for organizing the fundraising activities of SFSI.

**AMMENDMENTS**

Bylaw 35

Any member in good standing of SFSI may propose an amendment to the Constitution or Bylaws of SFSI. This proposal, duly moved and seconded, must be submitted to the Executive of SFSI in writing 21 days or more before the next Annual General Meeting. If a proposed amendment is properly submitted within the required time period, it will be presented at the next Annual General Meeting. No amendments to the Constitution or bylaws shall be accepted from the floor of any meeting.

Bylaw 36

Bylaws may be enacted or amended by a majority vote of the Executive whenever required. Such By-laws or amendments must be presented at the next General or Last Annual Meeting for ratification; if they fail to be ratified, they will cease to be effective and may not be re-enacted by the Executive for one calendar year.

Bylaw 37

Any amendments to be accepted or ratified must pass by a vote of 2/3 of those present

and eligible to vote at an Annual or Special Meeting of SFSI.

Bylaw 38

All amendments become effective immediately if they are passed unless the motion of amendment specifies otherwise.

**RULES**

Bylaw 39

The functions of SFSI and the conduct of its members shall be governed by the regulations listed below in order of precedence:

1. Rules of the Canadian Freestyle Ski Association
2. Constitution of SFSI
3. "Call to Order" by Herb Perry.

**DISSOLUTION OF SFSI**

Bylaw 40

Subject to the provisions of the Non-Profit Corporation Act, in event of the dissolution of SFSI, its property and assets shall, after payment of all liabilities, be donated to one or more recognized charitable organizations as may be decided by SFSI in a General Meeting.

Approved: May 28, 2011