

EDMONTON ROWING CLUB

BYLAWS

Article 1 GENERAL

1.1. The name of the organization shall be the Edmonton Rowing Club ("Club").

1.2. These bylaws shall be read in conjunction with the *Societies Act*, RSA 2000 c. S-14 and its Regulation, as amended from time to time. If any provision of these bylaws shall be contrary to or inconsistent with the Act, the provisions of the Act shall govern.

1.3. Definitions:

"Act" means the *Societies Act*, Revised Statutes of Alberta 2000, Chapter S-14, as amended from time to time.

"Board" means the Board of Directors of the Club, comprising four elected Officers and not more than eight elected Directors as well as any Officer or Director appointed to fill a vacancy pursuant to Articles 7.11 or 7.12.

"Executive Committee" and **"Executive"** means a committee made up of the four Officers of the Club, namely the President, Vice-President, Treasurer, and Secretary.

"Membership Fee" means the amount that a person must pay to become a member of the Club for a particular membership year. The Board decides annually the Membership Fee for each category of members.

"Program" means an activity, event, or series of events offered by the Club for team or individual enrolment or participation, and includes a fee, service provided, or category of enrolment. A person who participates in a Program is not a member of the Club, unless that person has otherwise acquired a membership in the Club.

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“Program Fee” means the fee set by the Board for any Program.

“Special Resolution” has the meaning assigned by subsection 1(d) of the Act.

“Term of Office” for an Officer of the Club means a two-year period commencing on the day following the date of the annual general meeting at which the Officer was elected. For Directors, the term shall be the one-year period commencing on the day following the date of the annual general meeting at which the Director was elected. If an annual general meeting is not held on or before the relevant anniversary date of the meeting at which the person was elected, then the term of the incumbent Director or Officer shall extend to the date on which the annual general meeting actually takes place.

1.4. In these bylaws, the pronouns “they” and “their” are used as the standard third person singular pronouns.

1.5. Any time notice is required under these bylaws it shall be given by email or by some other means that the Board deems reasonable under the circumstances.

1.6. The Club will be a member of and abide by the requirements of the Alberta Rowing Association and Rowing Canada Aviron. Pursuant to those requirements, every member of the Club, and every person who participates in a rowing activity with the Club, must be registered with the Alberta Rowing Association and Rowing Canada Aviron.

1.7. All previous bylaws of the Club are hereby repealed and replaced by these bylaws, but without prejudice to, or affecting the validity of, any matter or thing done, performed, or authorized, or any rights acquired, prior to the repeal of those bylaws.

Article 2 MEMBERSHIP AND PROGRAMS

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2.1. The membership year shall be April 1 to March 31, or such other period as may be specified by Rowing Canada Aviron as its membership year from time to time.

2.2. The club may admit the following categories of members:

2.2.1. Individual members - A person may be enrolled as an individual member of the Club upon payment of the Membership Fee. Individual members are subject to the terms and conditions of membership that the Board may prescribe. Individual members may attend the annual general meeting of the Club and any special general meetings as may be called from time to time, and they may vote at such meetings in prescribed circumstances. Individual members may also attend Board meetings but cannot vote at these meetings.

2.2.2. Associate members - A person may be enrolled as an associate member of the Club upon payment of the Membership Fee. Associate members are admitted to membership subject to the terms and conditions of membership that the Board may prescribe. Associate members may attend the annual general meeting of the Club and any special general meetings as may be called from time to time, but do not have the right to vote. Associate members may also attend Board meetings but cannot vote at these meetings.

2.2.3. Life Members - The Club may elect honorary life members at any annual general meeting, upon the written recommendation of the Board. Nomination shall be by motion duly proposed and seconded. There are two classes of life members:

(a) Legacy members

A legacy member is a life member elected at an annual general meeting held on or before November 30, 2010. A legacy member shall not be required to pay the Membership Fee but shall be entitled to the same rights and privileges as an individual member.

(b) Honorary members

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An honorary member is a life member elected at an annual general meeting held subsequent to November 30, 2010. An honorary member who is not actively using club services and facilities shall not be required to pay the Membership Fee but shall be otherwise entitled to all the rights and privileges of an individual member. An honorary member who is actively using club services and facilities shall pay the Membership Fee and shall be entitled to the same rights and privileges as an individual member.

2.2.4. Whether a life member is actively using club services and facilities shall be determined by the Board pursuant to such policy as the Board may prescribe from time to time.

2.3. Every club member in good standing is eligible to become an officer or director of the Club, subject to the requirements of Article 7 of these bylaws. Any associate member elected to office must upgrade to an individual membership upon election.

2.4. Programs offered by the Club shall be established by policy of the Board. Such policy shall outline the services provided under the Program, the schedule for the Program, the Program Fee or method for determining the Program Fee, and the method used to enroll in the Program along with any restrictions on the eligibility of individuals to enroll in the Program.

Article 3 RULES OF MEMBERSHIP

3.1. All members are subject to such rules, restrictions and regulations as the Board may make from time to time.

3.2. Non-members may use Club facilities as guests of the Club subject to such policy as the Board may make from time to time. A club member introducing a guest shall be responsible for any liabilities incurred by or on behalf of the guest.

Article 4 WITHDRAWAL, TERMINATION OR SUSPENSION OF MEMBERSHIP

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4.1. Any member who desires to withdraw from membership in the Club may do so by notifying the Board in writing. The member shall cease to be a member at the later of the date when the Board receives the member's notice of withdrawal or the date when the member has settled all outstanding debts, liabilities, or fines owed the Club and has returned all Club property. The Club shall notify the individual of the date when their membership ceased.

4.2. The Club retains the right to terminate the membership of any of its members for just cause or for activities prejudicial to the good name or purposes and objects of the Club.

4.3. Members may only be expelled by resolution of an annual general or special general meeting. The Club President or the Club Secretary must give written notice to any member being considered for expulsion. This notice must be delivered to the affected member at least one week before the relevant general meeting. The notice must inform the member of the allegations made against the member, and of the intended resolution for their expulsion. The member shall be entitled to address the membership in attendance at the relevant general meeting before the matter is decided. A member expelled under this bylaw shall forfeit all right in any claim upon the Club and its property.

4.4. A member who has been expelled under this bylaw may apply once per year for readmission to the Club on or after the first day of each membership year following the date of expulsion. Such readmission request must be made in writing and delivered to the President of the Club or the Secretary of the Club at least one month prior to the requested readmission date. The Board shall consider the request at the next Board meeting and may approve or deny the request. The Secretary shall give the expelled member written notice of the Board's decision on the readmission request.

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4.5. The Board may suspend any or all membership privileges of a member of the Club for reasonable cause. Without restricting the generality of the foregoing, privileges liable to suspension may include use of or access to any or all Club facilities and equipment, and the right to compete as a member of the Club. The Club President or the Club Secretary must give written notice to any member being considered for suspension. This notice must be delivered to the affected member at least one week before the Board meeting at which the proposed suspension will be considered. This notice must inform the member of the particulars of the conduct on which the complaint is based. The member shall be entitled to address the Board before the matter is decided.

4.6. A member of the Club who has been suspended pursuant to Article 4.5 may apply to the Board to have their membership privileges reinstated. Such reinstatement request must be made in writing and delivered to the President of the Club or the Secretary of the Club at least one week prior to the requested reinstatement date. The Board shall consider the request at the next board meeting, and may continue, modify, or lift the suspension at its sole discretion. The Secretary shall give the member written notice of the Board's decision on the reinstatement request.

Article 5 MEETINGS OF MEMBERS

5.1. The Club shall hold an annual general meeting in November each year, at a place determined by the Board. Fifteen members shall form a quorum for the transaction of business. The business of such meeting shall be the election of the Officers and of the Directors, the presentation of the financial statements of the Club, the appointment of the Club auditor, and such other business for which notice has been given in accordance with Article 5.2.

5.2. The Secretary shall, at least twenty-one days before any annual general meeting, send to every member a notice of such meeting, stating the time when and place where it shall be held, and a summary of the business which will be brought before it.

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5.3. At the annual general meeting the President, or during their absence, the Vice-President, shall preside as Chairperson. In the absence of both the President and the Vice-President, those voting members present shall elect a Chairperson for the meeting from amongst themselves.

5.4. The Board may appoint an alternate to the President and/or Vice-President to chair part or all of a general meeting when there is a need to avoid the potential for an actual or perceived conflict of interest.

5.5. The Board may at any time, and shall, upon the written request of any seven members stating the business for which it is required, convene a special general meeting for any specific purpose. The Secretary, shall, at least seven days before a special general meeting, give notice to every member in good standing a notice of such meeting, stating the proposed date, time, location, purpose and agenda of the meeting. A quorum at a special meeting shall be twenty members, in good standing, present in person.

5.6. All special general meetings shall be convened no later than fifteen days after the written request for such a meeting has been received by the Board.

5.7. At any special general meeting the President, or during their absence, the Vice-President, shall preside as Chairperson. In the absence of both the President and the Vice-President, those voting members present shall elect a Chairperson for the meeting from amongst themselves.

5.8. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any of the members eligible to receive notice does not invalidate the proposed meeting or any business transactions or resolutions passed at the said meeting.

5.9. Voting at meetings of members

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5.9.1. Every question at an annual general meeting or special general meeting (unless otherwise provided by these bylaws) shall be decided by a simple majority of votes.

5.9.2. A motion to pass a special resolution will succeed only if it is supported by a vote of at least 75% of the votes cast at the general meeting.

5.9.3. Except as otherwise provided in these bylaws, the President, or in their absence, the Chairperson, does not have a casting vote. In the event of a tie, the motion is defeated.

Article 6 BOARD OF DIRECTORS

6.1. The Board shall, subject to these bylaws and to directions given to it by a majority vote at any annual or special general meeting properly called and constituted, have full control and management of the affairs of the Club.

6.2. The Officers shall be responsible to the Board.

6.3. The Officers shall be responsible for the immediate management of the affairs of the Club, with underlying responsibility to the policies set by the Board. The Officers are authorized to enter into such contracts that the Club may lawfully enter into and as are necessary to carry out its responsibilities.

6.4. The Directors shall be responsible for the immediate management of any designated areas of responsibility with underlying responsibility to the policies set by the Board.

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6.5. The Board may appoint standing or ad hoc committees to advise the Board or to support a Board member in carrying out responsibilities assigned or delegated to that Board member. Unless otherwise directed by the Board, a committee shall be responsible to seek and review information, form an opinion, and make a recommendation to the Board.

6.6. The Board shall be responsible to:

- Fill vacancies other than in the office of the President occurring between annual general meetings, as provided by Article 7.12 of these bylaws;
- Provide copies of the minutes of all of its meetings, within thirty days of such meetings, to each member of the Board; and
- Continue to act until the next annual general meeting or until its successor Board has been duly constituted. Where circumstances require it, the Board or any member of the Board may continue in their capacity as a Board or Board member until such time as their duly anointed successor is able to commence their duties.

6.7. No Officer or Director will be paid or remunerated for their service as an Officer or Director.

Article 7 ELECTION AND APPOINTMENT OF OFFICERS & DIRECTORS

7.1. Elections shall take place at each annual general meeting of the Club.

7.2. The Board shall be elected at an annual general meeting by a majority ballot of the eligible voters in attendance. Any individual, associate, or life member shall be eligible to be nominated for election to the Board, subject to the stipulations of Article 7.3 of these bylaws. All Officers and Directors are deemed to have resigned at the end of their term of office. However, they shall be eligible for re-election.

7.3. The requirements for nomination to serve on the Board shall be as follows:

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- President, Vice-President, Treasurer, Secretary: To be a member in good standing of the Club, to have held active registration status with Rowing Canada Aviron for at least the six months prior to the Club's annual general meeting, and to have served at least one term as a Director or Officer on the Board.
- Director: To be a member in good standing of the club, and to have held active registration status with Rowing Canada Aviron for at least the six months prior to the Club's annual general meeting.

In cases where there is no candidate who meets the requirements for Board experience and Rowing Canada Aviron registration status, the Board may waive those requirements as necessary to permit the nomination of a candidate.

7.4. Elections for President and Secretary shall take place at the regularly scheduled annual general meeting in each even-numbered year; elections for Vice-President and Treasurer shall take place at the regularly scheduled annual general meeting in each odd-numbered year.

7.5. Elections for Directors shall take place at each annual general meeting.

7.6. Elections shall be by secret ballot.

7.7. Voting by proxy shall not be permitted.

7.8. Ballots will be counted by the outgoing President, and/or outgoing Vice-President or by a committee consisting of a representative of each candidate for the particular position being elected. The Chairperson shall appoint the person or committee charged with counting the ballots.

7.9. In the case of a tie vote for any position, the Chairperson shall cast the deciding vote.

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7.10. Election by Acclamation: At the close of nominations, if there is only one nominee for an Officer position, the Chairperson shall declare the nominee to be elected to that position. If the number of persons nominated for Director positions is not greater than the number of persons to be elected, the Chairperson shall declare those persons elected.

7.11. Officers and Directors of the Club shall remain so until the expiration of their Term of Office, unless:

- they die in the interim; or,
- they submit to the President a written notice of resignation from their position; or,
- they are dismissed by the President, with the consent of a simple majority of the Board (at a Board Meeting), for:
 - Failing to perform duties (including truancy that significantly diminishes their effectiveness on the Board or that of the Board as a whole); or,
 - Failing to abide by the bylaws of the Club, or no longer supporting the Purposes and Objectives of Club; or;
 - Engaging in conduct that is illegal, immoral or otherwise detrimental to the maintenance of standards and/or to the operation and reputation of the Club and its continued membership in the Alberta Rowing Association and Rowing Canada Aviron.

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7.12. For positions excluding the President's Position - If at any time between annual general meetings of the Club a vacancy arises on the Board, or if the total number of Officers and Directors falls below twelve, the Board may fill the vacant positions by appointment. The Board may appoint any eligible member in good standing to fill a vacant Officer or Director position. The Board may appoint any eligible member in good standing to fill a vacant Director position. The term of a person appointed to the Board under this provision shall expire on the date that the term of the preceding incumbent would have expired had they continued in office until the end of their term.

7.13. For the President Position - If a vacancy occurs in the Office of the President then an acting President shall be appointed by the Club at a special general meeting called for that purpose. The term of the acting President appointed by the Club under this provision shall expire on the date that the term of the preceding incumbent would have expired had they continued in office until the end of their term.

Article 8 MEETINGS OF THE BOARD

8.1. The Board shall meet at least four times per year at such date, time and place as the President may direct.

8.2. Meetings of the Board may be convened by any Officer or any two Directors. Five Board members shall constitute a quorum at Board meetings. The President, or during their absence, the Vice-President shall preside as Chairperson. In the absence of both the President and the Vice-President, those present shall elect a Chairperson for the meeting from amongst themselves.

8.3. Every question or motion before the Board shall be decided by a simple majority of votes. No proxy votes are permitted. The President, or in their absence, the Chairperson, does not have a vote. In the event of a tie vote, the Chairperson shall case the deciding ballot.

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Article 9 DUTIES OF OFFICERS

9.1. The President shall be an ex-officio member of all standing and ad hoc committees appointed by the Board.

9.2. The President and one other Officer shall sign all deeds, transfers, licenses, contracts, engagements, and resolutions on behalf of the Club.

9.3. The Vice-President shall assume the duties of the President in the absence of the latter.

9.4. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Club and proper books of account and shall deposit all monies or other valuable effects in the name and credit of the Club at such financial institution or institutions as may from time to time be designated by the Executive pursuant to Article 11.3 of these bylaws. The Treasurer shall disburse the funds under the direction of the Board and shall render to the Board, whenever required to do so, an account of all of their transactions as Treasurer, and of the financial position of the Club.

9.5. The Secretary shall

- attend meetings of the Board and general meetings of the Club members and record all minutes of all proceedings in the books or electronic records kept for that purpose;
- give notices required to be given to members and to the Board;
- keep custody of the seal of the Club and of all books, papers, records, correspondence, contracts, and other documents belonging to the Club;
- be the custodian of any electronic document maintenance system adopted by the Club;
- file with the Registrar any and all returns and notifications required by the Act.

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9.6. The Executive shall schedule all regular Board meetings and shall prepare and circulate an agenda prior to each meeting. The Executive may also decide business of an urgent or pressing nature arising between regularly scheduled Board meetings, provided that any such decision shall be presented to the Board at its next regularly scheduled meeting for ratification or amendment.

9.7. The Executive shall be responsible for all human resources management pertaining to the staff of the Club, both paid and volunteer. The Executive shall report to the Board with respect to human resources matters, provided that it shall not be obliged to report any personal or confidential matter pertaining to an individual employee or volunteer. Human resources management decisions shall be determined by a majority vote of the Executive members. For purposes of this article, each member of the Executive, including the President, shall have one vote. In the event of a tie, the question or proposal is defeated.

Article 10 INDEMNIFICATION AND LIABILITY OF DIRECTORS

10.1. Every Director or Officer of the Club shall be indemnified out of the assets of the Club against all losses or liabilities incurred by that Director or Officer in the execution of that Director's or Officer's duties or in relation to them, including any liability incurred by that Director or Officer in defending any proceedings (whether civil or criminal) in which judgment is given in favour of that Director or Officer, or if that Director or Officer is acquitted, or in connection with any relief granted to that Director or Officer by a Court with jurisdiction in such matter, and no Director or Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Club in the execution of that Director's or Officer's duties or in relation to them. The indemnity shall not extend to or be given in respect of any liabilities or losses incurred by a Director or Officer in the unsuccessful defence of criminal proceedings or to fines imposed by criminal proceedings or regulatory bodies.

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10.2. The Club may at its absolute discretion, and on such terms as the Board shall determine, pay some or all of a Director's or Officer's defence costs as they are incurred in any civil or criminal proceedings, even if such action is brought by the Club itself (provided such costs have been reasonably incurred with the agreement of the Board). In cases where the Club has paid a Director's or Officer's unsuccessful defence costs as they have been incurred, these shall be immediately repaid to the Club on written demand by the Club to that Director or Officer.

10.3. The Board may purchase and maintain Director's and Officer's liability insurance at the expense of the Club for the benefit of any person who is or was at any time a Director or Officer against any liability which may attach to that Director or Officer, or any loss or expenditure which that Director or Officer may incur, in relation to anything done or alleged to have been done or omitted to be done by that person as a Director or Officer of the Club.

10.4. No Officer or Director, in their individual capacity shall be liable for any debt or liability of the Club, unless such debt or liability happened through their own dishonesty or willful neglect.

Article 11 FINANCE

11.1. The financial year of the Club shall be from November 1 to October 31.

11.2. The Board will only have authority to borrow money should such action be passed by way of a special resolution at either an annual general meeting or a special general meeting. The special resolution shall indicate the purpose for borrowing the money, the amount to be borrowed, the form and manner in which the money will be borrowed, and the form and manner of any security offered by the Club. Upon the resolution being passed, the Board shall then enter into whatever agreements and arrangements are necessary to achieve the resolution.

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11.3. All funds of the Club must be kept on deposit or in an investment in a chartered bank, credit union, or ATB Financial.

11.4. Funds of the Club may only be used in pursuit of the legitimate objects of the Club.

11.5. The Officers are the signing authorities of the Club. Any two Officers may recommend that the Board approve any member in good standing as an additional signing authority. All payments from the Club accounts must be authorized by, and all cheques must be signed by, two of the signing authorities, including at least one Officer. Cheques drawn on the Club's designated gaming accounts must be signed by two Officers.

Article 12 AUDITING

12.1. The books, accounts, records, and annual financial statements of the Club shall be audited, in accordance with the Act. The Treasurer shall submit a complete and proper audited statement of the standing of the books of the previous year to the annual general meeting of the Club.

12.2. The auditors of the Club shall be appointed at every annual general meeting to serve for a term to be determined by the Club.

Article 13 SEAL

13.1. The Secretary shall keep custody of the seal of the club. The seal may be applied to any documents requiring such seal, upon the President and one other Officer signing such documents.

Article 14 AMENDMENTS TO THE BYLAWS

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14.1. Notice of any proposed amendment to the Club bylaws must be circulated to all members at least one month prior to any meeting at which the amendment is to be considered.

14.2. Any amendment to the bylaws must be in the form of a special resolution.

14.3. A special resolution may be proposed by the President, by the Board, or on the Board's receipt of a written request signed by twenty members in good standing of the Club. Such written request must be delivered to the President or the Secretary in reasonable time to permit circulation in accordance with the requirements of Article 14.1.

14.4. Following the adoption of such a resolution, the Club must notify the Registrar of the amendment within thirty days.

14.5. No revision or alteration or addition to a bylaw has effect until it is registered by the Registrar.

Article 15 BOOKS AND RECORDS

15.1. The Secretary shall keep a register of members, minutes of the proceedings of the Board and of all general meetings. The Treasurer shall keep records of Club regattas and other records of the Club and shall keep such books of account as the Board may from time to time direct.

15.2. The books and records of the Club may be inspected by any member of the Club at any time upon giving reasonable notice and arranging a time and place satisfactory to the Officer or Officers having charge of those books and records.

Article 16 DISSOLUTION

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16.1. A special resolution to surrender the certificate of incorporation of the Club can be presented at any annual general or special general meeting, provided the resolution has been circulated to all members at least one month prior to the meeting.

16.2. Upon such a special resolution passing, the Board shall dispose of all the property of the Club, discharge all its debts and liabilities, and distribute the net proceeds to a registered non-profit organization with sporting objects that is located within the general municipal area of the City of Edmonton. Thereafter, the Board shall surrender the certificate of incorporation to the Registrar.