

**BY-LAWS  
OF  
CRABBE MOUNTAIN RACING CLUB INC.**

**1. INCORPORATION and DEFINITIONS**

- 1.1 The Crabbe Mountain Racing Club Inc. (“CMRC”) was incorporated under the *Companies Act*, R.S.N.B. 1973, c. C-13 on December 21, 1982.
- 1.2 “Executive” means the eight members of the Executive Committee elected by the members of the CMRC from time to time.
- 1.3 “Act” means the *Companies Act*, R.S.N.B. 1973, c.C-13, as amended and the Regulations thereunder.

**2. OBJECTS**

- 2.1 The objects of CMRC are as follows:
- (a) to stimulate awareness, interest and participation in skiing and ski competitions and racing;
  - (b) to encourage, foster and promote skiing, ski racing and ski competitions between athletes and with other alpine ski clubs;
  - (c) to encourage, foster and promote the development of ski athletes and coaches for and leading to provincial, inter-provincial and Canadian ski competitions;
  - (d) to promote, adopt and follow and ensure that athletes, coaches and generally all members promote, adopt and follow the guidelines and rules adopted and applied by the National Sport Organisation (“NSO”) and the Provincial Sport Organisation (“PSO”);
  - (e) to foster and develop affiliations with other ski clubs and with the NSO and the PSO in order to further the objects of CMRC; and
  - (f) to do all things as are incidental or conducive to the attainment of these objects or any of them.

**3. NOT FOR PROFIT and PERSONAL LIABILITY**

- 3.1 No member of the CMRC (except for repayment of expenses incurred on behalf of the CMRC or except in the event that a member is also a coach employed under an employment agreement with CMRC or except in the event that the Executive determines to pay an honorarium to any member for services to the CMRC) shall receive any of the income of the CMRC and the activities of the CMRC shall be carried on without a view to profit.

- 3.2 The members of the CMRC shall not be personally liable for any debts or obligations of the CMRC.

#### **4. AFFILIATION**

The CMRC shall be affiliated with the NSO and the PSO and such other persons or bodies as approved by the general membership from time to time.

#### **5. HEAD OFFICE**

The head office of the CMRC shall be at the City of Fredericton, New Brunswick and at such place therein as the Executive shall determine from time to time by resolution.

#### **6. MEMBERS**

- 6.1 Membership in the CMRC shall be available to athletes, coaches, parents of athletes and any other persons interested in participating in furthering the objects of the CMRC.
- 6.2 In order to become a member of the CMRC a person must also become a member of the NSO.
- 6.3 Membership in the CMRC shall be attained or continued, as the case may be, upon payment of the annual membership fee and submission of completed CMRC and NSO registration forms.
- 6.4 Membership dues shall be as determined annually by the Executive based on a financial analysis conducted by the Executive which shall consider, inter alia, the current financial position of the CMRC, estimates of anticipated revenues and expenses for the ensuing year and the membership fees of the NSO and the PSO.
- 6.5 Members may be removed from the CMRC members' register upon the passing of a resolution by at least two-thirds of the votes cast at a special meeting of the members of the CMRC called for considering such removal.

#### **7. EXECUTIVE**

- 7.1 The affairs of the CMRC shall be managed by the Executive. In addition to the power and authority vested by these by-laws or otherwise expressly conferred upon the Executive, the Executive may exercise all such powers and do all such

acts and things as may be exercised or done by the CMRC and as are not by these by-laws or by statute required to be done by the CMRC in general meeting.

- 7.2 A majority of the members of the Executive shall constitute a quorum.
- 7.3 Any adult member of the CRMC shall be eligible to be elected as a member of the Executive. Each member of the Executive shall also be an officer of the CMRC.
- 7.4 Four members of the Executive shall be elected at each annual meeting of the members of the CMRC. Each member of the Executive shall serve for a term of two years after the annual meeting at which they were elected or until a successor has been elected. Members of the CMRC may be elected for successive terms as members of the Executive.
- 7.5 The Executive may appoint such committees as it, from time to time, considers advisable. Members of committees and the chair of such committees shall be appointed by and hold office at the pleasure of the Executive. Each committee shall submit to the Executive such reports as the Executive may from time to time request, but in any event, each committee shall submit an annual report to the Executive for presentation to the annual meeting of the members of the CMRC.
- 7.6 A member of the Executive ceases to hold such office (a) if he or she resigns (b) in the event that he or she ceases to be a member of the CMRC (c) if he or she is removed by a resolution of 2/3rds of the members in attendance at a meeting of the CMRC called for that purpose, or (d) if he or she has failed to attend three consecutive regular meetings of the Executive without due cause.
- 7.7 In the event that a member of the Executive ceases to hold office pursuant to paragraph 7.6, or otherwise in the event of any vacancy on the Executive, the vacancy shall be filled by the appointment of a replacement interim member by the remaining members of the Executive for a term to conclude at the next annual general meeting of the members of the CMRC. In the event that the term of office of the former member of the Executive would have continued beyond such annual general meeting, a member of the Executive will be elected at such annual general meeting to complete such term of office.
- 7.8 At all meetings of the Executive each member shall have one vote. Questions arising at any meeting shall be decided by a majority of votes. In the event of an equality of votes the president shall have a second or casting vote. Meetings of the Executive shall be called by the president or by the secretary if requested by two other members of the Executive. Notice of meetings of the Executive shall be given five days prior to the date of the meeting, however no error or omission in giving the notice for a meeting of the Executive shall invalidate the meeting or make void any proceeding taken at the meeting and any member of the Executive may waive notice of the meeting.

- 7.9 Each and every member of the Executive shall be indemnified and saved harmless by the CMRC from and against any and all costs, charges, expenses, claims, and demands whatsoever that such member incurs or sustains in or about any action, suit or proceeding commenced or prosecuted against such member for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office and also from and against all other costs, losses, charges and expenses whatsoever, that he or she incurs or sustains in or about or in relation to the affairs of the CMRC except such costs, losses, charges or expenses as are occasioned by his or her own willful neglect, default, or breach of fiduciary duty.

## **8. HONORARY MEMBERS**

- 8.1 Honorary members, being persons who have given meritorious service to the CMRC or otherwise promoted the objects of the CMRC may be appointed by the Executive.
- 8.2 Honorary members shall not be required to pay any fees or dues of the CMRC and may, upon the invitation of the Executive, serve on committees and attend meetings of members of the Executive or of the members of the CMRC but they shall not have any vote at meetings of the Executive or of the members.

## **9. OFFICERS**

- 9.1 The Officers of the CMRC shall be the members of the Executive and there shall be a president, a past president, a vice-president, a treasurer, a secretary, a J program representative, a K program representative, and an entry level program representative.
- 9.2 The signing officers shall be the treasurer and one of either the president or such other member of the Executive as determined by the Executive. The signing officers shall have the power and authority to draw, accept or endorse cheques and orders for payment of monies on behalf of the CMRC and to complete contracts for and on behalf of the CMRC which have been authorized by the Executive by resolution.

## **10. RESPONSIBILITIES AND DUTIES OF THE PRESIDENT**

- 10.1 The president shall chair all meetings of the members of the CMRC and of the Executive and shall vote at such meetings only in the event that a deciding vote is required.
- 10.2 The president shall be responsible for:

- (a) the general supervision of the affairs of the CMRC and shall perform such duties as may be assigned to him or her by the Executive from time to time;
- (b) promoting and assisting in maintaining the relationships between the CMRC and the NSO, the PSO and other alpine ski clubs; and
- (c) be an ex-officio member, with a vote on, all committees of the CMRC.

## **11. RESPONSIBILITES AND DUTIES OF THE SECRETARY**

The secretary shall:

- (a) keep an accurate record of all meetings of the Executive and of the members of the CMRC, shall conduct all correspondence and maintain the books of the Executive and the CMRC (other than the financial records) and shall generally assist the president in carrying out the work of the CMRC and as directed by the Executive;
- (b) communicate with the members on behalf of the Executive and with the public on behalf of the CMRC;
- (c) attend to the registration of all members and maintain the members' register;
- (d) where necessary, assist Treasurer in carrying out the duties of that office including securing payment of all fees and dues; and
- (e) at the direction of the president, notify all members of the Executive and invitees of such meetings, and notify all members and invitees of meetings of the CMRC.

## **12. RESPONSIBILITIES AND DUTIES OF THE TREASURUER**

The Treasurer shall:

- (a) attend to and be responsible for the financial affairs of the CMRC and in so doing shall prepare, conduct and maintain the CMRC's banking and financial business records including annual financial statements and such other financial statements or reporting as is required by the Executive from time to time;
- (b) receive and have custody of all monies;

- (c) pay all bills of the CMRC;
- (d) prepare an annual budget and such other budgets as are required by the Executive from time to time;
- (e) be the primary contact person with the CMRC's external accountants; and
- (f) report regularly to the Executive on all of the financial affairs of the CMRC.

**13. RESPONSIBILITIES AND DUTIES OF THE J PROGRAM REPRESENTATIVE, K PROGRAM REPRESENTATIVE and ENTRY LEVEL PROGRAM REPRESENTATIVE**

The J, K and entry level program representatives on the Executive shall:

- (a) communicate and liaise with the parents of the athletes in each of the respective J (J1 and J2), K (K1 and K2) and entry level programs, and with the coaches, and ensure that concerns and issues are of athletes, parents and coaches brought before the meetings of the Executive; and
- (b) do such other acts and things as directed by the president from time to time.

**14. RESPONSIBILITIES AND DUTIES OF THE VICE-PRESIDENT**

The vice-president shall be the PSO representative and as such shall be the liaison between the CMRC and the PSO. During any absence of the president, the president's powers may be exercised by the vice-president.

**15. MEETINGS OF MEMBERS**

- 15.1 All meetings of the members of the CMRC of the Executive and of any committees shall be conducted according to Robert's Rules of Order.
- 15.2 The annual general meeting of the CMRC shall be held in May of each year or such other date as the Executive may, with notice, advise.
- 15.3 A special general meeting of the CMRC may be called by the president or by the secretary, upon the request of any two members of the Executive at any time.
- 15.4 Notice of the annual general meeting shall be given to the members not less than thirty days prior to the date of the annual general meeting. Notice of other meetings shall be given to the members fourteen days prior to the meeting. Notices of meetings shall be in writing and shall specify the place, day and hour of the meeting and the nature of such business to be conducted.

- 15.5 At each annual general meeting of the CMRC, the following items of business shall be dealt with in the following order and shall be deemed to be ordinary business:
- minutes of preceding annual general meeting;
  - consideration of the annual reports of officers and of committees of the CMRC;
  - consideration of the annual financial statements of the treasurer;
  - approval of the actions of the Executive for the past year;
  - election of four members of the Executive;
  - consideration of the budget proposed for the ensuing fiscal year; and
  - all other business.
- 15.6 No business shall be transacted at any meeting of the CMRC unless a quorum of members is present and such quorum shall consist of 15 adult members of the CMRC.
- 15.7 The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members in accordance with the provisions elsewhere.
- 15.8 At any meeting, unless a poll is demanded by at least three members, a declaration by the chairman that a resolution has been carried and an entry to that effect placed in the minutes of the proceedings of the CMRC shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- 15.9 At all meetings of members of the CMRC every question shall be decided by a show of hands unless a poll be demanded by any member. Only members of the CMRC who are the parents or guardians of members who are active ski athletes in the CMRC are entitled to vote. Each athlete shall have one vote attached to him or to her such that the members who are the parent(s) or the guardian(s) of such athlete members shall collectively be entitled to cast only one vote on any question. In the event of an equality of votes the president shall have a second or casting vote.

**16. COACHES/HIRING COMMITTEE**

- 16.1 The president shall appoint a committee to interview and to recommend to the Executive those persons who should be employed by the CMRC each year as coaches and as the head coach, if any. The hiring committee shall be comprised of at least two members of the Executive and such other person or persons as determined by the Executive.
- 16.2 The Executive shall, after considering the recommendations of the hiring committee, determine the number of coaches to be employed in the ensuing year and shall establish the compensation and the other terms of employment of the coaches as may be required for the proper operation of the CMRC.
- 16.3 The Executive shall designate, from among the members of the Executive, the person to whom the coaches shall report and be responsible to and, unless determined otherwise at any time by the Executive, all employment directions and instructions shall be communicated to the coaches solely by that person.

**17. AMENDMENTS**

Except as otherwise provided in the Act, these By- Laws may be repealed or amended by a by-law passed by a two-thirds majority of the votes cast at a members meeting called for that purpose.

**18. EFFECTIVE DATE**

These by-laws are effective as of October 24, 2005 having been ratified by the members of the CMRC at the semi-annual meeting of the members held at the Fredericton Inn, Fredericton, NB.