



BYLAWS

Last Revised: November 2014

SANS BYLAWS

ARTICLE I - DEFINITIONS

1. In these bylaws unless there be something in the subject or context inconsistent therewith
 - (a) "Association" shall mean S.A.N.S. (Snowmobilers Association of Nova Scotia)
 - (b) "Club" shall mean a group of persons organized together for the common purpose of snowmobiling which have been formally recognized by S.A.N.S. The club must be incorporated under the Societies Act and shall form the association.
 - (c) "Special Resolution" shall mean a resolution passed by not less than three-fourths of such members entitled to vote and are present in person at a general meeting of which notice specifying the intention to propose the resolution has been duly given.
 - (d) "Board" shall mean elected representatives from each Zone of the association.
 - (e) "Executive Committee" shall mean an elected committee which meets frequently to manage the affairs and further the purposes of the association.
 - (f) "Standing Committee" shall mean a committee established by the President, board of directors or executive committee with defined scope and powers to perform special defined functions.
 - (g) "Zone" shall mean a designated geographical zone as defined by the association.

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ARTICLE II – CLUB FORMATION

Section 1 - Application for Club Status

- (a) Application for club status in the association shall be addressed in writing to the President, in such form as stipulated in Article XIV (a) and as the Board of Directors may from time to time prescribe.
- (b) The Executive Committee shall make a recommendation for approval of those clearly qualified for club status and shall refer those not so qualified to the next regularly scheduled Board of Directors meeting. The Board of Directors determines final approval of new club applicants.
- (c) In the event that the President requests proof of eligibility, it is the responsibility of the applicant(s) to provide such proof.

Section 2 - Membership Categories

The categories of membership in the association shall be:

- (a) Club Member – those members which have been formally recognized and approved by a S.A.N.S. club.
- (b) Associate Member - those individuals that purchase a valid trail pass.
- (c) Honorary member - shall be a person who is not eligible for any category of membership or affiliation in the association and who the association wishes to honor by appointment as an honorary member.

Section 3 – Rights and Privileges and ~~Obligations~~

All categories of members shall have equal rights and privileges and ~~obligations~~, subject to the following exceptions:

- (a) Associate members shall be non-voting.
- (b) Club membership will have the right to vote in accordance with Article VI Section 4.
- (c) Honorary members shall be non-voting.

Section 4 - Structure

- (a) All clubs will belong to one (1) of the predetermined provincial zones. The geographical boundaries and names of the zones may change from time to time as prescribed by the Board of Directors.

Section 5 - Termination of Membership

- (a) Clubs and/or members in the association may be terminated for cause by the Executive Committee after the club or member so terminated has been given 30 days' notice of the reason for such termination.
- (b) All terminated clubs and/or members shall have the right to appeal to the board of directors, the decision of which shall be final and binding.

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ARTICLE III - DUES

Section 1 - Amount of Dues

The annual dues payable by members (clubs) shall be those fixed from time to time by resolution of the Board of Directors.

Section 2 - When Due

The first dues of a club shall be due upon application and thereafter upon receipt of an invoice.

Section 3 - Delinquency and Cancellation

A club that fails to pay annual invoiced dues within 30 days shall cease to be a member and shall be notified by the President by registered mail.

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ARTICLE IV – OFFICES

Section 1 - Head Office

The head office of the association shall be located in the province of Nova Scotia.

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ARTICLE V - BOARD OF DIRECTORS

Section 1 - Duties and Responsibilities

- (a) The directors are collectively the representatives of the membership and are charged with the responsibility of exercising visionary leadership; establishing values and goals; setting policies and procedures; creating value in the programs and services to the benefit of the members; supporting the employees and volunteers of the association and representing them as partners in advancing the mission of the association.
- (b) The director shall: help frame the values, vision and mission of the association; help to identify the priority needs of the members and the resources required to achieve them; assist in formulating and establishing strategic plans, goals and the annual budget; adopt programs to carry out the mission and goals; monitor the execution of the policies of the board and the goals and programs of the association; be positive in communicating board decisions to members, staff and to the public, promote the programs and services of the association to members, prospective members, the public and to other stakeholders; comply with the bylaws and policies of the association and ensure compliance by others; identify and understand emerging issues and opportunities within the snowmobile industry that are compatible with the association's goals; prepare for and attend meetings of the board in their entirety; review and understand the association's board briefing documents and minutes, policy manuals, official publications and related orientation resources; support the programs of the association; evaluate and follow up on actions taken at meetings of the board; fulfill any assignments as committee members, board liaison, association representative, or other duties as mutually agreed.

Section 2 - Composition

The Board of Directors shall be comprised of voting members elected by each provincial Zone, as outlined in the Governance Policy.

Section 3 - Term of Office

- (a) Each SANS Zone shall elect representatives to sit as members of the SANS Board of Directors.
- (b) The SANS Board of Directors term of office shall be one year commencing immediately following the Association's Annual General Meeting and run until the next Annual General Meeting. The Board Members may only serve more than a one year term on the SANS Board, if there is no other club representative willing to serve as director.

Section 4 - Board Vacancies

- (a) Should a vacancy occur on the Board by virtue of death, resignation, removal or ineligibility of a director elected by a Zone, that Zone may appoint another voting club member to serve the balance of the term.

Section 5 - Quorum

At any meeting of the Board of Directors, a quorum shall consist of a simple majority (50% plus one) of those entitled to vote. Such quorum of directors present shall be competent to do and perform all acts which are or shall be directed to be done at any such meeting. Provided a quorum is present at the beginning of a meeting, the meeting may continue or adjourn even though directors leaving reduce the number to less than a quorum. Directors who have declared a conflict of interest shall be counted in determining a quorum.

Section 6 - Remuneration

Directors or officers may be reimbursed for reasonable expenses incurred while performing duties, i.e., committee work, travel.

Section 7 - Indemnification

All directors and officers of the association and their heirs, executors and administrators, and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the association from and against.

- (a) All costs, charges and expenses whatsoever which directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect to any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices.
- (b) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by willful neglect or default.

Section 8 - Voting Rights and Procedures

Only Zone Directors and Zone Vice Presidents of the SANS Board of Directors in attendance at the Board Meeting are eligible to vote at that meeting. The Chairman of the Board is not eligible to vote unless there is an equality of votes in which case the Chair may cast the deciding vote. Members of the SANS Executive Committee may not vote, with the exception of the Chairman and Zone Vice-Presidents as stated above, at Board of Directors Meetings. Proxies are not accepted at Board of Directors meetings.

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ARTICLE VI – NOMINATIONS AND ELECTIONS

Section 1 - Appointment and Composition of Nominating Committee

The President shall annually appoint, subject to board approval, a nominating committee, chaired by the immediate past President which shall include one representative from each provincial zone.

Section 2 - Duties of Nominating Committee

The duties of the nominating committee shall be set forth in the Nominating Committee Policy which shall be established from time to time by the Board of Directors.

Section 3 - Election Procedures

- (a) No fewer than thirty (30) days prior to the annual general meeting of the association, the nominating committee shall prepare a slate of candidates for election to the Executive Committee. This shall be circulated to the Board of Directors. The nominating committee shall also issue a call for additional nominations for election to the Executive Committee.
- (b) Independent nominations shall close fifteen (15) days following the call for additional nominations.
- (c) Following the close of nominations, an election will be held by vote during the annual general meeting.
- (d) Officers shall be selected for a term of one (1) year with eligibility for re-election.

Section 4 - Voting

- (a) During a General Meetings each club is entitled to one vote in the Association

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ARTICLE VII – OFFICERS

Section 1 - Number of Officers

The officers of the association shall be the President, Zone Vice-Presidents representing each provincial zone, and Secretary-Treasurer, if the association should employ a General Manager and/or Finance and Administration Manager, they may also serve as officers in a non-voting capacity.

Section 2 - Duties of Officers

- (a) The duties of President and Secretary-Treasurer shall be such as their titles by general usage would indicate or as may be specified by the board, or as assigned to them from time to time and such as may be required by the by-laws and policies of the association.
- (b) The President shall be responsible for governing the affairs of the association in accordance with the policies and procedures established by the association's board of directors. The President shall be the chief elected officer of the association; preside at meetings of the organization including the Board of Directors, executive committee and meetings of the membership of the association; determine the agenda for all Board, Executive Committees and annual general meetings; be an ex officio member of the board committees; designate the chair of committees; be the spokesperson for the Board of Directors and the association; ensure that policies and programs that will serve the association's mission and goals are developed and presented to the board; perform such other duties, functions and responsibilities as assigned by the board and/or approved by the membership.
- (c1) The Secretary-Treasurer shall attend meetings of the board, Executive Committee and the annual general meeting; be responsible for the recording and maintaining of the proceedings of all Executive Committee, board of director and annual general meetings. The Secretary-Treasurer is responsible for filing with the Registrar the association's annual statements, a list of its directors with their addresses, occupations and dates of appointment or election and within fourteen (14) days of a change of directors, notify the Registrar of the change. The Secretary-Treasurer shall also be responsible for filing with the Registrar a copy in of every special resolution within fourteen (14) days after the resolution is passed.
- (c2) The Secretary-Treasurer shall act as a source of financial information for the association. In collaboration with the President, the treasurer shall inform the board of the financial performance of the association. The Secretary-Treasurer shall further anticipate the association's future financial needs to carry out the mission and goals of the association. The Secretary-Treasurer shall attend all meetings of the board, Executive Committee and annual general meeting; assist in the development of a budget for presentation to the Board of

Directors for approval; assist in the development of financial policies and procedures in collaboration with the President; help the association ensure that adequate resources are available to fund association programs; oversee the projects and assume other responsibilities as assigned.

- (c) There shall be a Vice-President for each designated zone in the province. The Vice-Presidents shall support the President of the association by working towards organizational goals, chairing a minimum of one association committee and assuming the responsibilities of President in his or her absence, as appointed by the President.

The zone Vice-President(s) shall serve as the zone representative, with the directive to enhance the channels of communication, between the clubs and the board of directors as well as co-ordinate various association programs and services. The Vice-President shall: chair regular meetings of the designated zone committee; attend meetings of the Board of Directors, Executive Committee and the annual general meeting; accept responsibilities as delegated by the President.

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ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1 - Composition

The Executive Committee shall be comprised of all officers elected or appointed immediately following the annual meeting. The current President shall serve on the Executive Committee without a vote. The Executive Committee shall be chaired by the President or, in the President's absence, by the appointed Vice-President.

Section 2 - Duties and Responsibilities

In the intervals between meetings of the Board of Directors, the Executive Committee shall supervise, control and direct all activity of the association, its committees, publications and the disbursement of its funds not to exceed the amount set in the Fiscal Control Policy, without prior approval from the Board of Directors and the determination of its policies, subject to such directions, restrictions and limitations as may from time to time be given or imposed by the Board of Directors. The Executive Committee shall possess and exercise all the powers of authority of the Board of Directors, except when the latter is in session. Actions and decisions of the Executive Committee are guided by the Board of Directors.

Section 3 - Meetings

The Executive Committee shall meet at least six (6) times a year as determined by the President.

Section 4 - Quorum

At any meeting of the Executive Committee, a quorum shall consist of a simple majority (50% plus one) of those entitled to be present and vote.

Section 5 - Vacancies

Should a vacancy occur on the Executive Committee, the Nominating Committee may appoint another voting member to serve the balance of the term or until the next election of officers. A director so appointed shall be eligible for re-election to the Executive Committee.

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ARTICLE IX – STANDING AND SPECIAL COMMITTEES

Section 1 - Standing Committees

- (a) Standing committees of the association shall be established by the Board of Directors, President and or, the Executive Committee, as set forth in the Policy Manual to conduct such business and perform such duties as may from time to time be determined and shall report annually to the Board.
- (b) Chairpersons of standing committees shall be appointed annually by the President and shall normally serve a one (1) year term, subject to the ratification by the Board of Directors.
- (c) Standing committees shall serve until discharged or until their successors shall be appointed.
- (d) No member of a standing committee shall receive remuneration for duties performed on behalf of the association but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the board of directors and or the Executive Committee.

Section 2 - Special Committees

The Board of Directors, President and or, the Executive Committee may appoint special committees, councils and or task forces from time to time as required and set forth in the Policy Manual.

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ARTICLE X – ANNUAL GENERAL MEETING

Section 1 - Annual General Meeting

The annual general meeting of the association shall be held each year at such time and place as may be designated by the Executive Committee.

Section 2 - Notice

At least thirty (30) days' notice of annual meetings shall be given.

Section 3 - Order of Business

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by By-laws, procedures shall be in accordance with H. Perry's 'Call to Order'.

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ARTICLE XI – FINANCES

Section 1 - Signing Authority

All cheques issued or endorsed in the name of the association shall be signed by a minimum of either two officers as designated by the Executive Committee from time to time; an officer and an employee as designated by the Executive Committee; or an officer and an agent of the association, as set forth in the Policy Manual.

Section 2 - Surplus Funds of the Association

The Board of Directors may set aside a reserve for contingencies from the surplus of the association or may invest the surplus of the association in a manner as may be determined from time to time by resolution.

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ARTICLE XII – FINANCIAL REPORT

The association shall make a written report to the members as to the financial position of the association and the report shall contain a balance sheet and operating account. A copy of the balance sheet showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, shall be filed with the Registrar within Fourteen (14) days after the annual meeting in each year, as required by law.

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ARTICLE XIII – FINANCIAL YEAR

The financial year of the association shall be from the first of June to the 31st of May.

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ARTICLE XIV – CLUBS - ZONES

- (a) Upon written application to the association by at least 25 persons, the Board of Directors may establish provincial clubs of the association with powers to carry out programs consistent with the mission and goals of the association. The Board of Directors may combine, subdivide or discontinue clubs as the need arises.
- (b) The boundaries of regional zones shall be determined by the Board of Directors and may change from time to time.

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ARTICLE XV – DISSOLUTION

In the event that the association is dissolved and after payment of all indebtedness of the association, the remaining funds, investments and other assets shall be used for purposes of providing services for social welfare, health, civic improvements, education or other objects of a benevolent nature.

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ARTICLE XVI – AMENDMENTS

The association has power to repeal or amend any by-laws by a special resolution passed in the manner prescribed by law. The repeal or amendment of the By-Laws shall not be enforced or acted upon until the approval of the Registrar of Joint Stock Companies has been obtained.

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ARTICLE XVII – CONFLICT OF INTEREST

All officers, staff, clubs and members of SANS shall a governed by the Conflict of Interest policy as outlined in the Policy Manual