

BY-LAWS OF
LETHBRIDGE CURLING CLUB

**ARTICLE 1
INTERPRETATION**

When interpreting these By-laws, reference shall be had to the Societies Act, and words and expressions used in these By-laws shall, except where specifically defined in these By-laws and except where the context otherwise requires, have the same meaning as would be the case when used in that Act.

**ARTICLE 2
DEFINITIONS**

In these By-laws, the following terms shall have the following respective meanings:

2.1 "Board" shall mean the Board of Directors of the Club.

2.2 "By-laws" shall mean the By-laws of the Club as amended from time to time.

2.3 "Club" shall mean the "LETHBRIDGE CURLING CLUB" incorporated under the Societies Act.

2.4 "Director" shall mean a Member elected or appointed to, and continuing to hold office on, the Board, in accordance with the provisions of these By-laws.

2.5 "Member" shall mean a person who is, or is admitted as, a member of the Club in accordance with Article 4.1 of these By-laws, and who has not (since the person's last admission as a Member) withdrawn as, ceased to be, or been suspended or expelled as, a Member pursuant to Article 4.1 of these By-Laws.

2.6 "Membership" shall mean the Members, from time to time, as a whole.

2.7 "Resolution" shall mean a decision taken by the Board or the Club, and passed by a majority vote of all Members present entitled to vote.

2.8 "Special Resolution" during a General Meeting of the Members shall mean:

- (a) a Resolution passed at a general meeting or special meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the Resolution has been duly given, and by the vote of not less than seventy-five percent (75%) of all Members in attendance;

- (b) a Resolution proposed and passed as a Special Resolution at a general meeting or special meeting of which less than twenty-one (21) days' notice has been given, if all the Members entitled to attend and vote at the general meeting so agree; or
- (c) a Resolution consented to in writing by seventy-five percent (75%) of the Members who would have been entitled at a General Meeting to vote on the Resolution.

2.9 "Special Resolution" during a meeting of the Board of Directors shall mean a resolution requiring the approval of not less than two-thirds (2/3) of the Directors in attendance.

ARTICLE 3 SEAL AND EXECUTION OF DOCUMENTS

3.1 The seal of the Club shall be in such form as have been or shall be prescribed by the Board, shall have the words "LETHBRIDGE CURLING CLUB" endorsed thereon, and shall be kept in the administration office of the Club.

3.2 The seal of the Club shall be under the custody of the Secretary and shall not be affixed to any instrument except by authority of these By-laws or a Resolution of the Board and in the presence of such officers or Directors as may be prescribed by these By-laws or such Resolution.

3.3 Deeds, transfers, licenses, contracts, agreements, engagements and instruments to be signed by or on behalf of the Club may be signed by the President, or the First Vice-President and Secretary on behalf of the Club as may be required, and the President may affix the seal of the Club to such instruments as may be required, or may be signed in accordance with a Resolution of the Board.

ARTICLE 4 MEMBERSHIP AND FEES

4.1 Any person residing in the Province of Alberta shall be eligible for membership in the Club. Upon payment of the league or other membership fees as hereinafter described, such person shall be deemed to be a member of the Club in good standing until the following September 1 and entitled to all the rights and privileges of such membership. All Members shall be subject to the provisions of these By-Laws and any applicable legislation.

4.2 League and other membership fees shall be set from year to year by the Board of Directors.

4.3 Rights and Privileges of Members:

Any Member in good standing is entitled to:

- (a) receive notice of meetings of the Club;
- (b) attend any meeting of the Club;
- (c) speak at any meeting of the Club; and
- (d) exercise other rights and privileges given to Members as stated in these By-laws

4.4 Any member may be suspended or expelled from the club for failure to comply with the Club By-laws, Club Regulations, or for any other cause which, in the opinion of the Board of Directors, is not in the best interest of the Club. Any such suspension or expulsion shall be Special Resolution of the Board of Directors.

4.5 Any Member so suspended or expelled shall not be entitled to commence any action or institute any proceedings to be reinstated in the Membership of the Club, and any Member so expelled may be readmitted to Membership only by a Special Resolution passed by the Board.

4.6 No Member or Director of the Club shall, in the member's individual capacity, be liable for any debts or liabilities of the Club.

(a) Each Member or Director holds office with protection from the Club. The Club indemnifies each Member or Director against all costs or charges that result from any act done in their role for the Club. The Club does not protect any Member or Director for acts of fraud, dishonesty, or bad faith.

(b) No Member or Director is liable for the acts of any other Director or employee. No Member or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Club. No Member or Director is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Club, unless the act is fraud, dishonesty or bad faith.

(c) Members or Directors can rely on the accuracy of any statement or report prepared by the Club's auditor. Members or Directors are not held liable for any loss or damage as a result of acting on that statement or report.

4.7 Any Member wishing to withdraw or resign from Membership may do so upon written notice to the Board. No part of the annual fee or other dues shall be refunded.

ARTICLE 5 MEETINGS

5.1 The Annual General Meeting shall be held on or before the 15th day of October each year. Notice stating the date, time and place of the Annual General Meeting shall be given to all Members not less than twenty-one (21) days prior to the date of such meeting. The agenda for the Annual General Meeting shall contain at minimum the following:

- (a) Adopting the agenda;
- (b) Adopting the minutes of the last Annual General Meeting;
- (c) Annual report made by the President;
- (d) Reviewing the financial statements setting out the Club's income, disbursements, assets and liabilities and the auditor's report;
- (e) Presenting the slate of Directors for the upcoming year; and
- (f) Considering other matters as specified in the meeting notice.

5.2 A General Meeting of the Club may be called at any time upon instruction of the President by notice given to all members not less than twenty-one (21) days prior to the date of the meeting.

5.3 A Special General Meeting shall be called by the President upon receipt of a Petition signed by at least twenty-five (25) Members in good standing setting forth the reasons for calling such a meeting. Time and place of the meeting shall be given to all members not less than twenty-one (21) days prior to the date of the meeting.

5.4 Each member in good standing, shall be entitled to one (1) vote to each question or Resolution brought forward at any meeting of the Members of the Club. Such votes must be made in person and not by proxy or otherwise.

5.5 The lesser of Twenty percent (20%) of the Members, or Twenty-five (25) Members in good standing shall constitute a quorum at any meeting.

5.6 Any meeting of the Members may be adjourned to any time and from time to time and such other business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice, other than a statement at the original meeting required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

5.7 The Board shall decide the order of business at any meeting of the Members.

5.8 At all meetings of the Members, every question or Resolution put to a vote of the meeting shall be decided by a majority of the votes cast, unless otherwise expressly required by the By-laws or by law. Unless a poll is demanded by a Member, a declaration by the Chairperson of the meeting that a question or Resolution has been carried or not carried, and an entry to that effect in the minutes of the Club, shall be sufficient evidence of the fact without proof of the number or proportion of the votes in favour of or against such question or Resolution. In case of an equality of votes, the Chairperson shall cast the deciding vote, in addition to any vote the Chairperson may have initially cast.

ARTICLE 6 BOARD OF DIRECTORS

6.1 The Board of Directors shall, subject to the By-laws, Provincial and Federal Statutes, or the lawful directions given it by a majority vote at any properly convened meeting, have full control and management of the affairs of the Club.

6.2 The Board of Directors shall consist of Ten (10) Directors elected by the Membership, or appointed by the Board of Directors, namely:

- a) the President;
- b) the First Vice-President (President-Elect);
- c) the Second Vice-President (Vice-President Elect);
- d) the Treasurer;
- e) the Secretary;
- f) Four (4) Directors at large; and
- g) the Past President.

6.3 The Directors of the Club at the time these By-laws come into effect shall be the persons who were acting as Directors of the Club immediately before these By-laws came into effect.

6.4 The Directors may, by Special Resolution, remove any Director before the expiration of their term of office.

6.5 If any Director of the Board resigns from the board, is absent without reasonable excuse from three (3) or more meetings of the Board, or withdraws or is expelled from the Membership, the President may declare the office vacated and the Board may appoint any person in their place to hold office until the next Annual General Meeting.

6.6 A quorum at a properly convened meeting of the Board shall be Six (6).

6.7 The Board shall meet at least once between Annual General Meetings at such time and at such place as the President may from time to time determine.

6.8 The Board may appoint a General Manager as an employee of the Club who shall be accountable to the Board for the general day-to-day operation and management of the Club's administrative affairs, and who shall perform such duties as are determined by the Board. The General Manager may be appointed or dismissed by the Board. The General Manager shall be an ex-officio non-voting member of all Committees of the Board.

6.9 In case of the absence or inability to act of the General Manager of the Club, or for any reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such person or persons to any other person(s).

6.10 No employee of the Club may be elected or appointed as a Director, or have voting privileges during meetings of the Board of Directors.

6.11 The Board of Directors will appoint a Nominating committee annually, including the Past President. The Board may appoint additional committees as it deems necessary.

6.12 Each Director shall be entitled to one (1) vote to each question or Resolution brought forward at any meeting of the Board of Directors. The President of the Board of Directors shall vote only in the case of a tie vote.

6.13 The Board shall, unless otherwise required in these By-laws or by law, act by resolution passed by a majority of the Directors present at a meeting of the Board. In addition, a resolution in writing signed by all the Directors shall be valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. No Director shall receive remuneration for their services as such. The Board may approve the reimbursement of reasonable expenditures incurred while carrying out the duties of the Club, provided such approval is sought prior to the expenditure

ARTICLE 7 OFFICERS

7.1 The President shall:

- (a) When present, preside as Chair at all meetings of the club and of the Board of Directors;
- (b) Sign the minutes of all such meetings upon their adoption;
- (c) Be a non-voting ex-officio member of all Committees;
- (d) Oversee the management of the business and affairs of the Club;
- (e) See that all orders of Resolutions of the Board of Directors and members are carried into effect; and
- (f) Perform such duties, exercise such power, and function as may be assigned from time to time by the Board of Directors.

7.2 The First Vice-President shall:

- (a) Perform the duties of the President when the President is absent; and
- (b) Assist the President in the discharge of duties.

7.3 The Second Vice-President shall:

- (a) Perform the duties of the President in the absence of both the President and the First Vice-President.

7.4 The Secretary shall:

- (a) Attend all meetings of the Club and the Board of Directors and record facts and minutes of all proceedings in the books kept for that purpose;
- (b) Be the custodian of the seal of the Club;
- (e) Perform such other duties as may from time to time be determined by the Board of Directors; and
- (f) Be custodian of Club governance documents, including maintaining all revisions and updates both paper and electronic. Such documents may include By-laws, policies, procedures, and other documents as identified by the Board of Directors from time to time.

7.5 The Treasurer shall:

- (a) Be familiar with the operating systems and internal controls of the Club to ensure that such systems are in place to safeguard the cash receipts and disbursements of the Club;
- (b) Assist in the design and implementation of internal controls as considered necessary to ensure the safeguarding of the financial assets of the club;
- (c) Act as the representative of the Board to ensure that all statutory government remittances and filings are made in a timely manner. Immediately report to the Board any instances of non-remittance or reporting;
- (d) Serve as the Board's liaison with the external auditor;
- (e) Present audited financial statements to the Annual General Meeting; and
- (f) Make recommendations to the Board with respect to various financial issues affecting the organization including, but not limited to, making investment decisions, capital funding decisions, and creation and/or use of reserves, as may be appropriate.

7.6 The Past President shall:

- (a) Act as chair of the nominating committee;
- (b) Carry out the election of directors at the Annual General Meeting; and
- (c) In the case that the President resigns or is expelled from the Board and/or the Membership, serve as President for the remainder of the term.

ARTICLE 8 ELECTION AND APPOINTMENT OF DIRECTORS AND OFFICERS

8.1 Nominations for vacant positions on the Board of Directors shall be accepted annually before September 15 for the forthcoming Annual General Meeting.

8.2 Notice of the nomination period, stating the number of vacant positions, shall be given to all Members no later than April 1 annually.

8.3 All nominations received during the nomination period will be presented to the Annual General Meeting.

8.4. The slate of vacant positions on the Board of Directors for the upcoming year, excluding the Past President and Treasurer, shall be presented during the Annual General Meeting. Should the number of nominations received be equivalent to the number of vacant positions on the Board, the nominees shall be elected by acclamation. Should more nominations be collected than vacant positions, the Membership will elect the required number of Directors by secret ballot. Should any position of Director remain vacant following the presentation of the slate, nominations for said position(s) will be accepted from the floor. Should said position(s) remain vacant following the conclusion of the Annual General Meeting, the Board may appoint a Director to hold office until the next Annual General Meeting.

8.5 So as to have continuity in the Officers of the Corporation the President who was the First Vice- President of the preceding year shall at the Annual General Meeting next following the

approval and adoption of this Bylaw, be elected for a term of one (1) year or until the next Annual General Meeting thereafter (whichever shall first occur); the First Vice-President who was the Second Vice-President of the preceding year shall at the Annual General Meeting approving and adopting this Bylaw, be elected for a term of two (2) years or until the second Annual General Meeting thereafter (whichever shall first occur).

8.6 The Directors at large shall unless otherwise provided herein be elected to a three (3) year term. At the end of the three (3) year term, a retiring Director shall be eligible for re-election.

8.7 The Board of Directors will hold its first meeting within 30 days following the Annual General Meeting, at which time the Board shall elect the Second Vice-President and Secretary by secret ballot. The Second Vice-President shall advance after completion of the first year of the term to the position of First Vice-President, and the following year shall advance to the position of President. In order to be eligible for nomination the Second Vice-President-Elect nominee must have served a minimum of one year of a prior term on the Board of Directors of the Club.

8.8 The Treasurer shall be appointed annually by the Board of Directors within 30 days following the Annual General Meeting. If the Treasurer vacates or is removed from office, a new Treasurer shall be appointed within 30 days from the date that the office was vacated.

ARTICLE 9 BORROWING POWERS

9.1 The Board of Directors may borrow up to twenty-five thousand dollars (\$25,000.00) without the approval of the general membership.

9.2 For carrying out the objective of the Club, the Board of Directors, with the approval of the General Membership of the Club may borrow money upon the security of the assets of the club and may draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments on behalf of the Club.

ARTICLE 10 BANKING AUTHORITY

10.1 Any two of the following: President, First Vice-President, Second Vice-President, Treasurer, and General Manager, shall be authorized to sign cheques on behalf of the Club.

ARTICLE 11 AUDITED FINANCIAL STATEMENTS

11.1 The Board of Directors shall appoint a duly qualified firm to audit the books, accounts and records of the Club at least once each year. Audited financial statements shall be presented at the Annual General Meeting of the Club.

11.2 The fiscal year of the club in each year shall be May 1 to April 30.

11.3 The Board from time to time shall determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts, books, and records of the Society, shall be open to inspection by the Members at a reasonable time during business hours. Each member of the Board shall at all times have access to such books and records.

ARTICLE 12 MANNER OF MAKING, ALTERING AND RESCINDING BY-LAWS

12.1 These By-laws may be rescinded, altered or added to by any special resolution of the Members at an Annual or special General Meeting of Members.

ARTICLE 13 WINDING UP

13.1 In the event of the dissolution or winding up of the Society, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.

ARTICLE 14 GENERAL

14.1 Whenever under the provisions of these By-laws notice is required to be given or sent, such notice may be given by posting on notice boards within the Club, and/or posting on the Club's website and/or mail, fax, and/or via electronic mail. For the purpose of sending or giving any notice, the address of any Member or Director shall be the last address for that individual as recorded on the books of the Society. Accidental failure to send or give notice of a meeting as aforesaid to any Member or Director shall not invalidate any proceedings taken at the meeting.

14.2 Any Member or Director may at any time waive notice of any meeting of Member or Directors of the Board and may ratify, approve and confirm any or all proceedings taken or had thereafter.

14.3 Words indicating the singular number shall also include the plural, and vice versa, and words indicating any gender shall include all genders, where the context so requires.