

SPRUCE GROVE AERIALS GYMNASTICS CLUB

BYLAWS

Revision Proposal December 2009

1.1. The Society

The name of the society is the Spruce Grove Aerials Gymnastics Club. It may also be known as “the Aerials”, “the Club”, or “the Society”.

1.2. The Bylaws

The following articles set forth the Bylaws of the Spruce Grove Aerials Gymnastics Club

ARTICLE 2: DEFINITIONS

2.1. In these Bylaws, the following words have these meanings:

- 2.1.1. *Act* means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any substituted for it.
- 2.1.2. *Annual General Meeting* means the compulsory general meeting held once each year
- 2.1.3. *Board* means the Board of Directors of the Society
- 2.1.4. *Bylaws* means the Bylaws of the Society as amended
- 2.1.5. *Director* means any person elected by the membership or appointed by the Board
- 2.1.6. *General Meeting* means the Annual General Meeting or a Special General Meeting of the Membership
- 2.1.7. *Board Meeting* means a meeting of the Executive and Directors at Large
- 2.1.8. *Executive Member* means any Member as described in Article 5.1.7.
- 2.1.9. *Executive Meeting* means a meeting of the Officers of the Society, namely the President, the 1st & 2nd Vice President and the Secretary/Treasurer as outlined in Article 5.1.7.
- 2.1.10. *Registered Office* means the registered office of the Society
- 2.1.11. *AGF* means the Alberta Gymnastic Federation
- 2.1.12. *Address of record* means the last address recorded by the Society of a member
- 2.1.13. *Member in Good Standing* means a member who has paid the appropriate registration and/or membership fees, in full and is registered with the AGF and is supporting the objects of the Society

ARTICLE 3: MEMBERSHIP AND VOTING RIGHTS

3.1. Membership Categories

There are two categories of membership:

- a) Voting Members
- b) Non-Voting Members

- 3.1.1. A Voting Member is a member in Good Standing according to Article 2.1.13., 18 years of age or older and who is:
 - a) registered or has a son(s) or daughter(s) registered in a program with the Aerials Gymnastics Club and registered with AGF (each program has a cancellation policy that will be followed);
 - b) Any community member interested in being involved with Aerials Gymnastics Club and furthering the objectives of the Club, subject to payment of a membership fee (if any), and upon approval of the Board.

- 3.1.2. A Non-Voting Member is an official representative of an athlete registered in a Club program and must be a Member in Good Standing;
- 3.1.3. For voting purposes, a Member in Good Standing who has not attained the age of 18 years of age may be represented by his/her parent or guardian;
- 3.1.4. For voting purposes, where there are multiple Members in Good Standing within the same family, that family is entitled to one vote;

3.2. Admission of a Member

- 3.2.1. An individual becomes a member of the Society upon acceptance of full payment of the appropriate registration and/or membership fees. Deletion will be included in the policy as set by the Board of Directors;
- 3.2.2. Membership in the Society requires membership in the Alberta Gymnastics Federation;
- 3.2.3. The Board has the right to admit or refuse any membership

3.3. Suspension or Expulsion of a Membership/Board Member

- 3.3.1. Any member, by resolution of the Board, may be suspended or expelled from membership in the Club, for any purposes deemed sufficient in the interests of the Club. The Member considered for suspension or expulsion shall retain the right to appear at a meeting of the Board for explanation and discussion of the suspension or expulsion;
- 3.3.2. For a Member in Good Standing to be suspended or terminated, a 2/3 (two-thirds) majority of those directors eligible to vote must be recorded at a Board Meeting called to address the suspension or expulsion
- 3.3.3. Any Member suspended or expelled from the membership of the club has the right to an appeal process. The member appealing shall retain the right to appear at a meeting consisting of the member expelled, an independent arbitrator and a Board quorum for explanation, discussion and resolution of the suspension/expulsion. The arbitrator's decision in the appeal will be binding.
- 3.3.4. The Board may exclude the Member and the Member's designate from its discussions and/or the deciding vote of the matter.

3.4. Resignation of Membership

- 3.4.1. Any member may resign from the Society by providing written notice to the Club Manager, of his/her intention to do so. Such resignation is deemed in effect upon receipt of the letter indicating the Member's intention.

3.5. Continued Liability for Debts Due

- 3.5.1. Although a member ceases to be a Member in Good Standing, by resignation or otherwise, he/she is liable for any debts owing to the Society, by that Member in Good Standing, at the date of ceasing to be a Member.

3.6. Limitation on the Liability of Members

- 3.6.1. No Member is, in his/her individual capacity, liable for any debt or liability of the Society.

ARTICLE 4 – MEETINGS OF THE SOCIETY

4.1. Annual General Meeting

- 4.1.1. The Society will hold its Annual General Meeting no later than the 31st of May of each year in Spruce Grove, Alberta. The Board will set the place, date and time of the meeting;
- 4.1.2. The Secretary will notify the membership at least twenty-one (21) days before the Annual General Meeting. Such notification will be by way of any of the following:
 - a) general notice in the Society's newsletter
 - b) on the Society's website

- c) a poster, placed in a conspicuous location, at the Society's office
- d) one or a combination of the ways noted above will suffice as appropriate notification

4.1.3. Quorum – at the Annual General Meeting, 10 Members in Good Standing shall constitute a Quorum.

4.2. Special General Meeting

- 4.2.1. Calling of a Special General meeting – A Special General Meeting may be called at any time by:
 - a) a resolution of the Board of Directors to that effect, or
 - b) on the written request of at least two (2) of the Directors presented to the President. The request must state the reason for the Special general Meeting and the motion(s) intended to be submitted at this meeting, or
 - c) on the written request of at least ten (10) of the Voting Members presented to the President. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this meeting.
- 4.2.2. Notice of Meeting – The Secretary shall advise the Membership of such a Special General Meeting as per guidelines outlined in 4.1.2. of the Bylaws of the Society;
- 4.2.3. Agenda for the Special General Meeting – Only the matter(s) set out in the notice for the Special General Meeting are to be considered at the Special General Meeting;
- 4.2.4. Procedure at the Special General Meeting – Any Special general Meeting has the same method of voting and the same quorum requirements as the Annual general Meeting

4.3. Proceedings at the Annual or a Special General Meeting

- 4.3.1. Attendance by the Public – General Meetings of the Society are open to the public. A majority of the Members present may ask any person(s) who are not Members to leave for all, or a portion of the meeting;
- 4.3.2. Failure to reach Quorum – If a quorum is not present within one-half (1/2) hour after the set time of the meeting, the meeting may proceed with the Members in attendance at the discretion of the Directors in attendance;
- 4.3.3. Presiding Officer – The President chairs every General Meeting of the Society. The 1st Vice President chairs in the absence of the President, and the 2nd Vice President chairs in the absence of the President and the 1st Vice President;
- 4.3.4. If the President and both Vice Presidents are not present within one-half (1/2) hour after the set time for the General Meeting, the Members present may:
 - a) choose one (1) of the Members to chair the meeting, or
 - b) choose to postpone the meeting to a mutually agreeable date.

4.4. Voting at the Annual or a Special General Meeting

- 4.4.1. A 3/4 (75%) majority vote of voting members present is required when a change of bylaws is adopted or where some right of the membership is curtailed. A fifty percent plus one (50% + 1) vote of the voting members present is required for all other resolutions;
- 4.4.2. A Voting Member may not vote by Proxy;
- 4.4.3. Failure to Give Notice of Meeting – No action taken at a General Meeting is invalid due to:
 - a) accidental omission to give any notice to any Member, or
 - b) any Member not receiving any notice, or
 - c) any error in any notice that does not affect the meaning.

ARTICLE 5 – THE GOVERNMENT OF THE SOCIETY

5.1. The Board of Directors

- 5.1.1. Governance and Management of the Society – The Board governs and manages the affairs of the Society. The Board may hire a paid Club Manager(s) to carry out management functions under the direction and supervision of the Board;

5.1.2. Powers & Duties of the Board – The Board has the powers of the Society. The powers and duties of the Board will include:

- a) promoting the objects of the Society,
- b) promoting membership in the Society,
- c) hiring an Club Manager(s) to manage the Club,
- d) maintaining and protecting the assets and properties of the Society,
- e) approving the annual budget of the Society,
- f) protecting persons from debts of the Society,
- g) financing the operations of the Society, including borrowing or raising of funds
- h) making policies for managing and operating the Society,
- i) reviewing and final approval of all contracts for the Society,
- j) appointing legal counsel as necessary,
- k) establishing policies, rules and regulations for operating the Society and using its facilities and assets,
- l) selling, disposing of, or mortgaging any or all of the property of the Society, and
- m) without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee and/or paid Club Manager(s) of the Society

5.1.3. Composition of the Board – The Board shall consist of the following Directors:

- a) the President
- b) the 1st Vice President
- c) the 2nd Vice President
- d) the Secretary
- e) Treasurer (if not filled by a paid position – would not have voting privileges if filled by a paid position)
 1. Treasurer – The Treasurer shall ensure that accurate records are maintained on all accounts and receipt and disbursement of money; shall be a signing authority on all cheques on behalf of the Society; shall be responsible for the overall budget of the club; shall report on the financial activities of the Society when requested by the Board; and at the Annual General Meeting shall present an audited report; Should this position be a paid position, this individual would not have voting privileges
- f) the Past President; if the past president has served their maximum voting term, they may remain as a non-voting director for the current term
- g) A maximum of twelve (12) Directors at Large

5.1.4. The Board shall be elected at the Annual General Meeting from among the Voting Members in Good Standing for a term of one two (2) year rotating term commencing September 1st of the current year. Subject to clause 3.1.4., only one Member in Good Standing per immediate family may sit on the Board at any given time. Any paid employee or member of their immediate family or any member receiving reimbursement or payment in kind for regular services rendered is not eligible to serve on the Board of Directors with exception to;

- 1) Any member, who has an athlete at the club who is a paid employee of the Club, is eligible to sit as a Director on the Board as long as the paid staff (athlete) meets all of the following criteria:
 - a. An athlete (registered in a yearly program for the current year) in good standing at the Club;
 - b. Under the age of twenty (20)
 - c. Works less than ten (10) hours per week on an annual basis

5.1.5. A Nominating Committee shall be appointed by the Board not less than forty-five (45) days in advance of the Annual General Meeting. The Board retains the right to elect up to 3 Members in Good Standing (including Board members) and two (2) paid staff to sit on this Committee. The Nominating Committee shall present a slate of candidates naming Members for the vacant positions of Executive Members on the Board to be filled in accordance with the Bylaws, after having ensured that each nominee is a voting member and is willing to accept if elected. Nominations will normally not be accepted from the floor at the time of the Annual general meeting (AGM). However, nominations can be opened at the AGM, provided that two-thirds (2/3) of the votes cast at the AGM are in agreement.

5.1.6. Members who have been nominated to stand for election but who will be absent at the time of election, must indicate in writing to the Nominating Committee prior to the election that they are willing to accept if elected;

- 5.1.7. The Executive Committee of the Board shall comprise the following officers:
- a) the President
 - b) the 1st Vice President
 - c) the 2nd Vice President
 - d) the Secretary
 - e) the Treasurer (if not filled by a paid position)
- 5.1.8. Members of the Board are elected for one two (2) year rotating term;
- 5.1.9. Members of the Executive Committee must have served at least one year on the Board prior to sitting on the Executive Committee and may not serve more than one two (2) year rotating term per Executive position;
- a) Should no Board member elect to sit on a specific executive position at the time of election, the current executive director of that position may remain in that position, in spite of the two (2) year rotation clause, until such time as a Board member elects to accept that specific position.
- 5.1.10. Resignation of a Director: A Director may resign from office by giving thirty (30) days written notice to the Board. The resignation takes effect either at the end of the thirty (30) day notice period, or on the date the Board accepts the resignation, which ever comes first;
- 5.1.11. Should any vacancies on the Board occur for an elected Executive position, the Board shall nominate another Director for that position. A Director who has not served more than one year on the Board may qualify for the Executive position, if no other Director, who has served more than one year on the Board, wishes to fill that vacancy.
- 5.1.12. Should any vacancies on the Board occur for a Director position (the amount of Directors for each year shall be determined at the AGM), the Board shall post in the gym that the vacancy has occurred. They shall solicit interest from this posting and if only a single individual expresses interest, appoint said individual at the next regularly scheduled Board meeting. If there are multiple candidates, the Board shall call a Special General Meeting for the time of the next regularly scheduled Board meeting and deal with the election of the replacement as the first order of business.
- 5.1.13. Elected Executive Members and Directors shall be fully committed to attending every meeting of the Board. Failure to attend three (3) regularly scheduled meetings in any twelve (12) month period will result in an individual Board member's automatic removal from the Board, unless appealed by the Member and reviewed by the Board.

5.2. Duties of the Board of Directors

- 5.2.1. President – The President shall preside at all meetings of the Board of Directors; shall be an ex-officio member of all committees; and shall exercise general supervision and control over the operations and activities of the Spruce Grove Aerials Gymnastics Club;
- 5.2.2. 1st Vice President – The 1st Vice President shall act for the President in his/her absence; shall chair meetings in the absence of the President; shall be responsible to review and oversee all Committees; and shall have an intent and/or interest in assuming the role of President in a future term (this is not a mandatory role of this position);
- 5.2.3. 2nd Vice President – The 2nd Vice President shall chair meetings in the absence of both the President and the 1st Vice President; and shall assist the 1st Vice President in overseeing all Committees;
- 5.2.4. Treasurer – The Treasurer shall ensure that accurate records are maintained on all accounts and receipt and disbursement of money; shall be a signing authority on all cheques on behalf of the Society; shall be responsible for the overall budget of the club; shall report on the financial activities of the Society when requested by the Board; and at the Annual General Meeting shall present an audited report;
- 5.2.5. Secretary – The Secretary shall prepare and distribute all Annual General, Special General and Executive Board meeting minutes within 10 days of the meeting date; shall ensure the Society's original Minute Book is in order and kept at the Registered Office of the Society; and shall assist the Executive Members with any other related matters;
- 5.2.6. Past President – The Past President shall assist the continuing operation of the Club;
- 5.2.7. Directors – The Directors shall assist with at least one (1) Committee established by the Board;

5.3. Meetings of the Board

- 5.3.1. The Board will meet as necessary to conduct general and routine business of the Society;
- 5.3.2. The President shall call the meetings. The President will also call a meeting of the Board of Directors if any two (2) Directors make such a request, in writing, stating the business for the meeting;
- 5.3.3. Quorum at Meetings of the Board of Directors is 50% of serving members;
- 5.3.4. Each member of the Board of Directors has one (1) vote. Where a Voting Member is both a Director and a Voting Member, that person shall have only one (1) vote (as per article 3);
- 5.3.5. Tie Vote – The President is entitled to one vote. The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated;
- 5.3.6. While the regular meetings of the Board are open to Members of the Society and the general public, a simple majority of the Directors present may require that the public and/or Members leave for all, or part of the meeting;
- 5.3.7. At meetings of the Board of Directors, only members of the Board of Directors may vote;
- 5.3.8. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board;

5.4. Board Committees

- 5.4.1. The Board may appoint committees to advise the Board and these committees may be comprised of any Members in Good Standing;

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

- 6.1. The Registered Office of the Society shall be located at 469B South Avenue, Spruce Grove. Another place may be established at the Annual General Meeting or by resolution of the Board;

6.2. Financing & Auditing

- 6.2.1. The fiscal year of the Society runs from June 1st to May 31st of the following year;
- 6.2.2. The financial records, books and accounts of the Society shall be audited annually by two (2) members of the Society who do not have signing authority;

6.3. Seal of the Society

- 6.3.1. The Board may adopt a seal as the Seal of the Society. The Secretary shall be responsible for control and custody of the seal, unless the Board directs otherwise;
- 6.3.2. The Seal of the Society can be used only by Executive members authorized by the Board;

6.4. Cheques and Contracts of the Society

- 6.4.1. The President, 1st Vice President and Treasurer will be authorized to sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques;
- 6.4.2. All contracts of the Society must be signed by the Executive Members or other persons authorized to do so by resolution of the Board;

6.5. The Keeping and Inspection of the Books and Records of the Society

- 6.5.1. A copy of the Minute Books and records of all minutes of all meetings of the Members of the Board will be kept in the Administration office;

- 6.5.2. The Secretary will be responsible to keep the original Minute Books at the Registered Office of the Society. This record will contain minutes from all meetings of the Society, the Board, and the Executive Committee;
- 6.5.3. A member wishing to inspect the books or records of the Society must give reasonable notice to the President or Club Manager of his/her desire to do so;
- 6.5.4. Unless otherwise permitted by the Board, such inspection will occur only at the Registered Office during a mutually agreed upon time;
- 6.5.5. All financial records of the Society are open for such inspection by the Members. Files and records considered to be confidential by the Board shall not be open for inspection by the Members.

6.6. Borrowing Powers

- 6.6.1. The Society may borrow or raise funds to meet its objects and operations. The Board shall decide the amounts and ways to raise money, including giving or granting security;
- 6.6.2. The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society;

6.7. Payments

- 6.7.1. No Member, Director or Executive Member of the Society shall receive any payment for his services as a Director or Executive Member;
- 6.7.2. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval

6.8. Protection and Indemnity of the Directors and Executive Members

- 6.8.1. Each Director or Executive Member holds office with protection from the Society. The Society indemnifies each Director or Executive Member against all costs or charges that result from any act done in his/her role for the Society. The Society does not protect any Director or Executive Member for acts of fraud, dishonestly or bad faith;
- 6.8.2. No Director or Executive Member is liable for the acts of any Director, Executive Member or employee. No Director or Executive Member is responsible for any loss or damage due to the bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Society. No Director or Executive Member is liable for any loss due to an oversight or error in judgment unless the act is fraud, dishonesty or bad faith;
- 6.8.3. Directors or Executive Members can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Executive Members are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 – AMENDING THE BYLAWS

- 7.1. These bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or a Special General Meeting of the Society;
- 7.2. The twenty-one (21) days notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws;
- 7.3. The amended Bylaws take effect after approval of the Special Resolution at the Annual or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTION OF ASSETS AND DISSOLVING THE SOCIETY

- 8.1. The Society does not pay any dividends or distribute its property among its Members;

8.2. If the Society is dissolved, any funds or assets remaining after paying all debts, are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any members receive any assets of the Society.

ARTICLE 9 – MISCELLANEOUS

9.1. Roberts Rules will be used in any circumstances not covered by these Bylaws

Dated at Spruce Grove
In the Province of Alberta, this
_____ day of _____, 2009.

President: _____
Lindsay Kiezek

Vice President _____
Coleen Tocher

Secretary _____
Cathy Nielsen

I, _____
of _____ in the province of Alberta make oath and sat:

1. I was personally present and did see Lindsay Kiezek, Coleen Tocher and Cathy Nielsen who is (are) known to me to be the person(s) named in the within instrument, duly sign the instrument;

Or

I was personally present and did see Lindsay Kiezek, Coleen Tocher and Cathy Nielsen who, on the basis of the identification provided to me, I believe to be the person(s) named in the within instrument, duly sign the instrument;

2. The instrument was signed at Spruce Grove, in the Province of Alberta and I am the subscribing witness thereto:

3. I believe the person(s) whose signature I witnessed is (are) at least eighteen (18) years of age.

Sworn before me at _____
In the Province of Alberta
This _____ day of _____, 2009

(Witness Sign Here)

Commissioner for Oaths/Notary Public

Printed name of Commissioner