

THE SOCIETIES ACT
R.S.A. 1980
BYLAWS OF
Edmonton Sport and Active Recreation Society

ARTICLE 1
NAME AND PRINCIPAL OFFICE

- 1.1** **Name:** The name of the Society shall be the “Edmonton Sport and Active Recreation Society” and may also be known or referred to as the “Edmonton Sport Council”, and hereinafter referred to in these Bylaws as “The Society”.
- 1.2** **Office:** The principal office for the transaction of business of the Society is as may be hereafter fixed and located by the Board of Directors in the City of Edmonton in the Province of Alberta. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the said city.

ARTICLE 2
MEMBERSHIP

- 2.1** **Membership:** Membership in the Society shall be open to any person or group interested in furthering and promoting its objectives. Individuals or groups will be recognized as members upon filing of the membership form and payment of the membership fee, if any should exist, with the Society.
- 2.2** **Classes:** Membership in the Society shall be divided into such number of classes as may be decided from time to time by the Board of Directors.
- 2.3** **Affiliation:** A member shall be further identified as originating from or having its club, group or association office ordinarily resident in the City of Edmonton.
- 2.4** **Withdrawal of Membership:** Any member wishing to withdraw from membership may do so upon notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended after receiving three notices. Any member upon a two-thirds vote of all members of the Society in good standing in attendance at a properly constituted General Meeting may be expelled from membership for any cause which the Society may deem reasonable.

ARTICLE 3
FEES

- 3.1** **Fees: Membership fees, if any shall exist, shall be paid annually to the Society.**
- 3.2** **Amendment of Fees:** The Board shall pass membership fee changes as they deem necessary.

**ARTICLE 4
SOCIETY BOARD**

- 4.1 Society Board:** The Society Board (hereinafter referred to as the "Board") shall mean the Board as elected in accordance with the Bylaws.
- 4.2 Directors:** The affairs of the Society shall be governed by a board of not less than seven (7) and not more than twelve (12) Directors elected from the membership. Only an individual member may hold office. Directors who have not renewed their membership as per Article II 6. (Withdrawal of Membership), are deemed to have resigned.
- 4.3 Election of Directors:** At the holding of the Annual General Meeting, a maximum of six Directors may be elected to a two (2) year term of office. Any Director vacancy not filled in such a manner may be filled by election of Directors to a one-year term of office.
- 4.4 Re-Election of Directors:** A Director may serve a total of six (6) consecutive years of service. After six (6) consecutive years of service a director may not be re-elected or appointed for a one-year period.
- 4.5 Nominations for Director:** The Nominations Committee shall present a slate of Directors for approval by the membership. Verbal nominations will not be accepted from the floor at the Annual General Meeting.
- 4.6 Director Vacancy:** The Board may fill any vacancy occurring in the position of a Director on the Board through appointment. Any replacement Director shall hold that position until the next Annual General Meeting.
- 4.7 Removal of Officer and/or Director:** Subject to the Bylaws, the Society may, by Special Resolution passed at a Special General Meeting specifically called for such purpose, remove any Officer from office, and/or remove any Director from office.
- 4.8 Resignation of Director:** After three (3) absences from Meetings of the Board of Directors within a one-year time period, a Director is deemed to have resigned and will be contacted by the Chairperson to discuss continued interest in representing the Society.

**ARTICLE 5
DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS**

- 5.1 Authority:** The Board of Directors is elected and accountable to the members of the Edmonton Sport Council. The Board governs in relation to the Objectives and Bylaws as approved by the membership, other directions of the membership adopted at the Annual General Meeting, and the Strategic Plan.
- 5.2 Policy Compliance:** Directors of the Board shall comply with all Society policy. Failure to comply may result in sanction by the Board of Directors which may include removal as Director.

- 5.3** **Election of Officers:** The Directors shall elect as Officers, a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer who shall hold office for a term of one (1) year or until that person resigns or is discharged by the Board. One (1) Director may hold at any time two (2) offices.
- 5.4** **Chairperson:** The Chairperson presides at all meetings of the Society and of the Board and should be entrusted to carry out all orders and resolutions of the Board of Directors. The Chairperson shall be entitled to vote at all proceedings of the Society only if such proceedings have resulted in a tie vote.
- 5.5** **Vice-Chairperson:** The Vice-Chairperson shall, in the absence of the Chairperson, exercise the duties of the Chairperson and shall preside at all meetings of the Society and of the Board in the absence of the Chairperson. The Vice-Chairperson shall be entitled to a vote at all proceedings of the Society.
- 5.6** **Secretary:** It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep or ensure accurate Minutes of those meetings are taken. The Secretary shall have charge of the seal of the Society. In the absence of the Secretary, those duties shall be discharged by any Officer appointed by the Board. The Secretary shall be entitled to a vote at all proceedings of the Society.
- 5.7** **Treasurer:** The Treasurer shall oversee the receiving of all monies paid to the Society and shall be responsible for overseeing the deposit of same in whatever bank, trust company, credit union or Treasury Branch that the Board may order. The Treasurer shall ensure proper accounting for the funds of the Society and keeping of such books as may be directed. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall ensure that there is prepared, for submission to the Annual General Meeting, an audited statement of the financial position of the Society. The Treasurer shall be entitled to a vote at all proceedings of the Society.

ARTICLE 6 EXECUTIVE DIRECTOR

- 6.1** **Executive Director:** The Executive Director shall be an ex officio and nonvoting member of the Board of Directors and, within the policy guidelines determined by the Board of Directors, shall assume primary responsibility for the administration and operation of the Society. The Executive Director shall be directly responsible to the Board of Directors through the office of the Chairperson.

ARTICLE 7 COMMITTEES

- 7.1** **Executive Committee:** An Executive Committee shall be made up of the Executive Director of the Society, the Chairperson of the Society, the Vice Chairperson, the Treasurer, and the Secretary and shall be responsible for managing the Board of Directors and providing oversight for the Society's progress towards strategic goals and initiatives. Any and all decisions of the Executive Committee shall be confirmed by the Board of Directors in its next meeting.

- 7.2 Committee or Subcommittees:** The Board of Directors may appoint and establish such committees or subcommittees as may be required from time to time to ensure that the objectives of the Society are met. Such Committees or Subcommittees shall remain constituted at the pleasure of the Board of Directors.
- 7.3 Nominating Committee:** The Nominating Committee is typically made up of one or two current Directors who are not seeking re-election and representatives of the membership as appointed by the Board of Directors. The Executive Director shall serve as a resource to the Nominating Committee. The Nominating Committee shall work within the Bylaws to prepare and present a slate of potential new Directors of the Society's Board in advance of the AGM and may be asked to present the slate to the membership at the AGM for approval.

ARTICLE 8 MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 Meetings:** Meetings of the Board shall be held at such time and on such days as the Chairperson of the Society may, from time to time, determine. A meeting of the Board may be held by conference call, e-mail, or other communication methods as approved by the Board of Directors.
- 8.2 Special Meetings:** Meetings of the Board may be called on the requisitions of any four (4) Directors provided that such request shall be made to the Chairperson, in writing, to call such meeting and such request shall state the business to be brought before the meeting.
- 8.3 Notice of Meeting:** Meetings of the Board shall be called by at least ten (10) days notice in writing, mailed to each Director or by three (3) days notice given by email, telefax, telephone, or personal delivery.
- 8.4 Quorum:** A quorum for the transaction of business at any meeting of the Board shall be a majority of the Directors.
- 8.5 Voting:** Questions arising at any meeting of the Board shall be decided by a majority of votes cast at that meeting. In the case of an equality of votes, the Chairperson shall cast the deciding vote.
- 8.6 Resolution in Writing:** A resolution in writing signed by all the Directors, or by email and or other communication technology, shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. Such resolutions shall be identified within the Minutes of the next meeting of the Board.
- 8.7 Director's Indemnity:** Every Director of the Society shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Society and his heirs, executors and administrators and estates respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society, from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or her office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or

in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

- 8.8** **Remuneration:** No Director or Officer shall be entitled to remuneration from the property or assets of the Society as a result of the execution of his/her office.

ARTICLE 9 MEETINGS OF MEMBERS

- 9.1** **Annual General Meeting:** The Society shall hold an Annual General Meeting within 120 days following the end of each fiscal year of the Society, at such time and at such place as may be fixed from time to time by the Chairperson of the Society. Written notice stating the agenda, any notice of motion for consideration, the recommended slate of Directors, and the time and place fixed for the holding such Annual General Meeting shall be mailed in a post-paid envelope addressed to the members at their respective addresses shown on the roll of members of the Society or may be emailed to the email address on record, not less than twenty-one (21) days prior to the date for such meeting. The members at such Annual General Meeting shall elect the required number of Directors of the Society as set forth in these Bylaws.
- 9.2** **Members Business:** The members shall conduct such business as may come before the meeting. If the election of Directors is not held on the day designated for any Annual General Meeting or at any adjournment thereof, the Board shall cause the election to be held at a Special Meeting of the members as soon thereafter as practical.
- 9.3** **Special Meeting:** A Special Meeting of members of the Society shall be called by the Chairperson as required. Written notice stating the place, day and hour of any Special Meeting shall be given to each member in the same manner as provided with respect to notice of the Annual General Meeting. The Agenda shall be in the form of written notices of motion of resolutions to be considered. A Special Meeting shall be called by the Chairperson upon receipt of a petition setting forth the reasons for calling such meeting signed by one-third of the members in good standing.
- 9.4** **Notices:** Any notice or documents may be sent by the Society upon any Member either personally, by post or by e-mail to such Member or Director at his address and/or email address as provided for the Society's records. Any notice if sent by post shall be deemed to be served on the fifth (5th) day following that upon which the letter, envelope or wrapper containing the same is posted, in the absence of proof of earlier receipt. In proving the notice has been received, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted and that the postage was prepaid. Any notice sent by e-mail shall be deemed to be served on the day the e-mail was sent. Except in the case of a Special Meeting of the members called for the purpose of passing a special resolution, any notice required to be given under any of these Bylaws may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein.
- 9.5** **Quorum:** Twelve (12) members entitled to vote and present at the meeting shall constitute a quorum at any meeting of the Society.

**ARTICLE 10
VOTING**

- 10.1 Voting Members:** At any Annual General Meeting or Special General Meeting the voting shall be by the members of the class or classes of members designated by the Board of Directors entitled to vote. Each of the class or classes of members shall be entitled to the number of votes as decided from time to time by the Board of Directors. The only vote by proxy to be recognized by the Society shall be by a designated representative of the class or classes of which he/she is a registered member. Only one vote shall be cast by any individual attending any Annual General Meeting or any Special General Meeting of the Society.
- 10.2 Procedure:** Voting shall be by a show of hands or by secret ballot if so called by the Chairperson or by a majority of those members present.
- 10.3 Resolutions:** All resolutions shall be stated in a positive form and shall be decided by simple majority of those voting. In the case of a tie, the Chairperson shall declare the resolution lost
- 10.4 Electronic Vote:** An electronic vote on any specific matter of interest to the general welfare of the Society may be held. The Secretary will send appropriate questions to each eligible voter or body by email. Voting may occur by return email or through web-based platforms. Such votes are to be tabulated with the majority result being announced to the members of the Society within ten (10) days.

**ARTICLE 11
EXECUTION OF INSTRUMENTS**

- 11.1 Signing Authority:** Any and all documents, deeds, transfers, assignments, contracts, obligations, certificates and other instruments shall be executed on behalf of the Society by the Chairperson of the Society or his/her designate and one or more other Directors. In addition, the Board may, from time to time, designate by resolution the manner in which and the person(s) by whom any particular instrument or class of instruments may or shall be executed and all instruments so executed shall be binding upon the Society without further authorization or formality.
- 11.2 Cheques, Drafts and Notes:** All cheques, drafts, or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed in such manner and by such Directors of the Society or other persons or any combination of the foregoing as the Board may, from time to time, designate by resolution.

**ARTICLE 12
AMENDMENT OF BYLAWS**

- 12.1 Bylaws Review:** Bylaws shall be reviewed at least every three years by the Board of Directors and any recommendations for amendments shall be presented at an Annual General Meeting.
- 12.2 Special Resolution to Amend Bylaws:** On a written requisition of seventy-five percent (75%) of the voting members of the Society, the Chairperson shall call a Special General Meeting for the

purposes of entertaining a motion to effect an amendment in the Bylaws of the Society. On such written requisition, the Chairperson shall call a Special General Meeting within twenty-one (21) days from the date of such special resolution.

- 12.3 Amendment of Bylaws:** The Bylaws under the Society may be amended by special resolution at the Annual or and Special meeting of the Society. Notice of the proposed amendment shall be provided with the notice of the General Meeting for perusal by all members not less than twenty-one (21) days before the General Meeting of the Society at which the amendment is to be proposed and shall be proposed as a special resolution set forth in the *Societies Act of Alberta*. Any amendment of the Bylaws of the Society shall be required to be passed as a Special Resolution by a seventy-five percent (75%) majority of members entitled and present to vote.

ARTICLE 13 RECORDS, FISCAL YEAR, ANNUAL REPORT

- 13.1 Books and Records:** The Board shall see that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept and shall, at all reasonable times during regular business hours, be open to inspection by the members.
- 13.2 Fiscal Year:** Subject to the Act, the fiscal year of the Society shall terminate on the 31st day of December in each year.
- 13.3 Annual Report:** The Society shall prepare and, within one hundred and twenty (120) days after the end of each fiscal year, submit to the Membership an annual report, which shall include the audited financial statements and any other statements and reports that the Board may require.

ARTICLE 14 BORROWING POWERS

- 14.1 Powers of Society:** For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit.

ARTICLE 15 AUDIT

- 15.1 Audited Annually:** The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two members of the Society. A complete and proper statement of the standing of the accounts for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society.

ARTICLE 16 POLICIES AND PROCEDURES

- 16.1 Policies and Procedures:** The Board of Directors may prescribe policies and procedures not inconsistent with these Bylaws relating to the management, operation and use of the facilities of the Society, as they deem expedient.

ARTICLE 17
CONFLICT OF INTEREST RULES

17.1 **Conflict of Interest Rules: A Director or Officer who is directly or indirectly interested in a proposed contract or transaction with the Society must:**

- a) Disclose fully and promptly the nature and extent of the interest to each Director and Officer.
- b) Absent her or himself from all deliberations regarding said contract or transaction.
- c) Not vote or otherwise attempt to influence the decision-making process regarding said contract or transaction.