

BYLAWS OF SASKATCHEWAN FREESTYLE SKI INCORPORATED (SFSI)

ARTICLE I: GENERAL

- 1.1 **Purpose** – These Bylaws relate to the general conduct of the affairs of the Saskatchewan Freestyle Skiing Incorporated (SFSI), a corporation incorporated under the Saskatchewan Non-profit Corporations Act.
- 1.2 **Definitions** - The following terms have these meanings in these Bylaws:
- a) **Act** – the Saskatchewan Non-profit Corporations Act, as amended.
 - b) **Corporation** – Saskatchewan Freestyle Skiing Incorporated.
 - c) **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.
 - d) **Board** – the Board of Directors of the Corporation.
 - e) **Freestyle Canada** – the National Sport Organization which governs the sport of Freestyle Skiing – formerly the Canadian Freestyle Ski Association (CFSA)
 - f) **Director** – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - g) **Officer** – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - a) **Ordinary Resolution** – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Board Committees or at any meeting of Members.
 - b) **Special Resolution** – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members.
- 1.3 **Head Office** – The head office of the Corporation will be located at all times within the Province of Saskatchewan.
- 1.4 **Corporate Seal** - The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.5 **No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.6 **Ruling on Bylaws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

- 1.7 **Conduct of Meetings** – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 **Interpretation** – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 1.9 **Headings** – The headings used in the Bylaws are inserted for convenience of reference only.
- 1.10 **Governing Body** – The Corporation will be the governing body of the sport of Freestyle Skiing in the Province of Saskatchewan as delegated by Sask Sport Inc. and Freestyle Canada.

ARTICLE 2: GENERAL INFORMATION

2.1 NAME

The official name of the Corporation is: Saskatchewan Freestyle Skiing Incorporated (SFSI).

2.2 ADDRESS

The Corporation shall maintain a mailing address in the Province of Saskatchewan.

2.3 OBJECTIVES

The objectives of Saskatchewan Freestyle Skiing are:

- a. To improve, encourage and advance Freestyle Skiing and participation in the sport.
- b. To provide standards and guidance to members of the Freestyle Skiing community in Saskatchewan.
- c. To provide rules and act as the sanctioning body for all SFSI Freestyle Skiing activities.
- d. To qualify and appoint officials for such activities.
- e. To raise, use, invest, and re-invest money to support the activities of SFSI

2.4 AFFILIATION

Saskatchewan Freestyle Skiing shall operate under the jurisdiction of Freestyle Canada, Sask Ski and Sask Sport's bylaws and rules, where applicable.

2.5 MEMBERSHIP

- a. Membership in the SFSI shall be open to all irrespective of sex, age, creed, profession, or colour.
- b. All members of the SFSI shall be registered with Freestyle Canada and pay such designated fees to the Freestyle Canada.
- c. All members shall uphold, observe, and conform to the rules of Freestyle Canada and the bylaws of SFSI and such rules and regulations as set forth from time to time by the Board of Directors of SFSI.
- d. Membership shall commence on the date that fees are paid and shall terminate on June 30th, the last day of the Freestyle Canada annual year.
- e. All members in good standing may attend and speak at any annual, or special meeting.
- f. The Board of Directors may suspend or expel any individual member whose conduct is such as to bring discredit to the organization.

2.6 MEMBERSHIP CATEGORIES

The membership categories of the SFSI shall consist of athletes, coaches, officials and volunteers. Memberships are valid from July 1st to June 30th of each year.

Athlete Membership

All athletes are required to have a current and an applicable SFSI membership when participating in any club or provincial event.

Coach Membership

All coaches must have a current and applicable SFSI membership, and must have current Freestyle Canada coaching certifications, plus a valid NCCP number.

Officials Membership

All judges and major officials who are working at a club or provincial level competition must be members in good standing of SFSI.

Volunteer Membership

SFSI volunteer membership is required for all club administrators and board members, registrars, members of the SFSI Board of Directors, parent volunteers or Level 1 Officials.

- a. SFSI requires that certain people associated with Freestyle Skiing activities are also registered with Freestyle Canada and with its national insurer. All SFS Board Members, committee chairpersons, and all judges and officials associated with SFSI activities shall be registered in accordance with Freestyle Canada rules. Where Freestyle Canada so requires, any volunteer or staff assisting with a SFSI event must be insured with the Freestyle Canada insurer.

2.7 EXCLUSIVE RESPONSIBILITY

Any topic not covered by the present Articles, these Bylaws, or Saskatchewan Freestyle Skiing's Policy Manuals, shall remain the exclusive responsibility of the Board of Directors.

2.8 WINDING UP

In a special or annual general meeting, the members may resolve to dissolve Saskatchewan Freestyle Skiing Inc. by a special resolution. In such event Saskatchewan Freestyle Skiing's properties and assets, after payment of all liabilities, shall be donated to another organization(s) having objects of a sporting or athletic nature, as may be decided by the Board of Directors.

2.8 FISCAL YEAR

The fiscal year of Saskatchewan Freestyle Skiing shall end on June 30th of each year and an audited financial statement for the year shall be presented at the Annual General Meeting.

ARTICLE 3: ANNUAL AND SPECIAL GENERAL MEETINGS

3.1 ANNUAL GENERAL MEETING; SPECIAL GENERAL MEETINGS

- a. Saskatchewan Freestyle Skiing shall hold an Annual General Meeting in each calendar year in the Province of Saskatchewan. The Annual General Meeting shall be held no later than six months after the end of the fiscal year.
- b. On the request of the majority of the Directors, a Special General Meeting shall be held at a place, time and date set by the Chair.

3.2 CONVOCAATION

- a. Notice of an Annual General Meeting shall be given in writing to the membership 30 days in advance. The Notice of the Annual General Meeting shall set forth a statement that any member resolution or special business to be considered at the Annual General Meeting must be forwarded to the Board of Directors at least 30 days prior to the Annual General Meeting.
- b. Notice of a Special General Meeting shall be advertised in writing to the membership a minimum of 30 days in advance and shall set forth the resolution(s) to be submitted to the attention of the membership.
- c. The following matters shall be transacted at the Annual General Meeting:
 - i. Consideration of an auditor's report
 - ii. Election of Directors
 - iii. Appointment of an auditor
 - iv. Consideration of Bylaw amendments submitted by the Board of Directors
 - v. Special business
- d. Special business and any resolution a member wishes to be considered at the Annual General Meeting or a Special General Meeting must be provided to the Board of Directors at least 20 days prior to the Annual or Special General Meeting, together with the name of the member and a supporting statement of the special business or resolution.
- e. The Board shall circulate the special business request or resolution to the members at least 10 days prior to the Annual or Special General Meeting.
- f. The Board of Directors is not obligated to provide notice of the special business request or resolution if:
 - i. the purpose of the special business or resolution is to enforce a personal claim or redressing a personal grievance against Saskatchewan Freestyle Skiing or its directors, officers or staff; or

- ii. the purpose of the special business or resolution is primarily for the purpose of promoting general economic, political, social, religious or similar causes unrelated to Saskatchewan Freestyle Skiing ; or
 - iii. the request or a substantially similar one has, within 2 years, been previously submitted and defeated; or
 - iv. the member fails to present the resolution in person at the Annual General Meeting; or
 - v. the resolution is to secure publicity that is unrelated to the policies and procedures of Saskatchewan Freestyle Skiing.
- g. Meetings of members will be closed to the public, but any person may be admitted at the invitation of the Chair or by Ordinary Resolution of Members.

3.3 PARTICIPANTS

An Annual or Special General Meeting shall be composed of the following delegates:

- a. The Board of Directors of Saskatchewan Freestyle Skiing.
- b. Affiliated clubs in good standing shall have one delegate.
- c. Any delegate to an Annual or Special General Meeting must be a member in good standing of Saskatchewan Freestyle Skiing.
- d. The Chair of the Board of Directors of Saskatchewan Freestyle Skiing shall be the Chair of the Annual or Special General Meeting. The Chair may appoint another Director or delegate to act as Chair.

3.4 VOTING

- a. Each club delegate present at the Annual or Special General Meeting in conformity with shall be entitled to one vote.
- b. Each member of the elected Board of Directors shall be entitled to one vote, except for the Chair of the Board of Directors who will only vote in the case of a tie.
- c. Voting shall be by show of hands or other appropriate means.
- d. Except for Special Resolutions, all questions shall be decided by a simple majority. Special Resolutions include changes to Articles, Bylaws and those resolutions brought forward at a Special Meeting. For a Special Resolution to be carried, 2/3 majority of those present and voting must approve the Special Resolution.

3.5 QUORUM

The quorum for transaction of business at any Annual or Special General Meeting shall be constituted by the members present.

ARTICLE 4: GOVERNANCE

4.1 GENERAL

- a. The affairs of Saskatchewan Freestyle Skiing shall be governed by the Board of Directors. The Board will consist of a minimum of five (5) and a maximum of nine (9) Directors.
- b. All Directors must be members in good standing of Saskatchewan Freestyle Skiing and shall support the mission, vision, values, and goals of Saskatchewan Freestyle Skiing.
- c. The Board of Directors shall meet as often as it deems necessary, but no less than four times annually.
- d. All members of the Board of Directors shall have one vote except the Chair of the Board of Directors who will vote only in the case of a tie.
- e. The Chair of the Board of Directors shall preside over all meetings of the Board of Directors. The Chair may appoint another Director to act as Chair.
- f. The quorum for meetings of the Board of Directors shall consist of 50% plus one board member in attendance.

4.2 ELIGIBILITY OF DIRECTORS

To be eligible to serve as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Be considered a member in good standing of the Corporation;
- c. Have the power under law to contract;
- d. Have not been declared incapable by a court in Canada or another country;
- e. Have not been subject to a doping infraction for at least two years or serving a sanction relating to a doping infraction;
- f. Not have the status of bankrupt.

4.3 COMPOSITION OF THE BOARD

The Board of Directors of the Corporation will consist of the following:

- a. Chairperson
- b. Vice-Chairperson
- c. Secretary/Treasurer
- d. minimum of two and maximum of six Members-at-large
- e. The Board will comprise at least one member from each of the clubs/regions which are duly registered and in good standing

4.3 POWERS OF THE BOARD OF DIRECTORS

Except as otherwise provided in the Act or this Bylaw, the Board of Directors has the powers of Saskatchewan Freestyle Skiing Inc. and may delegate its powers, duties, and functions without limiting the generality of the foregoing:

- a. The Board of Directors may make policies, procedures, and regulations for managing the affairs of Saskatchewan Freestyle Skiing in accordance with the Act and these Bylaws.
- b. The Board of Directors may make policies, procedures and regulations relating to the management of disputes and discipline of members and the Board of Directors and/or their designated committee shall have authority to manage disputes and discipline members accordingly.
- c. The Board of Directors will establish the vision, mission, values, and strategic direction of the Corporation and approve policies related to the governance of the Corporation.
- d. The Board of Directors may establish permanent committees or temporary committees to assist in performing the work of Saskatchewan Freestyle Skiing and may delegate specific authority to these committees.
- e. The Board of Directors may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation. The Board of Directors may delegate its authority to such person who may also employ such persons as required to carry out the mission and work of Saskatchewan Freestyle Skiing.
- f. The Board of Directors will approve or make expenditures for the purpose of furthering the objects and purposes of the Corporation.
- g. The Board of Directors may perform any other duties from time to time as may be in the best interests of the Corporation.

4.3 NOMINATION AND ELECTION

- a. Nominations for all open Director positions shall be received by Nominating Committee a minimum of 30 days prior to the date of the Annual General Meeting. Nominations shall not be accepted from the floor.
- b. At the Annual General Meeting, delegates shall elect the prescribed number of directors by ballot.
- c. The term of office of each Director shall be three years. Terms of office are to be staggered such that no more than three Directors are elected annually.
- d. The Chair of the Board of Directors shall be selected by the elected directors at the meeting of the Board of Directors immediately following the Annual General Meeting. The Chair shall be selected for a two-year term.

- e. All Directors shall be eligible for re-election after their term has ended.
- f. In the event of a vacant position, the Board of Directors may fill the position by appointment until the next Annual Meeting at which time an election will be held to complete the original term of office.
- g. Paid employees of Saskatchewan Freestyle Skiing shall be ineligible to hold any elected position.
- h. Any Director of Saskatchewan Freestyle Skiing may be removed from office by “Special Resolution”.

4.4 MEETING PROCEDURE

- a. Meetings of the Board of Directors, including the annual general meeting and special meetings may be held by tele/video conferencing means.
- b. Meetings of the Board of Directors are closed to members and the public, but any person may be admitted at the invitation of the Chair of the meeting. Meeting minutes will be maintained by the Board Secretary.
- b. The Board of Directors may approve a resolution or motion or render a decision by way of written approval forwarded electronically.
- c. Any dispute concerning the procedure of a General Meeting, Board of Directors or Committee meeting shall be solved in accordance with Roberts Rules of Order.

4.5 CONFLICT OF INTEREST

In accordance with the Saskatchewan Non-Profit Corporations Act, a Director, Officer, or member of a committee who has an interest, or may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Saskatchewan Freestyle Skiing Conflict of Interest policy.

ARTICLE 5: AMENDMENT OF BYLAWS

Any member in good standing or a Director of Saskatchewan Freestyle Skiing, supported by a seconder, may propose amendments to the Articles and/or Bylaws by submitting such amendments in writing to the Board of Directors at least 20 days in advance of an Annual or Special General Meeting. These proposed amendments shall be circulated to all clubs 10 days prior to the Annual or Special General Meeting. Amendments to these Bylaws shall only be made after the motion to amend has been passed by a 2/3 majority of those present and voting at an Annual or Special General Meeting.

ARTICLE 6: INDEMNIFICATION

- 6.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 6.2 The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 6.3 The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE 7: ADOPTION OF THESE BYLAWS

These Bylaws were adopted by the members of Saskatchewan Freestyle Skiing entitled to vote at a meeting of members duly called and held on December 22, 2024.

In adopting these Bylaws, the members repeal all prior Bylaws of the Corporation.