



The Following Shall Be the General By-Laws of the Whiteshell Snowmobile Club (the Club)

General By-Laws

1. Membership

- a) Membership shall be open to those people wishing to join. Applicants become members upon payment of the applicable dues as prescribed by the Club. In unique situations that benefit the Club, the Executive may waive the dues of an individual.
- b) Membership in the Club shall be automatically revoked in the event that any member fails to pay the yearly dues of the Club. The yearly membership is from May 1st to April 30th each year.
- c) A family membership includes spouses and dependent children under the age of eighteen (18) years who are living at the same address.
- d) Each member of the Club, who is eighteen (18) years of age or older, shall be entitled to one (1) vote on all matters at a Special General Meeting or AGM at which they are in attendance, save and except as may be otherwise provided herein.
- e) A member entitled to vote at any meeting may, by means of a proxy, appoint a proxy holder to attend and vote at the meeting on their behalf. Proxy holders so appointed must be members of the Club. A proxy is only valid at the meeting in respect of which it is granted or any adjournment thereof.
- f) **Termination of Membership** – Any member shall cease to be a member from any of the following:

- On the death of an individual member
- If the member fails to pay an annual membership fee
- By resolution passed by at least two-thirds of the Club Management Committee on a case-by-case basis at a Club Management Committee meeting.

g) **Membership Fees.** The members may, in each year, at the Annual General Meeting of the members, vote on any annual fee recommendation from the Club Management Committee, to be paid by each member and / or family membership in the next fiscal year, and may prescribe different fees for special circumstances.

2. Meetings

a) Annual General Meeting

The members of the Club shall meet annually to receive the financial statements, report of the President and any other applicable reports for the preceding fiscal year, to elect the Club Management Committee and to consider such other matters as may be properly placed on the agenda for the Annual General Meeting. The Annual General Meeting shall be held within 6 months of the April 30th year end of the Club. All members, subject to Section 1, may attend and vote at the Annual General Meeting and a majority vote shall be sufficient to decide any question or pass any resolution coming before the meeting save and except for a resolution amending the By-Laws of the Club which shall require a two-thirds majority of the members present.

A Quorum of 25 members present or represented by Proxy shall be required for the Annual General Meeting. In the event a quorum is not present, the Annual General Meeting shall be re-called within thirty (30) days. All members in good standing shall be re-notified of the new meeting date.

b) Special General Meeting

The Club Management Committee may call a Special General Meeting of the members to consider amendments to the By-Laws of the Club or any other matter deemed urgent or timely. As well a written submission to the Recording Secretary from no less than 25 members shall be sufficient to require the Club Management Committee to call a Special General Meeting. The voting rules and notification of the members as stated in Clause A of Section 2 of this constitution shall apply to Special General Meetings.

c) Club Management Committee Meetings

Meetings of the Club Management Committee shall be called by the President. A QUORUM at such meeting shall be made up of six (6) Club Management Committee Members (including the President) and a majority vote being sufficient to pass any resolution or to decide any question.

Club Management Committee Members may vote on Club business outlined in an agenda through any of the following:

- In person vote at the Club Management Committee Meeting
- Participation through online attendance (Zoom, Teams, Phone Audio, etc.)
- Email to the President with their position / vote on individual agenda items.

Through any of these means they will be deemed to be present at the meeting.

Voting. Except as provided herein, a proposed resolution put before any meeting of the Club Management Committee shall only be accepted if there is a vote of greater than 50% in favour of the proposed resolution. Each Director at Large & Executive Director shall have 1 vote, provided however the President shall have the casting vote in the event of a tie or if only 50% are represented in the quorum.

Members Entitled to attend Club Management Committee Meetings. Any member of the Club shall be entitled to attend any Club Management Committee Meeting upon written request to one of the Executive Officers. If so requested, that member shall be notified of the next Club Management Committee Meeting and the member shall be entitled to make a brief representation to the Club Management Committee, if requested in their email request, but shall not be entitled to vote at the Club Management Committee Meeting.

d) Membership Meetings

The President shall call meetings of the general membership no less than (5) times annually.

The Club Management Committee may use these meetings to discuss new and old business or open discourse on any matter relevant to the Club or requiring a general membership vote.

These meetings will not generally require members to vote or ratify decisions / reports or business by the Club Management Committee and are for general membership reports on Club activities.

e) Notification of Meetings

All members shall be notified by email at least thirty (30) days in advance of the Annual General Meeting and/or a Special General Meeting.

Club Management Committee Meetings shall be called by way of written notice, telephone or by personal contact at least seven (7) days in advance of the proposed date of the meeting.

Membership Meeting dates will be posted on the Clubs website and

communicated by email, where possible.

3. Club Management Committee, Executive Officers & Directors at Large

Executive Officers

- a) President - Shall call and preside over all meetings as necessary to fulfill the rules of the By-Laws and the needs of the Club. Shall be responsible to act as a liaison between Snoman, Manitoba Conservation and the Club on matters affecting the Club and its members. The liaison positions may also be delegated by the President to other member(s).
- b) Vice President - Shall, in the absence of the President, or in the inability of the President to serve, assume the powers and responsibilities of the President.
- c) Recording Secretary - Shall keep minutes of proceedings at all meetings and shall sign such minutes together with the President. The Recording Secretary shall be custodian of the Club's records and shall be responsible for sending meeting notices.
- d) Treasurer - Shall be responsible for the management of the Club's financial records, the execution of financial matters, and utilize financial institutions as approved by the Club Management, and ensure that all cheques and withdrawals are signed by two (2) of the four (4) signing authorities which shall be either the President, Vice President, Recording Secretary, or Treasurer. The Treasurer shall provide financial statements at all meetings. The Treasurer shall have the Club's records audited annually by members of the Club or an Independent Person deemed capable by the Club Management Committee.

Directors at Large

Directors at Large will consist of:

3 Regional Representatives consisting of:

1- North Whiteshell – Seven Sisters to Betula Basket Falls

1- Central Whiteshell – Betula Basket Falls to Rennie

1- South Whiteshell – Rennie to Falcon Lake, West Halk Ontario Border

These positions will be responsible to liaison with the Shelter Representatives in their region, Lodge Owners and Businesses in their region, and General Membership concerns in their region, to help ensure the welfare of the Club and its aims.

1- Membership Chair

Membership Chair shall be responsible for all Membership related questions, organization, reporting, and collection, handling and recording of Membership List & Dues.

2- Designated Trail Bosses

Responsibilities include: monitoring trail conditions, take lead on coordination of trail work in the Club and where possible with Parks Staff, care and maintenance of Club equipment before and after use, assist as needed in the training, safety, and operation of Club sponsored work crews, equipment use and safety.

1- Eastern Region Snowmobile Association Director

Responsibilities include: responsible for attending E.R.S.A meetings from September through April. If the director is unable to attend a meeting the ERSA rep will assign a rep that can attend from the Club Management Committee. The E.R.S.A. Director has 1 vote at meetings and is responsible to bring back pertinent information to the club from Snoman/ERSA level.

e) **Term of Office.** Club Management Positions shall be elected for a one (1) year term and may be re-elected without limitation. The term of office of an Executive Officer (President, Vice-President, Secretary & Treasurer), Directors at Large, subject to Section 103 of the Corporations Act, shall cease at the close of the next Annual General Meeting of members (AGM), constituting generally a 1 year term.

f) Special Committee Assignments (Marketing, Fundraising, Buildings & Shelters, Club Business Plan, etc.)

- The Club Management Committee may initiate the assignment, from time to time, of various Committees as it shall deem necessary, composed of such persons as it seems fit, with the duties of such committees to be designated and outlined by the Club Management Committee. Provided, that the members of the Committee are members of the Club and that any Committee shall include at least 1 member that is part of the Club Management Committee and responsible for the Committees assignments and as permitted by the Clubs' By-Laws.

g) Capital Expenditures.

- The making of capital expenditure which, either along with, or in conjunction with other capital expenditures, in any fiscal year of the Club, cannot exceed 25% of the previous year end total bank balance of the Club. Greater values exceeding this amount need a Special General Meeting with greater than 50% acceptance by the membership for approval of that or any other purchases in that fiscal year.

h) Omissions & Errors

- The accidental omission to give a notice to any member, Committee member, Executive Officer, Director at Large, or Auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting in good faith, held pursuant to such notice or otherwise founded thereon, unless otherwise determined by the

Committee.

4. Additional Committee Powers

- a) **Vacancies.** If a vacancy on the Club Management Committee occurs for any reason between AGMs, the Committee may appoint a replacement Executive Officer or Director at Large to hold the office temporarily until the next AGM of members and a vote can be made, or the position(s) can remain vacant until the next AGM, as the Club Management Committee determines, as long as a minimum of 6 active Club Management Committee members exists. Priority should be given to ensure 4 signing authorities (Executive Officers) exist within the quorum.
- b) In the event that 4 or more vacancies occur before the next AGM, a Special General Meeting of members shall be called with the intent to fill all vacancies during the unexpired term of each respective position. In leu of a vote confirming these positions, if a quorum is not reached or replacement volunteer(s) is not identified, the Club Management Committee may also assign duties outside the Club Management Committee members as required, from within the overall membership.
- c) Annually the Club Management Committee will review a meeting Code of Conduct outlining meeting behaviour throughout the year and make any changes as needed and update membership of the Code of Conduct changes.

GENERAL

Execution of Instruments.

- a) Contracts, documents or instruments in writing requiring the signature of an Executive Officer may be signed by any two of the following: President, Vice President, Secretary, or Treasurer, and all contracts, documents or instruments in writing, signed by these Executive Officers shall be binding on the Club, without any further authorization or formality.
- b) The terms “contract, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, share warrants, bonds, debentures, or other securities and all other paper writings.

5. Fiscal Year

The fiscal year of the Club shall be from the first day of May to the thirtieth day of April in the following calendar year.

6. Remuneration

The Club Management may approve reimbursement to members upon receipt of proof of legitimate out of pocket expenses as a result of carrying out authorized Club business, as well as expenses incurred in accordance with the Clubs policies.

Club Committee Members, as such, shall not receive any stated remuneration for their services as Committee Members, nor shall they receive any personal monetary gain from the Committee's decisions without disclosure to the Committee prior to the decision, or as a general rule.

7. Alteration of By-Laws

The amendment or repeal of any of the By-Laws of the Club can be affected only on the vote of at least two thirds of the members present at a Special General Meeting of the Club duly convened for the purpose of considering such amendment or repeal.

Such amendment or repeal may also be affected by votes of at least two thirds of the members present at the Annual General Meeting of the Club provided that notification of the proposed amendments or repeal of the By-Laws is provided in the notice of the Annual General Meeting.

8. Indemnification of Directors at Large and Executive Officers

Except as otherwise provided by Snowman Manitoba and as provided in Section 119 of the Corporations Act, each Director at Large and Executive Officer of the Club, former Director at Large or Executive Officer of the Club, or a person who acts or acted at the Club's request as a Director at Large or Executive Officer of the Club, or was a member or creditor, and their heirs and legal representatives, shall be indemnified against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonable incurred by them in respect of any civil, criminal or administrative action or proceedings to which they are made a party by reason of being or having been a Director at Large or Executive Officer of the Club or body corporate.