

**AMENDED BYLAWS**  
**OF**  
**THE RED DEER TENNIS CLUB**

**ARTICLE 1 PREAMBLE AND INTERPRETATION**

1.1 Purpose

These bylaws (the "**Bylaws**") relate to the general conduct of the Red Deer Tennis Club (the "**Club**"), a foundation incorporated under the *Alberta Societies Act*, RSA 2000 c S-14 (the "**Act**").

1.2 Definitions

In these Bylaws, unless the context or subject matter requires a different meaning:

- (a) "**Act**" means the *Societies Act*, RSA 2000, c. S-14, as amended;
- (b) "**Adult Member**" means a Member that is at least eighteen (18) years of age and is in Good Standing;
- (c) "**Annual General Meeting**" (**AGM**) means the Annual General Meeting described in Section 5.1;
- (d) "**Board**" means the board of directors of the Club;
- (e) "**Bylaws**" means these bylaws and any amendments thereto;
- (f) "**Club**" means the Red Deer Tennis Club;
- (g) "**Club Manager**" an individual appointed by the Board to direct the operations of the Club;
- (h) "**Club Services**" mean those services provided by the Club to Members, Guests and facility users;
- (i) "**Coach(s)**" means one of or all of the individuals providing tennis coaching services at the Club;
- (j) "**Code of Conduct**" means the Code of Conduct of the Club that may be enacted or amended from time to time as detailed in the Club's policies;
- (k) "**Director**" means any Adult Member elected or appointed to the Board of the Club pursuant to the provisions of these Bylaws;
- (l) "**Director of Tennis**" an individual appointed by the Board to direct the operations of tennis coaching at the Club;

- (m) **“Electronic Transmission”** means communication via e-mail or other secure electronic means;
- (n) **“Employee(s)”** means any one of or all of the employees of the Club as described in Section 6.6.
- (o) **“Fees”** means all fees, levies, penalties, payments, or amounts of any kind that a Member is required to pay to the Club in accordance with the Code of Conduct, the policies, procedures or as directed by the Board in connection with the Member’s membership or attendance at the Club. Fees may be changed at any time by a majority vote of the Board;
- (p) **“Good Standing”** shall have the meaning outlined in Section 4.6;
- (q) **“Guest(s)”** shall mean and include any individual who a Member or Employee grants access to the Premises;
- (r) **“Junior Member”** means a Member that is under the age of eighteen (18) years old at the time of membership purchase and is in Good Standing;
- (s) **“Members Meeting”** means the Annual General Meeting or a Special Meeting;
- (t) **“Meeting of the Board”** means a meeting of the Board of the Club as described in section 7.12;
- (u) **“Member or Members”** mean those persons who have purchased and hold an active membership in the Club, being a Junior Member or an Adult Member and is in Good Standing;
- (v) **“Month”** means calendar month;
- (w) **“Officer”** means any officer listed in Article 7;
- (x) **“Ordinary Resolution”** means a resolution passed by a simple majority, fifty-one (51%) percent, of eligible votes cast if voting is conducted at a Members Meeting, a Meeting of the Board or, if consented to by way of written resolution, circulated by Electronic Transmission, by seventy-five (75%) percent or more of eligible voters;
- (y) **“Parent or Guardian”** means a biological parent, step-parent or any legal guardian of a Junior Member;
- (z) **“Premises”** means the outdoor tennis courts, indoor tennis courts, clubhouse and other buildings, structures and land leased to the Club by the City of Red Deer located at 4501 47A Avenue, Red Deer, Alberta and such other location(s) that may be leased or owned by the Club from time to time;
- (aa) **“President”** means the President of the Board;

- (bb) **“Registered Office”** means the office of the Club, as may change from time to time;
- (cc) **“Special Meeting”** means a special general meeting described in Section 5.2;
- (dd) **“Special Majority”** means at least two thirds (2/3) of the Directors eligible to vote on any decision of the Board;
- (ee) **“Special Resolution”** means a special resolution as that term is defined and understood under the Act;
- (ff) **“Voting Member(s)”** means any Adult Member who has been a Member for at least five (5) consecutive months prior to any vote.

1.3 Definitions contained in Article 1 are not exhaustive of the defined terms or expressions used in these Bylaws and other terms and expressions may be defined throughout. Words importing the singular number include the plural and vice versa. Words importing gender include masculine, feminine and non-gender specific parties. Derivation of terms or expressions defined herein shall have a corresponding meaning to the defined term or expression. The headings and section references appearing in these Bylaws are inserted only as a matter of convenience and in no way define, limit, or describe the scope or intent of these Bylaws or any part thereof.

#### 1.4 Interpretation

In the interpretation of these Bylaws, words in the singular include the plural and vice-versa, words in one gender include all genders and gender identities or lack thereof, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

### **ARTICLE 2 LOCATION OF SOCIETY'S HEAD OFFICE**

2.1 The Club shall have its head office and registered office at such locations as the Board may determine from time to time (the **“Head Office”**).

### **ARTICLE 3 OBJECTS OF THE SOCIETY**

3.1 The objects of the Club are as filed in the office of the Registrar of Corporations for Alberta (the **“Objects”**).

### **ARTICLE 4 MEMBERS**

4.1 Membership to the Club shall be granted to the following individuals:

- (a) any individual who pays the Fees and whose membership has not previously been withdrawn or who, in the opinion of the Board, shall be

disallowed from membership due to past conduct or detrimental character;  
and

- (b) any individual who, at the discretion of the Board, is a "Lifetime Member". A Lifetime Member must have been an active member of the Club for at least 10 years, have made significant contributions to the Club (criteria and thresholds to be decided at the sole discretion of the Board) and must be over 75 years old.

4.2 A Member is entitled to the following rights and privileges:

- (a) receipt of notice of any Members Meetings of the membership including the Annual General Meeting;
- (b) attendance at any Members Meeting of the Club, including the Annual General Meeting;
- (c) speaking at any Members Meeting of the Club, including the Annual General Meeting; and
- (d) exercise of any other rights and privileges granted to Members in these Bylaws.

4.3 Each Voting Member is entitled to one (1) vote towards any Ordinary Resolution or Special Resolution at any Meeting.

4.4 Membership in the Club lapses upon any of the following:

- (a) resignation from the Club by a Member. A Member may resign by delivering written notice to the Board and the resignation shall be effective on the date that the notice of resignation is received by the Board;
- (b) Special Resolution of the Board terminating a Member's membership, which shall be effective on the date of the Special Resolution;
- (c) a Member failing to remain in Good Standing, which shall be effective on the date the Board provides written notice to the Member of their failure to remain in Good Standing and an explanation of the conduct or circumstances that led to the Member failing to remain in Good Standing;  
or
- (d) A Member not renewing their membership or their membership expiring.

4.5 No Member shall be subject to a vote of expulsion under Section 4.4(b) without fourteen (14) days' notice in writing of the proposed expulsion and the reason such a vote is being proposed. Any Member facing expulsion under Section 4.4(b) may provide written representations as to why they should not be expelled. Such

representations must be provided to the Board within ten (10) days of notice being provided to the Member.

- 4.6 A Member of the Club will be in Good Standing provided that the Member:
- (a) has not ceased to be a Member by resignation, revocation, membership expiration or otherwise in accordance with the Act and these Bylaws;
  - (b) has not been suspended or terminated from membership, or had other membership restrictions imposed;
  - (c) in the case of a Junior Member, has ensured all of the Junior Member's Parents or Guardians who will be attending at the Club have signed (on paper or electronically) the Code of Conduct;
  - (d) in the case of an Adult Member, they have signed (on paper or electronically) and agreed to adhere to the Code of Conduct;
  - (e) has not been subject to disciplinary investigation or actions by the Board, or if subject to a disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - (f) has complied, as decided by the Board in its sole discretion, with the Bylaws, policies, procedures, rules, and regulations of the Club, specifically including up to date payment of all Fees and the Code of Conduct and has ensured that any of the Member's Guests have done the same, as applicable.
- 4.7 Should a Member cease to be a Member, they remain liable for any debts owing to the Club at the date of ceasing to be a Member, including but not limited to any outstanding Fees. Such debts shall be calculated in accordance with general accounting procedures.
- 4.8 No Member is, in their individual capacity, liable for any debt or liability of the Club.
- 4.9 A Member shall abide by these Bylaws and any policies, procedures, rules and regulations passed by the Board from time to time, including but not limited to the Code of Conduct.
- 4.10 Only Adult Members are entitled to run or be nominated for the Board. Junior members cannot serve on the Board.
- 4.11 The membership of a person in the Club is not transferable.

## **ARTICLE 5 MEETINGS OF THE CLUB**

### **5.1 The Annual General Meeting**

- (a) The Club will hold its Annual General Meeting no later than November 29 of each calendar year.

- (b) The Board will set the place, date and time of each Annual General Meeting.
- (c) The Secretary will distribute a notice to each Voting Member at least twenty-one (21) days before the Annual General Meeting (the “**AGM Meeting Notice**”). The AGM Meeting Notice shall be distributed to Voting Members via regular mail or Electronic Transmission. The AGM Meeting Notice shall state the place, date and time of the Annual General Meeting, any business requiring a Special Resolution, and the nature of the business to be conducted at the meeting. The accidental omission to give notice to any Voting Member or the non-receipt of such notice by a Voting Member shall not invalidate the proceedings of any Annual General Meeting.
- (d) The Annual General Meeting will deal with the following matters:
  - (i) adopting the agenda;
  - (ii) receiving reports from the Officers, Committees and accountants;
  - (iii) appointment of accountants, as required;
  - (iv) adopting the minutes of the last Annual General Meeting;
  - (v) receiving the President’s report;
  - (vi) reviewing the financial statements setting out the Club’s income, disbursements, assets, liabilities and the treasurer’s report;
  - (vii) new business items for the AGM. New business items must be submitted to the President or Secretary a minimum of fourteen (14) days prior to the AGM;
  - (viii) electing the members of the Board; and
  - (ix) considering matters specified in the AGM Meeting Notice.
- (e) Twenty (20%) percent of the Voting Members shall constitute a quorum for an Annual General Meeting. The Voting Members must be present personally. Attendance by telephone or video conferencing is not permitted.
- (f) Any Member may waive the necessity or formality of being given prior notice of an Annual General Meeting in any manner the Member thinks fit, and such waiver may be granted both before or after the holding of the meeting.

## 5.2 Special General Meetings of the Club

- (a) A Special General Meeting may be called at any time:
  - (i) by a written resolution of the Board of Directors;

- (ii) by the President or Secretary upon the written request of at least fifty (50%) percent of the Directors to the President. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- (iii) by the President or Secretary upon the written request of at least one-third (1/3) of the Voting Members to the President. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

If the written request by the Voting Members for a Special General Meeting is not acted upon and a meeting is not held within thirty (30) days, the Board shall be in breach of this request and the Club Manager may be tasked by the Members with holding a Special General Meeting.

- (b) The Secretary will distribute a notice to each Member at least ten (10) days before a Special General Meeting (the “**SGM Meeting Notice**”). The SGM Meeting Notice shall be distributed to Members via regular mail or Electronic Transmission. The SGM Meeting Notice shall state the place, date and time of the Special General Meeting and the purpose of the Special General Meeting. The accidental omission to give notice to any Voting Member or the non-receipt of such notice by a Member shall not invalidate the proceedings of any Special General Meeting.
- (c) Only the matter(s) set out in the SGM Meeting Notice shall be considered at the Special General Meeting.
- (d) Twenty (20%) percent of the Voting Members shall constitute a quorum for a Special General Meeting. The Voting Members must be present personally. Attendance by telephone or video conferencing is not permitted.
- (e) Any Member may waive the necessity or formality of being given prior notice of a Special General Meeting in any manner the Member thinks fit, and such waiver may be granted both before and after the holding of the meeting.

### 5.3 Proceedings at Members Meetings

- (a) Members Meetings of the Club are open to the public. A majority of Voting Members present at a General Meeting may agree to remove any member of the public from a General Meeting.
- (b) The President will cancel a General Meeting if a quorum is not present within thirty (30) minutes after the start time stipulated in the AGM Meeting Notice or SGM Meeting Notice.

- (c) The President will chair every Members Meeting of the Club. The Vice-President shall chair in absence of the President. If neither the President nor Vice-President are present within thirty (30) minutes after the time set for the Meeting, the Voting Members present at the Meeting shall choose one (1) of the Directors present to chair.
- (d) All matters shall be passed by an Ordinary Resolution unless required by the Act or these Bylaws to be passed by Special Resolution.
- (e) These Bylaws may only be altered or rescinded by passage of a Special Resolution of the Voting Members.
- (f) A Members Meeting may be adjourned from time to time and from place to place, but no business shall be transacted during the 'adjourned meeting' other than the business left unfinished at the meeting from which the adjournment took place.
- (g) It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for ten (10) days or more, in which case notice of the adjourned meeting shall be given as in the case of the original meeting.
- (h) Each Voting Member has a vote as described in Article 4.3. A show of hands or a voice vote decides every vote at every Meeting. A ballot or secret ballot is used if at least thirty (30%) percent of the Voting Members request it.
- (i) The President or the Director Chairing the Meeting does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- (j) An elected Director may be removed from the Board before the expiration of their Term by Ordinary Resolution of the Members at a Special General Meeting of the Members provided the Director has been given reasonable written notice (at least fourteen (14) days in advance of such a meeting) of, and the opportunity to be present and to be heard at, such a meeting. The Members may elect a new Director for the remainder of the term as described in 7.2.
- (k) Voting by proxy shall not be permitted.

## ARTICLE 6 POWER OF THE BOARD

- 6.1 The affairs of the Club shall be directed by the Board and the Board may perform on behalf of the Club all acts with the powers of the Club, subject to these Bylaws.
- 6.2 All decisions of the Board shall be made by way of a majority vote (at least 51% of the Directors in attendance either in person, via two way video conference or via teleconference) unless otherwise stated in these Bylaws.
- 6.3 The Board may, subject to these Bylaws, delegate authority of any of its powers to committees as it may establish from time to time and may delegate usual authority to Officers, Employees and volunteers of the Club as it in its discretion deems appropriate.
- 6.4 The Board may establish an executive committee (President, Vice-President, Secretary and Treasurer) of the Board. The executive committee shall have such authority as may be delegated to it from time to time by the Board. In the event of an emergency or circumstances that make it impractical or impossible to call a meeting of the Board (as per Emergency Board Meeting Policy), the executive committee shall have the same powers and authority as does the Board. If such powers are exercised, the executive committee shall make a full report to the next meeting of the Board on the actions taken by the executive committee.
- 6.5 Unless otherwise provided, a committee created and appointed by the Board shall conduct its business in the same manner as the Board.
- 6.6 Other powers of the Board include, but are not limited to:
  - (a) hiring and overseeing a Club Manager to operate the Club and delegating its powers and duties as necessary;
  - (b) hiring and overseeing a Director of Tennis to direct the operations of tennis coaching and delegating its powers and duties as necessary;
  - (c) hiring and terminating the employment of employees who operate the Club and provide/facilitate Club Services (the "**Employees**");
  - (d) engagement of independent contractors and volunteers of the Board;
  - (e) setting the duties, salary and evaluating the performance of the Club Manager, Director of Tennis, Coaches and Employees;
  - (f) investing any extra monies of the Club;
  - (g) maintaining custody and govern use of the Club's seal;
  - (h) financing the operations of the Club by borrowing or raising monies;
  - (i) setting fees and rates for the Club;

- (j) a single expense and borrowing in an amount greater than \$30,000.00 must be approved by the membership in a Members Meeting by Special Resolution; and
- (k) appointing legal counsel as necessary.

## **ARTICLE 7 THE BOARD, CLUB MANAGER AND DIRECTOR OF TENNIS**

### **7.1 Governance and Management of the Club**

The Board governs and manages the affairs of the Club. The Board may hire a paid Club Manager and Director of Tennis to lead and manage functions under the discretion and supervision of the Board.

The hiring, engagement, termination or disciplinary actions pertaining to any Employees, independent contractors or volunteers of the Club shall be administrated by the Board and all decisions pertaining to same shall be decided by a Special Majority of the Board. For further clarity, this includes but is not limited to the terms of the employment agreements of all Employees and independent contractors of the Club.

### **7.2 Election of Directors**

At the Annual General Meeting, or at such other time as may be required from time to time, Voting Members of the Club shall elect persons to the Board. Only Voting Members in Good Standing can run or be nominated to the Board. A Voting Member being nominated to the Board needs to accept the nomination in person or by written or electronic communication provided to the President prior to a vote. Directors shall be elected by the Voting Members of the Club from the names submitted to the President. Names can be submitted to the President by any Member in Good Standing at the AGM or prior to the AGM. The selection of names to be presented at the Annual General Meeting may also be chosen by a committee formed by the Board from time to time. The election of Directors will be by secret ballot vote. If the number of nominees is below the maximum number for the Board, all nominees will be acclaimed so long as the Composition of the Board is met as per section 7.3 (b). If the minimum number of nominees for the Board is not met the outgoing Board will remain in office until a new Board can be elected.

### **7.3 Composition of Board**

Unless otherwise determined by the Members by Special Resolution, the Board will comprise of a minimum of five (5) and a maximum of eleven (11) Directors.

The composition of the Board must meet the following criteria:

- (a) all Directors must be Voting Members in Good Standing;

- (b) a maximum of one third (1/3) rounded up to the nearest whole number of the Directors may be Parents or Guardians of Junior Members at the same time; and
- (c) a maximum of two (2) Parents or Guardians of Junior Member(s) may be an Officer at the same time.

#### 7.4 Term

The Directors shall serve a term that ends at the close of the next Annual General Meeting following the Annual General Meeting at which the Director was elected or appointed (the “**Term**”). No Director shall serve more than three (3) consecutive Terms.

#### 7.5 Powers of the President

Notwithstanding anything contained in these Bylaws, the President shall be a Director and shall be entitled to vote, and the Members and Directors shall take all steps necessary to confirm the appointment of a President from time to time.

#### 7.6 Election of President, Vice-President, Secretary and Treasurer

At the first meeting of the Board held after the Annual General Meeting in each year, the Board shall elect Officers from among the Directors, meaning a President, a Vice-President, a Secretary, and a Treasurer, which persons shall hold office until the first meeting of the Board held after the next following Annual General Meeting, unless earlier removed by the Board.

Unless so removed by the Board, an Officer shall hold office until the earlier of:

- (a) the Officer’s successor being appointed;
- (b) the Officer’s resignation by way of written notice to the Board;
- (c) such Officer ceasing to be a Director; or
- (d) such Officer’s death.

If the office of any Officer of the Club shall be or become vacant prior to the Annual General Meeting, the Board may appoint a Director to fill such vacancy.

#### 7.7 Duties of the President

The duties of the President shall include:

- (a) overseeing the affairs of the Board;
- (b) ensuring the affairs of the Club are conducted according to the Club’s Objects, policies, procedures and Code of Conduct;

- (c) when present, presiding as the chair at all Members Meetings and all Meetings of the Board;
- (d) the option to act as a spokesperson for the Club, as required;
- (e) shall be ex-officio in all committees of the Club; and
- (f) any other such duties assigned by the Board.

#### 7.8 Duties of the Vice-President

The duties of the Vice-President shall include:

- (a) when present, presiding as the chair at all meetings of the Board or Members Meetings that the President is not present at;
- (b) replacing the President at various functions when requested to do so by the President or the Board; and
- (c) any other such duties assigned by the Board.

#### 7.9 Duties of the Secretary

The duties of the Secretary shall include:

- (a) attending all Members Meetings and meetings of the Board;
- (b) keeping accurate minutes of all meetings of the Board and Members Meetings and dispersing them to the Board prior to the next Meeting of the Board;
- (c) making sure an accurate and up to date record of names and addresses of each active Member of the Club is kept;
- (d) making sure the annual returns, any change in Directors, any amendments to these Bylaws and any other incorporating documents are filed with the Corporate Registry annually;
- (e) making sure notices of any meeting are sent out in accordance with these Bylaws;
- (f) If the Secretary cannot attend a Members Meeting or a Meeting of the Board, they may delegate their duties for 7.9 (a), and (b) to another Director; and
- (g) any other such duties assigned by the Board.

#### 7.10 Duties of the Treasurer

The duties of the Treasurer shall include:

- (a) making sure all monies paid to the Club are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- (b) making sure a detailed account of revenues and expenditures is presented to the Board as requested;
- (c) ensuring that the proper financial accounts of the affairs of the Club are maintained in accordance with generally accepted accounting principles;
- (d) ensuring that contracts made by the Club and other matters of financial business relating to the Club are properly conducted;
- (e) assisting the auditors of the Club with conducting an audit, as required;
- (f) preparing a statement of the financial position of the Club and ensuring the statement is reviewed by a qualified accounting professional who is not a member of the Club and presented to the Annual General Meeting; and
- (g) any other duties assigned by the Board.

#### 7.11 Board Committees

- (a) The Board may establish advisory or ad hoc committees as deemed necessary from time to time.
- (b) The terms of reference for each committee, including its purpose, duties, organization and membership, shall be set out by the Board and may be subsequently amended by the Board.
- (c) Each committee shall be responsible to and report to the Board at such time and in such manner as the terms of reference direct.
- (d) The Chair of a Committee shall be responsible to and report to the Board at such times and in such manner as the terms of reference direct.

#### 7.12 Proceedings at Meetings of the Board

- (a) Meetings of the Board shall be held at least once every two (2) months and as often as the business of the Club requires, as determined by the Board.
- (b) Meetings of the Board shall be governed by Canadian Parliamentary Procedures and Robert's Rules of Order in effect at the time of the meeting.
- (c) Meetings of the Board shall be summoned by a written notice via electronic communication by the President at such time and place as they shall determine. Any two (2) of the Directors by notice in writing to the President may also summon a meeting of the Board. Meetings of the Board shall be held at such times as the Board may by policy determine or in the absence of such policy at the discretion of the President.
- (d) Seven (7) days' notice specifying the place, the day and the hour of a meeting of the Board shall be given to the Directors in the manner herein

prescribed or in such other manner, if any, as may be prescribed by the Board. The accidental omission to give notice to any Director or non-receipt of such notice by a Director shall not invalidate the proceedings of any meeting of the Board.

- (e) A resolution in writing executed by all the Directors shall be as effective as any decision or resolution passed at a meeting of the Board. Such resolution may be signed in counterpart. Signatures of the Directors may be given by facsimile transmission, electronic or scanned copy and shall be treated as if originally signed.
- (f) If a quorum is not present thirty (30) minutes after the time appointed for the holding of the meeting, the meeting may be dissolved by the President.
  - (i) A quorum for a meeting of the Board shall be more than fifty-one (51%) percent of the Directors. The President shall preside as chair at every meeting of the Board. In their absence, the Vice-President shall be chair of a meeting.
  - (ii) The President may adjourn any meeting of the Board from time to time and from place to place, but no business shall be transacted at any adjourned meeting.
- (g) Every matter at a Board meeting shall be decided by a show of hands or voice vote unless a Director requests that a vote be conducted by ballot, in which case a vote shall be conducted by ballot. Each Director shall have one vote including the President. Those Directors who attend a meeting of the Board via two-way video must ensure they are visible to the President and Secretary at the time of any vote such that the President and Secretary may acknowledge and confirm their vote. Those Directors who attend a Meeting of the Board via teleconference must ensure they can be heard by the President and Secretary at the time of any vote such that the President and Secretary may acknowledge and confirm their vote. In the event that a vote is conducted by ballot, the Board shall decide, in advance of any vote, what electronic means shall be used to facilitate the ballot vote of those Directors attending the meeting of the Board by two-way video conference or teleconference.
- (h) The President does not have a second or casting vote in the case of a tie. If there is a tie vote, the motion is defeated.
- (i) All matters shall be passed by a majority vote (at least 51% of the total Directors in attendance of the Board Meeting) of the Board unless otherwise required in accordance with these Bylaws.
- (j) Meetings of the Board shall be held at the location of the Head Office of the Club or such other place as the President may designate within the City of Red Deer or, with the consent of the majority of the Board, outside of the City of Red Deer.

- (k) A Director may participate in a meeting of the Board by teleconference or two-way video conference. Such participation by teleconference or video conference shall be included in determining a quorum.
- (l) Notwithstanding anything to the contrary in these bylaws, Meetings of the Board may, if all the Directors consent, be held by means of a teleconference communication system or a videoconference communication system, or any other similar electronic communication facility that permits all Directors participating in such meeting to hear each other during the meeting.
- (m) Meetings of the Board may be open to Voting Members, Members or the public at the discretion of the Board, but only Directors may vote or speak. The Board may permit Non-Directors to speak if the Board so chooses.

### 7.13 Board Transitions

Following the election of a new Board at an Annual General Meeting:

- (a) The outgoing Board of Directors shall remain in an advisory capacity to the newly elected Board for a period of at least three (3) months. During this period, former Directors shall provide guidance, historical context, and transitional support as needed, but shall hold no voting rights or decision-making authority within the new Board.
- (b) The Officers of the outgoing Board will provide guidance, historical context, and transitional support as needed to the new Officers of the new Board for at least five (5) months. The Officers of the outgoing Board shall hold no voting rights or decision-making authority within the new Board.
- (c) The first Meeting of the Board must be held within fourteen (14) days of the Annual General Meeting for the newly elected Board. For clarity, the President, Vice-President, Secretary and Treasurer from the outgoing Board will remain in their respective roles until the first Meeting of the Board for the new Board.
- (d) The President or the Vice-President from the outgoing Board will assist in chairing the first meeting of the new Board. At the new Board's first Meeting of the Board, the President or the Vice-President of the outgoing Board shall offer to provide an overview of the outgoing Board's previous work, an overview of the Club's Bylaws and Policies and any other information relevant for the new Board.
- (e) The outgoing Board must provide the newly elected Board their files, records, contracts and documents from the outgoing Board's tenure.

## **ARTICLE 8 CEASING TO BE A DIRECTOR**

- 8.1 A Director shall cease to be a Director:
- (a) if they are charged and/or convicted of any criminal offence under any applicable law;
  - (b) if the Directors, by Special Resolution of the Board, determine that a Director should be removed as Director; or
  - (c) if they resign by giving the Board notice in writing. The resignation takes effect on the date the Board accepts the resignation, at the discretion of the Board;
  - (d) if the Director is removed from the Board by Ordinary Resolution of the Members at a Special General Meeting;
  - (e) if the Director fails to attend three (3) consecutive Meetings of the Board without just cause. The determination of without just cause absences shall be decided solely by the Board by a motion passed by a majority of the Directors; and
  - (f) If the Director is deceased.
- 8.2 The Board may, by Special Resolution of the Board, remove a Director, who in the opinion of the Board has been or is being remiss or neglectful of duty or by conduct tending to impair his usefulness and/or discretion as a Director.
- 8.3 No Director shall be subject to a vote of removal under Section 8.1(b) without fourteen (14) days' notice in writing of the proposed expulsion and the reason such a vote is being proposed. Any Director facing removal under Section 8.1(b) may provide written representations as to why they should not be expelled. Such representations must be provided to the Board within seven (7) days of notice being provided to the Director. The decision by the Board to remove a Director in accordance with Section 8.1(b) shall be final and binding. The Director that is subject to removal under the Special Resolution of the Board under Section 8.1(b) shall not be eligible to vote under the Special Resolution.
- 8.4 A Director who fails to complete their full Term because of resignation or removal will be ineligible to hold a position as a Director of the Club for a period of one full year from the date of their resignation or removal. Notwithstanding this Section 8.4, the Board of Directors may waive this prohibition by Ordinary Resolution.

## **ARTICLE 9 INSPECTION OF BOOKS AND ACCOUNTS**

- 9.1 The books, accounts, minutes and records of the Club shall be open to inspection by any Director. No other person may inspect the books and accounts of the Club

unless authorised by the Board. The minutes of the Club are open to all Members, excluding in camera minutes. In camera minutes are available only to Directors.

- 9.2 All books, records, minutes, motions and copies of correspondence of the Club required to be maintained by the Board shall be kept at the Head Office of the Club.
- 9.3 The books, accounts and financial statements of the Club shall be appropriately audited every year after the fiscal year end by a duly qualified accounting professional that is not a Member and two (2) Non-Board Members of the Club.
- 9.4 The minutes and records of the Club may be audited from time to time at the direction of the Board.

#### **ARTICLE 10 ACCOUNTS**

- 10.1 The Board shall cause true accounts to be kept:
  - (a) of sums of money received and expended by the Club and the matters in respect of which such receipts and expenditures took place;
  - (b) of all salaries paid and purchases of goods and services by the Club; and
  - (c) of the assets and liabilities of the Club.
- 10.2 The Club shall prepare financial statements within ninety (90) days after the fiscal year end of the Club.
- 10.3 The fiscal year end of the Club shall be April 30 of each year.

#### **ARTICLE 11 BORROWING POWERS**

- 11.1 The Club shall have the power to borrow or raise money and, subject to the Act, shall exercise this power by a Special Majority of the Board.
- 11.2 All cheques, bills, exchanges or other purchase orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Club shall be signed by such Officers or agents of the Club and in such a manner as shall from time to time be determined by the Board.
- 11.3 Notwithstanding anything contained in this Article 11:
  - (a) the Board may sell or otherwise dispose of any of the assets of the Club valued under five thousand dollars (\$5,000.00);
  - (b) the Board may not, without the prior approval of the Voting Members evidenced by a Special Resolution make any capital expenditures exceeding the aggregate ten thousand (\$10,000.00) dollars in any single fiscal year. Capital expenditure means any expenditures, which in accordance with generally accepted accounting principles, are chargeable to the capital account.

## **ARTICLE 12 REMAINING ASSETS ON DISSOLUTION**

- 12.1 Upon dissolution, the Club shall not pay any dividends or distribute its property among its Members.
- 12.2 Upon the dissolution of the Club, any remaining assets, after paying all debts and liabilities of the Club, shall be transferred to another charitable organization or purpose, or transferred in trust to a municipality until such time as those assets can be transferred from the municipality to another charitable group or purpose as approved of by the Board.

## **ARTICLE 13 NOTICES**

- 13.1 Any notice may be given by the Club to any Member or Director entitled to notice by personal delivery, pre-paid post, facsimile transmission or by Electronic Transmission to the last known address, fax number or e-mail address of the Director or the Member, as the case may be. Notice will be deemed to be received upon delivery when delivered personally, four (4) days after the date of posting when mailed by pre-paid post, and upon receipt when sent by facsimile or Electronic Transmission (as established by customary form of receipt confirmation).

## **ARTICLE 14 REMUNERATION AND INDEMNITY OF MEMBERS AND DIRECTORS OF THE BOARD**

- 14.1 Directors and Officers shall not be paid remuneration for their services as Directors or Officers. Directors and Officers may be reimbursed after provision of a valid receipt for their out-of-pocket expenses incurred in attending Board or committee meetings or otherwise incurred in respect of the performance of their duties. Upon Board approval, a Director or Officer who performs special or professional services for the Club other than in their capacity as a Director or Officer may be paid by the Club for such services.
- 14.2 Every Director, their heirs, executors and administrators shall be indemnified by the Club and it shall be the duty of the Club, out of funds of the Club to pay all costs, losses and expenses which such Director may incur, or become liable for, by reason of any contract entered into or act or thing done by them in good faith, including traveling expenses, and the amount for which such indemnity is provided shall immediately attach as a lien on the property and assets of the Club and have priority over all other claims.
- 14.3 No Member shall be liable for the acts, receipts, neglects or defaults of any other Member, Guest, Employee, independent contractor or volunteer of the Club, or for joining in any receipts or act of conformity, or deficiency of title to any property acquired by the Board, or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club may be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or association with whom, or for which any monies, securities or effects may be lodged or deposited for any loss, damage or misfortune whatsoever which may happen in the execution, or purported execution of the duties of their

office or membership in relation thereto, unless the same shall happen by or throughout their own dishonesty, willful negligence or willful default.

- 14.4 The Club must maintain policies of insurance in such amounts and on such terms as the Board may from time to time select, including yet not limited to policies insuring the Club as well as its Directors and Officers in respect of actions or omissions related to the Club.

#### **ARTICLE 15 AMENDING BYLAWS**

- 15.1 These Bylaws may be rescinded, altered or added to only by a Special Resolution at a Meeting of the Board and by a Special Resolution at a Members Meeting.
- 15.2 The AGM Notice or SGM Notice must include details of the proposed Special Resolution to change the Bylaws.
- 15.3 The amended Bylaws take effect after approval of the Special Resolution at the Meeting and once they are approved and filed with the Corporate Registry of Alberta.

#### **ARTICLE 16 ARBITRATION**

- 16.1 Any dispute arising out of the affairs of the Club or between any Members or amongst the Board or between:
- (a) a Member or person who is aggrieved or who has, for not more than six (6) months ceased to be a Member; or
  - (b) a person claiming through the Member or aggrieved person or claiming under the Bylaws;

and the Club or Director or Officer of the Club shall be decided by arbitration which shall be governed by the *Arbitration Act* (Alberta) and as may be authorized by the provisions of the *Arbitration Act* (Alberta).

#### **ARTICLE 17 CONFLICT OF INTEREST**

- 17.1 A Director, Officer or member of a committee who has an interest (monetary or otherwise), or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Alberta Societies Act regarding conflict of interest.

