

**CONSOLIDATED CONSTITUTION AND BYLAWS OF THE TYR
 AND MOUNTAIN CLUB**

T.K. Sparks
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Table of Revisions	
Date	Description
November 28, 1952	Original non-registered Constitution and Bylaws
January 29, 1953	Club Incorporation
April 21, 1965	Amendment to Constitution - Section 2
June 26, 1966	Amendment of Bylaws
August 29, 1969	Amendment of Bylaws
April 19, 1984	Amendment of Bylaws - Existing Bylaws rescinded and new bylaws adopted
November 19, 1985	Amendment of Bylaw -Bylaw 1 (a)
October 25, 2017	Amendment of Bylaw - By-law 1(d), added.
February 25, 2019	Amendment of Bylaws – existing Bylaws rescinded, and new bylaws adopted
August 1, 2019	Amendment of Bylaws – Bylaws 1.1, 2.2, 2.3, 2.4, 2.6, 2.7, 2.8, 3.1, 3.7, 3.13, 3.15, 4.4 g, 6.3, 10.1, 11, annex b, annex c
October 30, 2019	Amendment of Bylaws - Bylaws 2.2 f, annex c.
October 28, 2020	Amendment of Bylaws – Addition to Bylaw 4.3
November 16, 2022	Amendment 2.2 (a.b.c.d.e.f.g.) 2.7 Removed / Replaced Amendment 2.2 d. e. f., 2.3,2.5,2.10, 3.1, 3.7 3.12a, 3.12h, 4.2, 4.3, 4.4, 4.5, 6.1,6.2, 6.3, 6.7, 6.8, 6.9. 6.10, 12.1,12.2

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*"SOCIETIES ACT" PROVINCE OF BRITISH
COLUMBIA*

**CONSTITUTION OF TYROL SKI AND MOUNTAIN
CLUB**

1. The name of the Society is "TYROL SKI AND MOUNTAIN CLUB".
2. This society is a "member-funded society". It is funded primarily by its members to carry on activities for the benefit of its members.
3. The purposes of the Society are:
 - (a) to own, operate and manage a social club.
 - (b) to establish, maintain, conduct and promote among the Members of the Society and others an interest in skiing and outdoor sports and recreational activities, with special emphasis on getting the youth interested in these aims.
 - (c) on its liquidation or dissolution, this society may distribute its money and other property to its members

BYLAWS OF TYROL SKI AND MOUNTAIN CLUB (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In these Bylaws:

"Act" means the Societies Act of British Columbia as amended from time to time.

"Board" means the directors of the Society acting as a Board.

"Bylaws" means these Bylaws as amended from time to time.

"Society", "Club", "Tyrol Ski and Mountain Club" and **"TSMC"** all refer to the Tyrol Ski and Mountain Club.

"Member" Shall mean a member of the club as admitted pursuant to these Bylaws and shall include Regular, Legendary, Out of Town, Trial, Spouse, Dependent and Organization.

"Spouse" is as defined in the Family Law Act, SBC 2011, C. 25, provided it does not include a former spouse.

"Stay" is defined as a single lodge booking of one or more consecutive nights.

"Peak Stay" is a lodge booking that includes a high-demand night as defined by the Board.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act, or the regulations as the case may be, prevail.

PART 2 – MEMBERS

2.1 Application for Membership

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application as defined in the application process and procedure.

2.2 Membership Types

There are seven (7) types of memberships: Regular, Legendary, Out of Town, Trial, Spouse, Dependent and Organization. The Board of Directors has the right and power to limit the number of members within each membership type, provided however this excludes the power to revoke any membership except as provided in sections 2.8 and 2.10 herein. The eligibility, rights and responsibilities of these membership types are presented below and summarized in Annex C.

a) Regular Member:

Eligibility, rights and responsibilities are as follows:

Eligibility:	Age: 19+
Membership Term:	Life
Membership is Transferable:	No
Voting Entitlement:	1
May serve on the Board of Directors:	Yes
May serve on Club Committee:	Yes
Lodge Rates:	Member
Ability to Book Lodge Peak Stays: (per Booking Policy)	Late Bookings
Option to purchase Lodge Peak Stays: (per Booking Policy)	Yes
Permitted to make Group Bookings at Lodge: (per Booking Policy)	Yes
Permitted to book Guests at Lodge: (per Booking Policy)	Yes
Other Booking Privileges/Limitations:	As per Booking Policy
Annual Dues: (may be reduced based on permitted booking privileges for specific Regular Member categories e.g., Midweek Members 50%)	100%

Initiation Fees:	100%
Levy:	100%
Dissolution Rights (per Part 11):	Yes

b) Legendary Member:

Eligibility, rights and responsibilities are as follows:

Eligibility:	Age: 65+ and TSMC and Member >25 years
Membership Term:	Life
Membership is Transferable:	No
Voting Entitlement:	1
May serve on the Board of Directors:	Yes
May serve on Club Committee:	Yes
Lodge Rates:	Member
Ability to Book Lodge Peak Stays: (per Booking Policy)	Last Minute Bookings
Option to purchase Lodge Peak Stays: (per Booking Policy)	Yes
Permitted to make Group Bookings at Lodge: (per Booking Policy)	Yes

Permitted to book Guests at Lodge: (per Booking Policy)	Yes
Other Booking Privileges/Limitations:	As per Booking Policy.
Annual Dues:	50% of the regular member rate
Initiation Fees:	N/A
Levy:	50%
Dissolution Rights (per Part 11):	Yes

c) Out of Town Member:

Eligibility, rights and responsibilities are as follows:

Eligibility:	19+ and resides >400 KM from the Lodge, see Map
Membership Term:	Life
Membership is Transferable:	No
Voting Entitlement:	1
May serve on the Board of Directors:	No
May serve on Club Committee:	Yes
Lodge Rates:	Member
Ability to Book Lodge Peak Stays: (per Booking Policy)	Last Minute Bookings
Option to purchase Lodge Peak Stays: (per Booking Policy)	No
Permitted to make Group Bookings at Lodge: (per Booking Policy)	Yes
Permitted to book Guests at Lodge: (per Booking Policy)	Yes
Other Booking Privileges/Limitations:	2 stays per year (Limited Bookings) - Max.7 nights per stay-Max. 1 Peak Night per 2 Off-Peak Nights per Stay
Annual Dues:	50% of the regular member rate

Initiation Fees:	50% of the regular member rate
Levy:	50% of the regular member rate
Dissolution Rights (per Part 11):	Yes, ½ share

d) Trial Member:

Eligibility, rights and responsibilities are as follows:

Eligibility:	Age: 19+; Not previously been a member
Membership Term:	See the trial membership policy
Membership is Transferable:	No
Voting Entitlement:	0
May serve on the Board of Directors:	No
May serve on Club Committee:	Yes
Lodge Rates:	Member
Ability to Book Lodge Peak Stays: (per Booking Policy)	Per Midweek Booking Privileges
Option to purchase Lodge Peak Stays: (per Booking Policy)	No
Permitted to make Group Bookings at Lodge: (per Booking Policy)	No

Permitted to book Guests at Lodge: (per Booking Policy)	Yes
Other Booking Privileges/Limitations:	As per Booking Policy
Annual Dues:	N/A
Initiation Fees:	See the Trial Membership policy
Levy:	N/A
Dissolution Rights (per Part 11):	No

e) Organization Member:

Eligibility, rights and responsibilities are as follows:

Eligibility:	Age: 19+
Membership Term:	per negotiating contract
Membership is Transferable:	Yes
Voting Entitlement:	1 per organization
May serve on the Board of Directors:	No
May serve on Club Committee:	Yes
Lodge Rates:	Member
Ability to Book Lodge Peak Stays: (per Booking Policy)	e.g., Midweek Privileges
Option to purchase Lodge Peak Stays: (per Booking Policy)	Yes
Permitted to make Group Bookings at Lodge:(per Booking Policy)	Yes
Permitted to book Guests at Lodge: (per Booking Policy)	Yes
Other Booking Privileges/Limitations:	As per the Booking Policy and or directives and policies of the Board from time to time.
Annual Dues:	100% per nominee

Initiation Fees:	100% per nominee
Levy:	100% per nominee
Dissolution Rights (per Part 11):	No

f) Spouse Member:

Eligibility, rights and responsibilities are as follows:

Eligibility:	Spouse of an existing member
Membership Term:	Same as sponsoring spouse
Membership is Transferable:	No
Voting Entitlement:	1
May serve on the Board of Directors:	Yes (but not at the same time as a spouse)
May serve on Club Committee:	Yes
Lodge Rates:	Member
Ability to Book Lodge Peak Stays:(per Booking Policy)	Shared with Spouse
Option to purchase Lodge Peak Stays: (per Booking Policy)	No
Permitted to make Group Bookings at Lodge: (per Booking Policy)	Same as Spouse
Permitted to book Guests at Lodge: (per Booking Policy)	Same as Spouse
Other Booking Privileges/Limitations:	Must stay in the same room as a spouse when staying at a lodge on the same day unless authorized by the lodge manager
Annual Dues:	100%

Initiation Fees:	50% of the regular member rate
Levy	50% of the regular member rate
Dissolution Rights (per Part 11):	Yes, ½ share

g) Dependent Member:

Eligibility, rights and responsibilities are as follows:

Eligibility:	Dependent < 26 years of age of an existing member (unless eligible under the Compassion Clause – section 2.8)
Membership Term:	Same as sponsoring parent/guardian
Membership is Transferable:	No
Voting Entitlement:	N/A
May serve on the Board of Directors:	No
May serve on Club Committee:	Yes
Lodge Rates:	Member
Ability to Book Lodge Peak Stays: (per Booking Policy)	N/A
Option to purchase Lodge Peak Stays: (per Booking Policy)	No

Permitted to make Group Bookings at Lodge: (per Booking Policy)	No
Permitted to book Guests at Lodge: (per Booking Policy)	No
Other Booking Privileges/Limitations:	Must stay in the same room as parent/guardian, unless authorized by lodge manager
Annual Dues:	N/A
Initiation Fees:	N/A
Levy:	N/A
Dissolution Rights (per Part 11):	No

2.3 Honorary Status

- a) A Member who has made a significant contribution to the club may be elected as an Honorary Member of the Society by approval by the Directors and by Special Resolution at a general meeting.
- b) Members granted Honorary Status are considered Regular Members but are not required to pay Annual Dues or Levies.

2.4 Changes in Membership Type

- a) A member can request a change to their membership type via written notice to the Society.
- b) Any change in membership type is subject to approval from the Board and payment by the member of any additional fees (the difference in initiation fees between the two membership types at the time the request was made). There is no compensation to the member if the initiation fee for the requested membership type is less than the fee for the existing membership type.

2.5 Duties of members:

- a) Every member must uphold the Constitution of the Society and must comply with these Bylaws and the Code of Conduct as outlined in the Society rules procedure.
- b) In addition to Part 2.10, a member breaching Part 2.5 a) or any other rules, regulations or Board resolutions may be suspended or expelled upon a 2/3 vote of the Board, provided this suspension or expulsion can be overturned by a 2/3 vote of the members at the first general meeting following such expulsion upon the members receiving 14 days' notice of such motion.

2.6 Membership Dues and Levies:

- a) The amount of the annual membership dues, and fee for volunteer hours, shall be determined by a two-thirds (2/3) majority vote at a general meeting.
- b) The initiation fees shall be determined by the Directors from time to time by resolution of the Board of Directors.
- c) A discount of 50% is applied to the initiation fee for Spouses of Members and members joining at age 19-30 years. A 50% discount will be applied to levies of Spouses of Members and Members under 30 years of age. The fees and levies do not apply to individuals with dependent status.

2.7 Membership Volunteer Policy: (Repealed)

2.7 Suspension of Membership

A member may apply to the Board of Directors to have their membership suspended if they are unable to use the club facilities or participate in club activities for a period exceeding one (1) year, provided such suspension shall not exceed three (3) years, and upon paying a \$50 administration fee.

2.8 Compassion Clause

Members may submit a request in writing to the Board of Directors to waive fees for a spouse or to accept a child over 25 years of age as a Dependent member if that person is dependent upon the Member for health or other non-financial reasons. Such requests will be reviewed and voted on by the Board. Approval is at the Board's sole discretion, and the Board need not give reasons for its decision.

2.9 Membership Duration

The membership year shall be from October 1 to September 30.

2.10 Member not in good standing

A member is not in good standing if the member fails to pay the member's annual membership dues or any other fee or levy due to the Society as and when due. Members who are not in good standing are not eligible to use Club facilities or take advantage of any other member privileges (e.g. pre-booking, paying member rates, voting, dissolution rights, etc.). A member who is not in good standing may not attend the lodge as a guest of a member.

Upon the failure of any Member to pay the annual membership dues or any indebtedness due the Society within three (3) months, the Membership will be revoked in accordance with Bylaw 2.12 and their name will be removed from the Register of Members. The member may apply to be re-admitted within 90 days of their loss of membership provided they have paid in full all outstanding sums on their account, plus a \$50 administration fee, payable to the treasurer, before being re-admitted

2.11 Members not in good standing may not vote

A member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.12 Termination of membership if not in good standing

A person's membership in the Society may be suspended or terminated by a majority vote of the Board of Directors if the person is not in good standing for three (3) consecutive months.

2.13 Termination of Membership

A member may withdraw from the Society by tendering their resignation in writing to the Secretary of the Society or they may be expelled from the Society by the Board of Directors. Any Member who resigns, withdraws or is expelled from the Society or whose name is removed from the Register of Members shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society, and shall have no preference over others should he/she rejoin the Society at a later date.

PART 3 – GENERAL MEETING OF MEMBERS

3.1 Time and place of the general meeting

- a. A general meeting must be held within three months of the end of the Club's fiscal year and may be called by the Board of Directors at the time and place the Board determines.

3.2 Ordinary business at a general meeting

At a general meeting, the following business is ordinary business (see para 3.12 below):

- a. adoption of rules of order
- b. consideration of any financial statements of the Society presented to the meeting
- c. consideration of the reports, if any, of the directors or scrutineer(s)
- d. election or appointment of directors;
- e. appointment of two (2) scrutineers, if any;
- f. business arising out of a report of the directors not requiring the passing of a special resolution.

3.3 Notice of special business

A notice of a general meeting must state the nature of any business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. The written and/or electronic notice must be sent not less than fourteen (14) days prior to the meeting and must include the date, time, location, agenda, and any resolutions to be presented at the meeting and must be sent to the last email address provided by the Member to the Society.

3.4 Chair of the general meeting

The following individual is entitled to preside as the chair of a general meeting:

- 3.4.a the individual, if any, appointed by the Board to preside as the chair;
- 3.4.b if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

3.5 Alternate chair of the general meeting

If there is no individual entitled under these Bylaws able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

3.6 Quorum required

Business, other than the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

3.7 Quorum for general meetings

The quorum for the transaction of business at a general meeting is the lessor of either:

- a. 20 members who are entitled to vote and are in good standing, and are physically present in person; or
- b. 10% of all members who are entitled to vote and are in good standing, either physically present in person or by proxy.

3.8 Lack of quorum at the commencement of the meeting

If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- a. in the case of a meeting convened on the requisition of members, the meeting is terminated.
- b. in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.9 If quorum ceases to be present

If at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3.10 Adjournments by chair

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

3.11 Notice of continuation of the adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, a notice of the continuation of the adjourned meeting must be given.

3.12 Order of business at a general meeting

The order of business at a general meeting is as follows:

- a. elect an individual to chair the meeting **if one is** not specified by the Board.
- b. determine that there is a quorum.
- c. call to order;
- d. chair's remarks (guests in attendance, procedures and other considerations
- e. approve the agenda
- f. approve the minutes from the last General Meeting;
- g. deal with unfinished business from the last general meeting;

- h. if the meeting is an annual general meeting,
 - i. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements.
receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - ii. elect or appoint directors, and
 - iii. appoint two (2) scrutineers if any.
 - iv. deal with new business, including any matters about which notice has been given to the members in the notice of the meeting.
 - v. **announce the date and time of** the next meeting.
 - vi. terminate the meeting.

The chair of the meeting may modify the order of business as necessary to accommodate the needs of the assembly.

3.13 Methods of voting

At any meeting, special or general, voting will be done by a show of hands, or by an oral vote of those physically present and will include those votes given by proxy. In the case of an equality of votes at a general meeting, the Chairperson shall have a casting vote, but shall not otherwise vote.

3.14 Announcement of result

The Chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.15 Proxy voting permitted

Voting by written proxy is permitted on a form prescribed by the Board of Directors (Annex B), provided the proxy is delivered to the Secretary of the Society or designated alternate, prior to the start of the AGM or SGM meeting.

3.16 Matters decided at a general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – Directors

4.1 Number of directors on the Board

The Society must have not fewer than 4 and not more than 8 directors. Directors are subject to bylaw 2.10 also in their capacity as Directors, and 2 members of the same household cannot serve on the Board at the same time, provided however they may be members of committees.

4.2 Election or appointment of directors

At each annual general meeting, the voting members, in good standing, entitled to vote for the election or appointment of directors, must elect or appoint Directors for the Board. Members of the Board shall be elected each year on a rotating basis such that one-half (1/2) of the directors are elected for a two (2) year term commencing at the Annual General Meeting. Other terms are allowed to ensure approximately one-half of directors are elected each year.

4.3 Term of Office

- a) A Director shall hold office in a capacity determined by the Board of Directors for a term that commences at the adjournment of the Annual General Meeting, at which the election results are announced and shall be for a term of two (2) years, ending at the time the next group of Directors takes office.
- b) A Director is limited to a maximum of two (2) consecutive terms (4 years) in any one capacity and then must vacate that position for at least two (2) years before serving in that capacity again. However, they may serve in any other elected position in the years immediately thereafter.
- c) All Directors are limited to a maximum of four (4) consecutive terms (8 years) but may serve in any other elected position in the years immediately thereafter providing there is a least one year's absence from the Board. An outgoing President may serve an additional year as Past President, with voting privileges.

- d) A Board member breaching Part 2.5 a) or for any action or inaction deemed to be contrary to the best interests of the Club, including, but without limitation to, breach of any of Club Bylaws, rules, regulations, Board resolutions or any laws of British Columbia or Canada, may be expelled from the Board upon a 2/3 vote of the Board, provided this expulsion can be overturned by a 2/3 vote of the members at the first general meeting following such expulsion. The Board must provide written notice to members within 14 days of any such expulsion. The director who is the subject of the expulsion must be given an opportunity to be heard at the general meeting at which their expulsion is considered.
- e) Upon written request from the expelled Director within 30 days of the expulsion, also signed by 20 members in good standing, the Board must call a general meeting to deal with this issue within 60 days. The general meeting can also deal with other issues at the Board's discretion

4.4 Election Procedure

The members shall elect Directors to fill the vacancies on the Board from 1 slate. If there is not a sufficient number of Directors elected to fill the vacancies on the Board, the person(s) previously elected or appointed may, at their discretion, continue to hold office, beyond the terms outlined in 4.3.

- (a) Returning Office – The Director or his designate, shall act as Returning Director.
- (b) Call for Nominations – on or before thirty (30) days in advance of an Annual General Meeting,
- (c) Nomination Procedure – Expression of interest of nomination for the position of Director must be sent via email to the Tyrol Ski & Mountain Society twenty-one (21) days in advance of such Annual General Meeting at which point nominations will be closed.
- (d) On or after the “nomination closing date”, the Board of Directors shall pass a motion to establish the slate of Board positions to be elected; this resolution will be included in the notice of the General Annual Meeting and voted on at the Annual General Meeting.
- (e) There shall be no nominations from the floor at the Annual General Meeting EXCEPT for vacancies for positions on the slate of Board positions to be elected.
- (f) Acclamation – If only 1 candidate is nominated, the election shall be by acclamation.

- (g) Voting Procedure - If more than one application or nomination is received, an election will be held at the annual general meeting by ballot (Annex A). Each voting member present in person or by proxy will receive one ballot.
- (h) Interested candidates must prepare a written statement and submit it to the Board, not later than 7 days prior to the start of the election. If such a written statement is not received 7 days prior to the start of the election from the candidate, their name will be removed from the ballot.
- (i) At the general meeting prior to the election of directors by ballot those candidates wishing to be elected shall have the opportunity to read the statement submitted to the Board. If the candidate is not present at the AGM their proxy may read their statement.
- (j) Upon receipt of the voting ballot, a member who is entitled to vote or their proxy shall:
 - i. on the ballot, mark an "X" opposite the name of the candidate(s) for whom they desire to vote.
 - ii. fold and return the ballot to the designated voting officer at the Annual General Meeting.
 - iii. a ballot not marked in accordance with this section shall not be counted.
 - iv. the designated voting officer shall proceed to the count in presence of the scrutineers.
 - v. the result of the vote shall be shared with the chair of the Annual General Meeting.

- vi. of the candidates nominated, those receiving the greatest number of votes shall be declared elected by the chair at the Annual General Meeting.
 - vii. in any case where an equal number of votes have been counted for two (2) or more candidates, the scrutineer shall place one ballot which has been marked for each candidate thus tied into a suitable container and the voting officer shall draw one ballot at random to determine the person to be elected.
 - viii. thirty (30) days following the election of Directors, the ballots of that election shall be destroyed.
- (k) Notice of slate and election will be communicated to the members.
 - (l) All members in good standing at the time of the vote will be eligible to vote.
 - (m) Candidates may be elected even if they are not in attendance at the AGM on the condition that they have indicated their willingness, in writing, to sit on the Board prior to the AGM and have submitted in writing as per bylaw 4.4 (h).
 - (n) At the end of the meeting where new Directors are elected in accordance with this by-law, or, if not possible, at the board's first meeting following such election, the directors present shall elect the President.

4.5 Directors may fill a casual vacancy on Board

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, termination, or incapacity of a director during the director's term of office.

4.6 Term of appointment of director filling a casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.7 Liability of Directors:

- a. No Director shall be liable to the Society or its members individually for any action taken in good faith and upon having followed the procedure in paragraph 5.4, and should any or all Directors be found liable, the Society shall indemnify and save such Directors harmless of any damages.
- b. Notwithstanding 4.7 (a), the Society shall purchase and hold Directors' and Officers' liability insurance.

PART 5 – Directors' Meetings

5.1 Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other directors.

5.2 Notice of directors' meeting

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 Conduct of directors' meetings

The directors may regulate their meetings and proceedings as they think fit, provided however they shall generally follow recognized rules of procedure.

5.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – Board Positions

6.1 Election or appointment to Board positions

At the first Board meeting following the election as set out in bylaw 4.4, the President shall appoint all other Officers. They shall include the following Board positions, and a director, other than the president, may hold more than one position:

- (a) vice-president.
- (b) secretary.
- (c) treasurer.

6.2 Directors at large

Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large and may be appointed by the President to positions including the following:

- (a) Membership
- (b) social & sports
- (c) legal, governance
- (d) strategic planning
- (e) communication & marketing
- (f) technology
- (g) operations or,
- (h) any other position the Board may determine from time to time as required.

6.3 Role of the president

In addition to all powers otherwise set out in the bylaws, the president is the chair of the Board and is responsible for supervising the affairs of the Society and guiding other directors in the execution of their duties.

The President:

- a) Shall preside at all annual and special general meetings, unless unable to as described in these Bylaws;
- b) Call special general meetings upon written request of 10 or more members or a quorum of the Board;
- c) Shall be the spokesperson of the Society;

d) Appoint, by and with the approval of the Board, all standing and special committees;

e) Shall not vote at meetings, unless required in a tie, in which case the President shall cast the deciding vote.

f) Shall be responsible to the Board of Directors for the performance of their duties and responsibilities

The retiring President shall be past president in the succeeding year and be available for consultation with the Society and Board members as required, and may join committees as they see fit;

6.4 Role of vice-president

The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act, in addition to any other duties the President may request of the vice-president.

6.5 Role of secretary

The secretary is responsible for doing, or making the necessary arrangements for the following:

a. issuing notices of general meetings and directors' meetings;

b. taking minutes of general meetings and directors' meetings;

c. keeping the records of the Society in accordance with the Act, and making such available to the Board;

- d. conducting the correspondence of the Board;
- e. filing the annual report of the Society and making any other filings with the registrar under the Act.
- f. ensuring compliance with the provisions of TSMC's Privacy Policy such as being accountable for day-to-day compliance with TSMC's Privacy Policy as the Chief Privacy Officer. The Privacy Officer may delegate such authority to other persons within TSMC to act on behalf of the designated Privacy Officers or take responsibility for the collection and processing of personal information.

6.6 Absence of secretary from the meeting

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.7 Role of Treasurer

The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a. manages the finances of the organization, including the board's review of, and action, related to financial responsibilities, including bank account(s) maintenance.
- b. Liaise with the bookkeeper on various financial issues, including keeping accounting records with respect of the Society's financial transactions and preparing the Society's financial statements;
- c. makes the Society's filings respecting taxes and the Annual Report to the Registrar of Companies for BC.

6.8 Standing and Special Committees:

- 1) Directors may serve on one or more committees.
- 2) Non-board members may serve on Committees;
- 3) Board members only shall chair committees.
- 4) The Board will set the mandate and operating rules of each committee.

PART 7 – Remuneration of Directors and Signing Authority

7.1 Remuneration of directors

Honorariums for the Directors and Officers of the Society for the ensuing year shall be approved by the Members at the Annual General Meeting.

7.2 Signing authority

A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, the vice-president together with two other directors
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by three or more individuals authorized by the Board to sign the record on behalf of the Society

PART 8 - EXERCISE OF BORROWING POWERS

For the purpose of carrying out the Objects of the Society, the Directors may borrow or raise or secure the payment of money in such manner as they see fit, and in particular, by the issue of debentures, provided that the Directors shall not borrow or raise or secure the payment of money exceeding the sum of \$50,000 and debentures shall be approved by the membership at a Special General Meeting or at the General Annual Meeting.

PART 9 – INSPECTION OF MINUTES AND RECORDS

The books and records of the Society shall be open to inspection by the Members upon reasonable prior notification.

The Secretary shall make and deliver copies of the records of the Society available to members in good standing on 30 days' written request and upon prepayment of \$1 per page.

PART 10 - AMENDING THE CONSTITUTION AND OF BYLAWS

10.1 Resolution to Amend:

- a) Subject to all requirements of the Society Act, the Constitution and Bylaws of the Society may be amended at any Special or Annual General Meeting of the Society by a resolution adopted by a special resolution of the Members of the Society. The Bylaws of the Society may only be changed by a special resolution passed by a majority of not less than two-thirds (2/3) of such members who are entitled to vote and are in good standing, and are physically present in person or by proxy at a general or special general meeting of which notice specifying the intention to propose such a resolution has been given. These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General, Regular General, or Special Meeting of the Society in compliance with Part 3.3.

10.2 Entitlement to Bylaws

On being admitted to membership, each Member is entitled to, and the Society must give the Member, without charge, an electronic copy of the Constitution and Bylaws of the Society.

PART 11 - DISSOLUTION

In the event of the winding up or dissolution of the Society, any money or assets remaining after the satisfaction of its debts and liabilities shall be distributed amongst all members of Tyrol Ski and Mountain Club with dissolution rights as identified in

Section 2.2 and who are in good standing of the Society.

PART 12 - FINANCIAL PLANNING:

12.1 Capital Planning

- 1) A capital improvements plan will be developed and approved by the board at a meeting prior to the AGM for presentation to the membership;
- 2) All capital improvements in accordance with the plan exceeding \$1000 will be approved in advance by the Board of Directors
- 3) All capital improvements not included in the plan presented to the membership at the previous AGM must be approved in advance of expenditure by the Board by a 2/3 vote or by a special general meeting of the members.

12.2 Operating Budget:

At a meeting, prior to the AGM, the board of directors will approve an operating budget for at least 3 years hence which will show all expected sources of income and expenditure related to the successful operation of the club, and which will be presented to the membership at the next AGM.

ANNEX A:

**Election of Directors
of the Tyrol Ski and Mountain Club**

Names of candidates: (Indicate your choice by marking an "X" in the space provided.)

_____ ()

_____ ()

_____ ()

_____ ()

_____ ()

_____ ()

Note: Only _____ directors are to be elected

ANNEX B:

General Proxy

I (print full name) _____, a member, in good standing of the Tyrol Ski and Mountain Club, appoint in accordance with Bylaw 2.2:

(Mark one choice only with "X" in the space below)

Print the name of the person you wish to appoint above or leave blank to appoint the President of the Board of Directors

or

The President of Tyrol Ski and Mountain Club

to act as my proxy at the annual or special general meeting to be held on (date mm/dd/yyyy): _____

Signature of Member

Signed (date – mm/dd/yyyy): _____/_____/_____

ANNEX C: Membership Categories and Criteria

Criteria	Regular	Legendary	Out of Town	Trial	Organization	Spouse	Dependent
Eligibility	Age 19+	Age 65+ and Tyrol Member for >25 years	19+ and resides >400 KMS from the lodge	Age 19+; not previously being a member	Age 19+; Nominated by the company to hold a membership	Spouse of an existing member	Age <26 and dependent on an existing member
Membership term:	Life	Life	Life	See the trial membership policy	As per the negotiated contract	Same as sponsoring member	Same as sponsoring parent/guardian
Membership is transferable:	No	No	No	No	Yes	No	No
Voting entitlement:	1	1	1	0	One per nominee	1	0
May serve on the Board of Directors:	Yes	Yes	No	No	No	Yes (but not at the same time as a spouse)	No
May serve on a committee:	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Annual volunteer requirement:	8 hours	2 hours	2 hours	0 hours	8 hours per nominee	8 hours	0 hours
Lodge room rental rates:	Member	Member	Member	Member	Member	Member	Member

Criteria	Regular	Legendary	Out of Town	Trial	Organization	Spouse	Dependent
Ability to book peak stays (per booking policy)	10 days prior to the last day of stay	2 days prior to the last day of the stay	After November 2	2 days prior to the last day of the stay	10 days before the last day of the stay	Same as spouse	Nil
Options to purchase lodge peak stays (per booking policy)	Yes	Yes	No	No	Yes	No	No
Permitted to make group bookings at the lodge:	Yes	Yes	No	Yes	Yes	Same as spouse	No
Permitted to book guests at the lodge	Yes	Yes	Yes	Yes	Yes	Same as spouse	No
Other booking privileges/limitations:	As per Booking Policy	As per Booking Policy	2 stays per year with limited bookings: - maximum 7 nights per stay; - maximum 1 peak night per 2 non-peak nights	As per Booking Policy	As per Booking Policy	Must stay in the same rooms as a spouse when staying at the lodge on the same day	Must stay in the same room as parent/guardian
Annual Dues	100% 50% for Midweek Members	50%	50%	N/A	100% per nominee	100%	N/A
Initiation Fees	100%	N/A	50%	N/A	100% per nominee	50%	N/A
Levy	100%	50%	50%	N/A	100% per nominee	50%	N/A
Distribution Rights on Dissolution of Society	100%	100%	50%	No	No	50%	No

ANNEX D: Proposed Annual Dues and Fees Schedule

Dues / Fees / Club Charge:	2022/23	2023/24	2024/25
Initiation fees	\$3000	\$3500	\$3500
Annual Dues	\$400	\$425	\$450
Peak Booking Add-on	N/A	N/A	N/A
Premium Booking Add-on	N/A	N/A	\$3500
Administration Cost	\$100	\$100	\$100
Locker Fees	\$60	\$75	\$75
Laundry Charge	\$20 / load	\$20 / load	\$20 / load
Firewood Charge	\$10 / bag	\$ 10 / bag	\$10 / bag
Guest Linen Rental	\$20 / set	\$20 / set	\$20 / set