

CANADIAN CONSTITUTION OF THE
Cyberspace Snow and Avalanche Center

ARTICLE 1 - NONPROFIT PURPOSES

SECTION 1. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this organization shall be the enhancement of public education and public safety with regards to seasonal snow and avalanches through:

- 1) Providing current snowpack stability information to the public,
- 2) Providing educational information on snow stability and avalanches to the public,
- 3) Facilitating communication between snow and avalanche professionals, including the exchange and dissemination of data, information, and research results, and
- 4) Facilitating communication between snow and avalanche professionals and the public.

ARTICLE 2 - DIRECTORS

SECTION 1. NUMBER

The organization shall have a minimum of three directors and collectively they shall be known as the Board of Directors.

SECTION 2. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by the Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;
- (c) Supervise all officers, agents and employees of the organization to assure that their duties are performed properly;
- (d) Register their addresses, physical or electronic, with the Secretary of the organization, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 3. TERM OF OFFICE

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies.

SECTION 4. COMPENSATION

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 5. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

ARTICLE 3 - OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the organization may include officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any person may serve as officer of this organization.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the organization.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by the Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the organization or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the organization.

Exhibit at all reasonable times to any director of the organization, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the organization.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the organization, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this organization shall be reasonable and given in return for services actually rendered to or for the organization.

ARTICLE 4 - CHARITY AND TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

SECTION 2. USE OF PROFITS OR OTHER ACCRETIONS

The organization shall be operated without purpose of gain for its members or any members of its Board of Directors. Any profits or other accretions to the organization shall be used solely to promote its objectives.

SECTION 3. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

SECTION 4. DISTRIBUTION OF ASSETS

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt charitable purposes, or shall be distributed to the federal government, or to a state, provincial or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the law.

ADOPTION OF BYLAWS

We, the undersigned, are all directors of this organization, and we consent to, and hereby do, adopt the foregoing constitution, consisting of _____ preceding pages. This document becomes effective on the date below, which is the date that the signatures are completed.

Dated and Effective: _____

Filename: canada-constitution.doc
Directory: D:\CSAC\Official Stuff
Template: C:\Documents and Settings\Jim\Application
Data\Microsoft\Templates\Normal.dot
Title: [994 Anthony Mancuso]
Subject: 1.2
Author: Jim Frankenfield
Keywords:
Comments:
Creation Date: 10/12/1995 6:46 PM
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