

Bulkley Valley Cross Country Ski Club Annual General Meeting
Friday, December 8, 2017
Buchfink Lodge at the Bulkley Valley Nordic Centre, Smithers, BC

Call to order at approximately 7:25 pm

Attendees:

2016-2017 Board:

Daryl Wilson, president
Steve Osborn, secretary
Kara Prezczek, treasurer
Jill Krause (absent), membership
James Cuell (absent), NSDP

Other members attending AGM:

Robbie Dunbar, caretaker	Mark Moes
Bob Mitchell	Dave Bustard
Ben Forsyth	Tom Pendray
Steve Howard, scapegoat	Jennifer Plummer, Ski Boosters, Race Committee
Debbie Courtliff, coach, Ski s'Kool	Peter Krause
Sarah Sacharoff	Brant Dahlie, tracksetter plus much more
Lisa Perry, coach	Wally Lesawich, biathlon coach & lodge maint.
Anastasia Ledwon	Andrea Dunbar, coach & caretaker
Dennis Courtliff	Kevin Kriese
Peter Tweedie, coach - biathlon	Irene Ronalds

Non-members attending:

Jackie Wilson	Trina Schley, parent – kids programs
Lawrie McArthur	Cam Schley, parent – kids programs

1. Review of agenda

The attached AGM Notice has a draft agenda. Daryl proposed moving the election of directors to after the business meeting.

MOTION by Daryl Wilson to accept the AGM agenda as revised. Second by Kevin Kriese. Carried.

2. Review of previous AGM minutes

MOTION by Daryl Wilson, seconded by Robbie Dunbar to accept the minutes of the October 15, 2016 AGM as posted on the bvnordic.ca website and made available at the meeting. Carried.

3. Directors' Reports

Reports were made available in advance on the bvnordic.ca website and several copies were provided at the AGM. Reports will remain on the website along with these minutes.

Kara Prezczek gave an overview of the treasurer's report and explained that the club is not required to have formal audits but last year and this year we engaged Edmison & Mehr to review our finances and ensure that we are tracking our finances appropriately.

Steve Osborn gave an overview of the 2017 Projects to recognize the generous grants, the project leaders and the volunteers that enabled impressive Lodge Improvements, Trail Maintenance and Improvements, Maps and Signs, and Info Tech improvements. (See pages 10-11 of the Directors' Reports document.

Steve also pointed out a few highlights from our 2017 finances and 2018 budget to demonstrate that the club is fiscally in good shape but the grants we have been getting are not helping us with our operating and program costs. Those continue to be funded primarily by user fees.

4. Trail maps & signs report – Peter Tweedie

- Copies of ready-to print map distributed to attending members.
- Peter acknowledged the trail naming committee and described how many options were considered in the design of the map.
- Given proposed trail work, the map will be revised next year so we will have a limited print of the map this year. Feedback is welcome to improve next year's version of the map.
- Trail signs will be replaced with metal posts and durable signs
- Need new photos for next year's updated brochure. A photo contest will be sponsored by Tyhee Forestry. The Marathon will be the deadline for entries.

5. Logging update – Kevin Kriese

Kevin gave an update on the logging that Wetzin'Kwa Community Forest has been doing. The logging was necessary to reduce the risk to skiers and tracksetters from beetle-killed pine. Soft ground required winter hauling but Wetzin'Kwa worked with the club to minimize impacts to skiing. Logging is now finished on the Chris Dahlie side and the dog trails. Logging of dead pine will continue along the Pine Creek trails for the month of December.

6. Trail improvements report – Kevin Kriese

- This summer and fall the trails designated as early season trails were flattened and stumped using money from Wetzin'Kwa grant and equipment hire paid by Recreation Sites and Trails.
- Next priority is improving trail surface and drainage so that it is possible to brush with tractor
- Trail improvements will continue with recently received Rural Dividend grant.
- Our trail network will expand with four new trails, subject to government approval: Down the Mountain, Link Wetzin'Kwa trail with Demo Forest trail, New addition to Pooch Paradise, Biathlon loop
- Need volunteer help:
 - Grass seeding this spring

- Installing new signs early winter and next summer
- Design and building a new entrance sign
- Rural Dividend grant will be spent by Nov 2018
- Rural Dividend grant allows up to 10% on capital so the roller is eligible.
- Side brush strategies discussed. Ideally, we could use a skid-steer machine with brush attachment. Would need other funding.

7. Special Resolution #1

Special Resolution #1 is in the attached AGM Notice which was sent to members and posted on the website for the prescribed periods in advance of the AGM.

In the discussion of Resolution #1, it was suggested that bylaw 5.2 (Notice of directors' meeting) should be considered for amendment at the next general meeting to extend the notice time to 5 days. No change to the proposed bylaws are needed this year but the board should consider amending bylaw 5.2 and possibly other revisions by special resolution at the next general meeting.

MOTION to vote on Special Resolution #1 as written in the AGM Notice – moved Steve Osborn, seconded by Irene Ronalds. All in favor. Carried.

8. Special resolution #2:

Special Resolution #2 is in the attached AGM Notice which was sent to members and posted on the website for the prescribed periods in advance of the AGM.

MOTION to vote on Special Resolution #2 as written in the AGM Notice – moved Steve Osborn, seconded by Daryl Wilson. All in favor. Carried.

9. New business - Discussion:

Fee increase – Kara stated that we don't have a specific proposal yet but we need to start a discussion on raising the fees enough to cover operating costs plus processing fees.

Comments from the floor:

- Jen – need to include a plan to get more day passes sold and more season passes. Not just more fees but higher number
- Kevin – should consider how to reduce cost. Higher fees could drive away members. High level of caution warranted.
- Peter – club should look at how to operate without grants. Fee increases are inevitable. General club members have high expectations and don't understand how the club works. Higher day fee may feed into more season passes. Also consider methods to support low-income people.
- _____ - currently very reasonable and increase worthwhile. For low-income families, consider methods like Boarding for Brant
- Peter – shouldn't delay fee increases too long because then increases will be too big a change.
- Robbie – Hearing feedback from people. They do calculations on day passes vs season pass. Need to explain why people should support the club with membership

and passes.

- Ben – need a simpler fee schedule for people to compare pass vs day tickets
- Jen – lower parking lot ticket booth would give strong visual that it is pay per use. Also effective promotion.
- Bob – we need to be careful using grants to increase our facilities since it can increase operating costs that grants don't cover
- ____ should state on the website how much it cost for grooming the trails.
- Peter – could identify the cost to set a named trail such as upper logging road
- Mark – concur with other comments. Need to operate within limits and not expand. Should continue earlier effort to determine what happened to former members and try to recruit. Family pass used to be a better option. Costs ramp up for family when you consider all extras.

10. Election of Directors for 2017-2018 – chaired by Kevin Kriese

Candidates for the board of directors

Those not in attendance gave consent in advance to stand for election for the board.

Jill Krause
Daryl Wilson
Kara Prezccek
Steve Osborn
James Cuell
Ben Forsyth
Anne Harfenist

Nominations from the floor requested but none submitted. MOTION by Kevin to elect all the candidates to the board. All in favor. Carried.

AGM adjourned 8:45pm.

Snowflake social followed.

Notice of Annual General Meeting

of the
Bulkley Valley Cross Country Ski Club

Date and time: December 8, 2017 starting 7:00 pm

Location: Buchfink Lodge, Bulkley Valley Nordic Centre

Agenda

- 1) President (chair of AGM) will introduce the Board of Directors
- 2) Confirm there is a quorum (7) of members attending
- 3) Approve the agenda;
- 4) Approve the minutes from the last general meeting ([link to minutes posted on bvnordic.ca](#))
- 5) Report on the financial statements for the previous financial year,
- 6) Other reports of directors' activities and key decisions with presentations on:
 - a) Grant-writing successes
 - b) Lodge improvements
 - c) Trail maps and signs
 - d) Trail improvements completed and planned
- 7) Elect or appoint directors
- 8) Vote on special resolutions
 - a) Special resolution #1: revised bylaws (attached)
 - b) Special resolution #2: amendments to name and purposes (attached)
([link to previous name, purposes and bylaws on bvnordic.ca](#))
- 9) Deal with any other new business
- 10) Terminate the meeting

Special Resolution #1

proposed for consideration and voting at the December 8, 2017
Annual General Meeting of the Bulkley Valley Cross Country Ski Club

Whereas the *Societies Act* (the Act) came into effect November 28, 2016 and governs how societies are created and run in B.C and the Act includes significant updates which affect or make redundant some provisions in the Club's current bylaws; and

Whereas the Bulkley Valley Cross Country Ski Club is required to transition to the new Act by submitting either our current bylaws or altered bylaws supported by a special resolution; and

Whereas the Act provides a set of model bylaws that may be adopted with or without alteration and the Board of Directors has reviewed the model bylaws and made some alterations appropriate to the club and consistent with the Act;

Therefore, be it resolved that the Bulkley Valley Cross Country Ski Club Society amend its bylaws by replacing all previous bylaws with the attached set of provisions.

Bylaws of Bulkley Valley Cross Country Ski Club

*Full replacement of previous bylaws subject to special resolution at December 8, 2017
Annual General Meeting.*

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time;

“**Society**” means the Bulkley Valley Cross Country Ski Club which is a society under the Societies Act.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 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

Application for membership

2.1 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.

Duties of members

2.2 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.3 The amount of the annual membership dues and term of membership must be determined by the Board.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 A general meeting must be held at the time and place the Board determines.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (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 auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary 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.

Chair of general meeting

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

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (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, or
 - (ii) one of the other directors present at the meeting, if the president is unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for

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holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

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

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is a majority of the directors plus 5 members who are not directors.

Lack of quorum at commencement of meeting

3.8 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, and
- (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.

If quorum ceases to be present

3.9 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.

Adjournments by chair

3.10 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 business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 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

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days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

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

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) 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,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting, and
 - (iii) elect or appoint directors,
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 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.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act to be decided by special resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 5 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members must elect or appoint directors to fill vacancies on the Board.

Two-year term of office for elected directors

4.3 Directors elected or appointed at an annual general meeting will have a term of office that expires at the annual general meeting following the next annual general meeting.

Directors may fill casual vacancy on Board

4.4 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 or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.5 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.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

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

Notice of directors' meeting

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

Proceedings valid despite omission to give notice

5.3 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.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of directors

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

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 The directors shall elect from among themselves the Society's president, secretary, treasurer and such officers as they consider necessary.

Role of president

6.2 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of secretary

6.3 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;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

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

Role of treasurer

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

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- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 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, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Special Resolution #2

proposed for consideration and voting at the December 8, 2017
Annual General Meeting of the Bulkley Valley Cross Country Ski Club

Whereas the Bulkley Valley Cross Country Ski Club Society will transition to the new *Societies Act* with an updated set of bylaws; and

Whereas the Board of Directors recommends that the name of the club be simplified and that the purposes of the club be updated;

Therefore, be it resolved that the Bulkley Valley Cross Country Ski Club Society amend its constitution by:

- removing the word Society from the name;
- replacing purpose 2 with “developing and maintaining the Nordic and biathlon facilities at the Bulkley Valley Nordic Centre”;
- adding the word “and” to the end of purpose 4;
- deleting “; and” from the end of purpose 5; and
- deleting purpose 6;

so that the amended constitution will read as follows:

Name

The name of the Society is: Bulkley Valley Cross Country Ski Club

Purposes of the Society

The purposes of the Society are to promote community participation in the healthy outdoors lifestyle of cross-country skiing in the Bulkley Valley that includes:

1. encouraging recreational cross-country skiing;
2. developing and maintaining the Nordic and biathlon facilities at the Bulkley Valley Nordic Centre;
3. offering and promoting cross-country skiing skill development programs for children, youths and adults;
4. offering and promoting athlete development programs for cross-country ski racing and biathlon; and
5. organizing and hosting cross-country ski and biathlon race events.