

BYLAWS OF SHERWOOD PARK SALTO GYMNASTICS CLUB

ARTICLE 1 PREAMBLE

1.1 The Society

The name of the Society is the Sherwood Park Salto Gymnastics Club, which may also be known as Salto Gymnastics or Salto.

1.2 The Bylaws

The following articles set for Bylaws of the Sherwood Park Salto Gymnastics Club. These bylaws regulate the transaction of business and affairs of Salto.

ARTICLE 2 DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words have these meanings:

2.1.1 Act means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 Annual General Meeting means the annual general meeting described in Article 5.1.

2.1.3 Board means the Board of Directors of this Society.

2.1.4 Bylaws means the Bylaws of this Society as amended.

2.1.5 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President.

2.1.6 Member means a Member of the Sherwood Park Salto Gymnastics Club.

2.1.7 Officer means any Officer listed in Article 6.2.

2.1.8 Registered Office means the registered office for the Society.

2.1.9 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.10 Society means the Sherwood Park Salto Gymnastics Club.

2.1.11 Special Meeting means the special meeting described in Article 5.2.

2.1.12 Special Resolution means:

- a. a resolution proposed and passed as a Special Resolution at a General Meeting of the membership of Salto. There must be twenty-one (21) days' notice for this meeting. The

notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;

- b. a resolution proposed and passed as a Special Resolution at a General Meeting of the membership of Salto with less than seven (7) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- c. a resolution agreed to in writing by all the Voting Members in Good Standing of Salto.

2.1.13 Voting Member means a Member entitled to vote at the meeting of the Society.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

ARTICLE 3 MEMBERSHIP

3.1 Admission of Members

Any individual may become a Member in Salto by meeting the following requirements:

- a. The individual has the interest in promoting gymnastics, or wishes to be involved with gymnastics in the County of Strathcona; and
- b. The individual has an AGF membership for the current year purchased through Salto, or is a parent or legal guardian of a child for whom an AGF membership for the current year has been purchased through Salto.

3.2 Membership Year

The membership year is July 1 to June 30.

3.3 Rights and Privileges of Members

3.3.1 Any Member in good standing is entitled to:

- a. receive notice of meeting of the Society;
- b. attends any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.

3.3.2 Voting Members

To be eligible to vote at meeting of the Society, a Member must be in good standing with the Society and at least eighteen (18) years old.

3.3.3 Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society.

3.3.4 Member in Good Standing

A Member is in good standing when:

- a. the Member has paid all required fees to the Society; and
- b. the Member is not terminated as a Member as provided for under Article 4.4.

3.4 Termination of Membership

3.4.1 Resignation

Any Member may resign from the Society by telephone, email or delivering a written notice to the Executive Director/Senior Operations Manager, Secretary or President of the Society.

3.4.2 Death

The membership of a Member is ended upon his/her death.

3.4.3 Deemed Withdrawal

If a Member has not paid all required fees to the Society within sixty (60) days following the date the fees are due, the Member is considered to have submitted his/her resignation.

3.4.4 Expulsion

3.4.4.1 The Society may, upon recommendation by the Executive Director/Senior Operations Manager and with a majority vote by the Board of Directors, expel any Member for any cause which is deemed sufficient in the interests of the Society.

3.4.4.2 This decision is final.

3.5 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

3.6 Continued Liability for Debts Due

3.6.1 Although a Member ceases to be a Member by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.6.2 Debts of Members, past or present, can be forgiven with a majority vote of the Board of Directors.

3.7 Limitations on the Liability of Members

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

ARTICLE 4
MEETINGS OF THE SOCIETY

4.1 The Annual General Meeting

4.1.1 The Society holds its AGM no later than October 30th of each calendar year in Sherwood Park, AB. The Board sets the place, day and time of the meeting.

4.1.2 Notice

The Secretary mails, e-mails to each member, or posts a notice within the club that is in a visible location at least twenty-one (21) days before the AGM. The notice states the place, date and time of the AGM, and any business requiring a special resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last AGM;
- c. considering the operations report from the President, Head Coaches and Executive Director/Senior Operations Manager;
- d. reviewing the financial statements setting out Salto's income, disbursements, assets and liabilities and the auditor's report;
- e. electing the President, if term has expired;
- f. electing the Members of the Board, if terms have expired;
- g. considering matters specified in the meeting notice; and
- h. other specific motions that any members have given notice of before the meeting is called.

4.1.4 Quorum

Attendance by 10 Members in Good Standing, including Board members, at the AGM is a quorum.

4.2 Special Meeting of the Society

4.2.1 Calling of the Special Meeting

A Special Meeting may be called at anytime:

- a. by a resolution of the Board of Directors to that effect;
- b. on the written request of at least four (4) Directors. The request must state the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting; or
- c. on the written request of at least five (10) Members in Good Standing. The request must state the reason for the Special Meeting and the motions intended to be submitted at the Special Meeting.

4.2.2 Notice

The Secretary mails, e-mails to each member, or posts a notice within the club that is in a visible location at least twenty-one (21) days before the Special Meeting. The notice states the place, date and time of the Special Meeting, and any business requiring a special resolution.

4.2.3 Agenda

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the AGM.

4.3 Proceedings at the AGM or a Special Meeting

4.3.1 Attendance

General and Special Meetings of the Society are not open to the public. Attendees must be Members in Good Standing of Salto, or others that have been invited by the Board of Directors.

4.3.2 Failure to Reach Quorum

The President cancels the General or Special Meeting if quorum is not present within one-half hour after the set time. If cancelled, the meeting is rescheduled for one week later at the same time and place. If a quorum is not present within one-half hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.3 Presiding Officer

4.3.3.1 The President chairs every General and Special Meeting of the Society. The Vice-President chairs in the absence of the President.

4.3.3.2 If neither the President or Vice-President are present within one-half hour after the set time for the General or Special Meeting, the Members present choose one of the Members to chair.

4.3.4 Adjournment

4.3.4.1 The President may adjourn any General or Special Meeting with the consent of the Members at the meeting. The adjourned General or Special Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the General or Special Meeting is adjourned for less than 30 days.

4.3.5 Voting

4.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General or Special Meeting. A secret ballot is used if at least 5 Voting Members request it.

4.3.5.2 The President shall only vote to break a tie. In the case of a tie, the President's vote shall be the deciding vote.

4.3.5.3 A Voting Member may not vote by proxy.

4.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.3.5.5 The President declares a resolution carried or defeated. This statement is final, and does not have to include the number of votes for or against the resolution.

4.3.5.6 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

4.3.6 Failure to Give Notice of Meeting

No action taken at a General or Special Meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or

- c. any error in any notice that does not affect the meaning.

ARTICLE 5 THE GOVERNANCE OF THE SOCIETY

5.1 The Board of Directors

5.1.1 The Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid Executive Director/Senior Operations Manager to carry out management functions under the direction and supervision of the Board.

5.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the *Societies Act*.

The power and duties of the Board include:

- a. Promoting the objects of Salto;
- b. Promoting membership in Salto;
- c. Maintaining and protecting Salto's assets and property;
- d. Approving an annual budget for Salto;
- e. Ensuring payment of all expenses for operating and managing Salto;
- f. Paying persons for services and protecting persons from debts of Salto;
- g. Investing any extra monies of Salto not immediately required for the purpose of Salto day to day operations, in such manner as the Board may deem necessary to benefit Salto.
- h. Financing the operations of Salto, and borrowing or raising monies;
- i. Making policies, Executive Limitations, rules and regulations for managing and operating Salto, and using its facilities and assets;
- j. Approving all contracts of Salto;
- k. Maintaining all accounts and financial records of Salto;
- l. Appointing legal council as necessary;
- m. Selling, disposing of, or mortgaging any or all of the property of Salto; and
- n. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director/Senior Operations Manager of Salto.

5.1.3 Composition of the Board

The Board consists of:

- a. The President;
- b. The Vice President;
- c. The Secretary;
- d. The Treasurer;
- e. 5 Directors-at-Large; and
- f. The immediate Past President

5.1.4 Election of the Board

5.1.4.1 At the AGM, Voting Members shall elect, by majority vote, the Board Members for the positions of President and Directors. If only one person is running for a Board of Directors position, they become a Director by acclamation. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the term may be filled at the next monthly Board meeting, provided it is so stated in the notice calling such meeting.

- 5.1.4.2** Any Member in Good Standing shall be eligible to be elected as a Director in the society.
- 5.1.4.3** To run for President, the individual must have been a Board Member for at least one (1) year prior to the election. In the event that a candidate cannot be identified that meets these criteria, an individual can run for President if they have been a Member in Good Standing of Salto for one (1) year.
- 5.1.4.4** Board Members, including the President, shall serve a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- 5.1.4.5** Voting members may re-elect any Director or the President for a maximum of three (3) consecutive terms. This includes any consecutive terms as any Director or Officer of the board.

5.1.5 Resignation, Death or Removal of a Director

- 5.1.5.1** A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 5.1.5.2** Voting Members may remove any director, including the President and the immediate Past President, before the end of his/her term. There must be a majority vote at a Special Meeting called for this purpose.
- 5.1.5.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in Good Standing to fill that vacancy for the remainder of the term. This does not apply to the position of the immediate Past President. This position remains vacant until the next AGM.

5.1.6 Meetings of the Board

- 5.1.6.1** The Board holds at least ten (10) meetings each year.
- 5.1.6.2** The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 5.1.6.3** Seven (7) days' notice for Board meetings is mailed to each Board Member. Board Members may waive notice.
- 5.1.6.4** A majority of the Directors present at any Board meeting is a quorum.
- 5.1.6.5** If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week. At least four (4) Directors present at this later meeting is a quorum.
- 5.1.6.6** Each Director, including President and Past President, has one (1) vote.
- 5.1.6.7** The President does not have a second vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.1.6.8** Meetings of the Board are open to Members of Salto, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 5.1.6.9** All Directors may agree to and sign a resolution outside of a regular scheduled Board meeting. This resolution is as valid as one passed at any Board meeting. This agreement may be done through voting via e-mail or other electronic communication.

5.2 Officers

5.2.1 The Officers of Salto are the President, Vice-President, Secretary and Treasurer.

5.2.2 After the AGM, the Board elects from among the Directors all Officers except the President, for the following two (2) year term.

5.3 Duties of the Officers of Salto

5.3.1 The President:

- a. Serves as the Chief Executive Officer of Salto;
- b. Supervises the affairs of the Board;
- c. Chairs all meetings of Salto, the Board and the Executive Committee;
- d. Is an *ex officio* member of all Committees;
- e. Acts as the spokesperson for Salto;
- f. Is one of the signing officers for Salto;
- g. Hires and negotiates the salary of the Executive Director/Senior Operations Manager with the assistance of the Board; and
- h. Carries out other duties assigned by the Board.

5.3.2 The Vice President

- a. Presides at meetings in the President's absence;
- b. Replaces the President at various functions when asked to do so by the President or the Board;
- c. Is a member of the Executive Committee;
- d. Is one of the signing officers for Salto;
- e. Is an *ex officio* member of all Committees;
- f. Assumes the Presidency if the President resigns or is otherwise unable to complete the term of office;
- g. Reviews and writes the Salto Policy Manual, with support from the HR Manager; and
- h. Carries out other duties assigned by the Board.

5.3.3 The Secretary:

- a. Attends all meetings of Salto, the Board and the Executive Committee;
- b. Keeps accurate minutes of these meetings. Minutes of all meetings shall be kept at Salto Gymnastics;
- c. Is one of the signing officers for Salto;
- d. Has charge of the Board's correspondence;
- e. Makes sure a record of names and addresses of all Members of Salto is kept;
- f. Ensures that the By-laws, Members handbook, Executive Limitations and the Policy and Procedures Manual are in good order, up to date, and that amendments are entered immediately upon approval.
- g. Ensures all notices of various meetings are posted or sent;
- h. Makes sure annual fees are collected and deposited;
- i. Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- j. Carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- a. Issues cheques for outstanding invoices to Salto in accordance with the budget approval and/or instructions from the Board after obtaining the approved signature of one other signing officer;
- b. Is responsible for obtaining and retaining all invoices and receipts relative to the payment of Salto's funds;
- c. Makes sure all monies paid to Salto are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- d. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- e. Makes sure an audited statement of the financial position of Salto is prepared and presented to the AGM;

- f. Ensures that Salto's staff are paid in accordance with the Alberta Labour Act and the Federal Income Regulations regarding income tax, Workers Compensation, Canada Pension and ensures records are kept as required by these regulation;
- g. Prepares and presents annual budget to the Board, in conjunction with the Executive Director/Senior Operations Manager.
- h. Chairs the Finance Committee of the Board;
- i. Is a member of the Executive Committee;
- j. Is one of the signing officers for Salto; and
- k. Carries out other duties assigned by the Board.

5.3.5 Directors At Large

- a. Carry out other duties assigned by the Board.

5.4 Board Committees

5.4.1 The Board may appoint Committees to advise the Board.

5.4.2 A majority of the committee members present at a meeting is a quorum.

5.5 Standing Committees

The Board establishes these committees:

- a. Executive Committee; and
- b. Finance Committee

5.5.1 The Executive Committee:

- a. Consists of the President, Past President, Vice-President, Secretary and Treasurer
- b. Is responsible for:
 - Planning agendas for board meetings;
 - Personnel oversight, including
 - o Recommending a job description, qualifications and performance appraisal system for the Executive Director/Senior Operations Manager;
 - o Interviewing applicants for the position of Executive Director/Senior Operations Manager and recommending an appointment;
 - o Recommending policies on Personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;
 - o Acting as a mediator for personnel problems; and
 - o Reporting on the year's personnel activities at the AGM.
 - Carrying out emergency and unusual business between Board meetings;
 - Reporting to the Board on actions taken between Board meetings;
 - Carrying out other duties as assigned by the Board.
- c. Meets as frequently as required by the President. All offers may agree to sign a resolution, which is as valid as one passed at an Executive Committee meeting.

5.5.2 The Finance Committee:

- a. Consists of the Treasurer, and three (3) other Members appointed by the Board.
- b. Is responsible for:
 - Recommending budget policies to the Board;

- Investigating and making recommendations to the Board for acquiring funds, grants and property;
- Recommending policies on disbursing and investing funds to the Board;
- Establishing policies for Board and Executive Director/Senior Operations Manager expenditures;
- Arranging the annual audit of the books;
- Reporting on the year's financial activities at the AGM; and
- Carrying out other duties as assigned by the Board.

5.6 Executive Director/Senior Operations Manager

5.6.1 The Board may hire an Executive Director/Senior Operations Manager to carry out assigned duties.

5.6.2 The Executive Director/Senior Operations Manager reports to and is responsible to the Board and to all Board Committees. The Executive Director/Senior Operations Manager does not vote at any meeting.

5.6.3 The Executive Director/Senior Operations Manager acts as the administrative officer of the board in:

- a. attending board and other meetings, as required;
- b. hiring, supervising, evaluating and releasing all other paid staff;
- c. interpreting and applying Board policies;
- d. keeping the Board informed about the affairs of the Society;
- e. maintaining the Society's books;
- f. preparing budgets for Board approval;
- g. planning programs and services based on the Board's priorities; and
- h. carrying out other duties assigned by the Board.

**ARTICLE 6
FINANCE AND OTHER MANAGEMENT MATTERS**

6.1 Finance and Auditing

6.1.1 The fiscal year of the Society ends on June 30th of each year.

6.1.2 The books, accounts and records of Salto shall be audited annually by a qualified accountant. These audited financial statements shall be presented to the members at the Annual General Meeting. An auditor for Salto may be appointed annually by the Members of Salto at the General Meeting, and on failure of the Members to appoint an auditor, the Board may do so.

6.2 The Seal of the Society

Salto Gymnastics has not adopted a Society Seal.

6.3 The Cheques and Contracts of the Society

6.3.1 The Officers of Salto sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques, one of which may be the Executive Director/Senior Operations Manager. The Board may authorize the Executive Director/Senior Operations Manager to sign cheques for certain amounts and circumstances as defined in the Salto Executive Limitations. The Executive Director/Senior Operations Manager may not sign his/her own pay cheque.

- 6.3.2** All contracts of Salto must be signed by the Officers of Salto or other persons authorized to do so by resolution of the Board. The Executive Director/Senior Operations Manager is not authorized to sign contracts on behalf of Salto.
- 6.4** The Inspection of the Books of Salto
The books and records of the organization, except those deemed confidential by the Board, may be inspected by any Member of Salto by requesting the documents, in writing to the President or Secretary.
- 6.5** Borrowing Powers
- 6.5.1** Salto may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.5.2** Salto may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
- 6.6** Payments
No Director or Officer of Salto shall receive any payment for his/her services as a Director or Officer unless approved by Special Resolution at a General or Special meeting.
- 6.7** Reasonable Expenses
Reasonable Expenses incurred while carrying out duties of Salto may be reimbursed to Directors or Officers upon Board approval.
- 6.8** Protection and Indemnity of Directors and Officers
- 6.8.1** Each Director or Officer holds office with protection from Salto. Salto indemnifies each Director or Officer against all costs and charges that result from any act done in his/her role for Salto. Salto does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.8.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with Salto. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his/her role for the society, unless the act is fraud, dishonesty or bad faith.
- 6.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by Salto's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 AMENDING THE BYLAWS

- 7.1** These Bylaws may be cancelled, altered or added to by a Special Resolution at any General or Special Meeting.
- 7.2** The seven (7) days' notice of the meeting must include details of the proposed resolution to change the Bylaws.

- 7.3** The amended Bylaws take effect after approval of the Special Resolution and accepted by the Corporate Registry of Alberta.

ARTICLE 8
DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 8.1** Salto does not pay any dividends or distribute its property among its Members.
- 8.2** If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to the County Clothes Line in Sherwood Park, AB.