



# **Airdrie Edge Gymnastics Club**

# **BYLAWS**

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Club President

## TABLE OF CONTENTS

<b>Mission Statement .....</b>	<b>2</b>
<b>Core Values.....</b>	<b>2</b>
<b><u>Section 1</u> - General.....</b>	<b>3</b>
<b><u>Section 2</u> - Terms and Interpretation.....</b>	<b>3-4</b>
<b><u>Section 3</u> - Board of Directors.....</b>	<b>4-6</b>
<b><u>Section 4</u> - Duties of the Board of Directors.....</b>	<b>6-7</b>
<b><u>Section 5</u> - Meetings of the Board of Directors.....</b>	<b>7-8</b>
<b><u>Section 6</u> - Executive Committee.....</b>	<b>8</b>
<b><u>Section 7</u> - Finance and Administration.....</b>	<b>8-10</b>
<b><u>Section 8</u> - Fees.....</b>	<b>10</b>
<b><u>Section 9</u> - Membership.....</b>	<b>10-11</b>
<b><u>Section 10</u> - Meetings of Members.....</b>	<b>11-13</b>
<b><u>Section 11</u> - Distributing Assets and Dissolving the Club.....</b>	<b>13</b>
<b><u>Section 12</u> - Amending the Bylaws.....</b>	<b>14</b>



## **Mission Statement**

At Airdrie Edge Gymnastics, we support families, club and community uniting to support athletes in their endeavor to exceed expectations in sport and in life.

## **Core Values**

- Challenge – Be the best that you can be; personally, athletically, and professionally
- Learning - Learn from yesterday's mistakes, look forward to tomorrow's lessons, and always look at what is in front of you now
- Respect – Always respect the difficulty in spot, respect yourself, and respect others
- Commitment – To creativity and learning, dedication, and respect for your club, self, and coaches, and to supporting and giving back to your community
- Discipline – Understanding, empowering, and demonstrating a high degree of self-control, motivation, and work ethic in sport and in life
- Integrity – Setting a high standard for personal and club conduct and committing to that standard even when faced with difficult situations

## 1.1 The Club

The name of the Club is Airdrie Edge Gymnastics Club, which may be known or referred to as Airdrie Edge.

## 1.2 The Bylaws

The following articles set forth the Bylaws of Airdrie Edge Gymnastics Club.

## **Section 2** **Terms**

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### 2.1 Defined Terms

In these Bylaws, the following words have these meanings:

**Act:** Means the Societies Act. R.S.A 1980, Chapter S-18 as amended, or any statute substituted for it;

**Annual General Meeting (AGM):** Means the annual general meeting described in Section 10;

**Board:** Means the Board of Directors of this Club;

**Bylaws:** Means the Bylaws of this club;

**Airdrie Edge:** Means the Airdrie Edge Gymnastics Club;

**Director:** Means any person elected or appointed to the board;

**Non-Voting Member:** Shall be an individual as described in Section 9.4;

**Officer:** Means any Officer listed in Section 4;

**Registered Office:** Means the registered office for the club;

**Special General Meeting:** Means the special general meeting described in Section 10.4;

**Special Resolution:** Means a resolution passed at an Annual General or Special General Meeting of the membership of this Club. There must be twenty-one days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the Voting Members who vote in person; and Voting members shall be an individual described in Section 9.1

### 2.2 Interpretation

**Single or Plural:** Words indicating the singular number also include the plural, and vice versa.

**Masculine and Feminine:** Words indicating the masculine gender shall apply to the feminine gender, and vice versa.

**Corporation:** Words indicating persons also include corporations.

**Headings:** Are for convenience only. They do not affect the interpretation of these Bylaws.

**Liberal Interpretation:** These Bylaws must be interpreted broadly and generously.

## Section 3 Board of Directors

### 3.1 – Governance and Management of the Club

The Board governs the affairs of the Club. The Board may hire staff to carry out management functions under the direction and supervision of the Board.

### 3.2- Composition of the Board

3.2.1 – The number of Board of Directors shall be twelve (12)

3.2.2 – The composition of the Board shall be as follows:

- Four (4) elected Officers
- Seven (7) elected Directors
- Past President (non-voting)

3.2.3 – In order to prevent any conflict of interest, the following shall be deemed ineligible to stand for any elected Board positions;

- Any paid member of staff
- Any immediate family member (including spouse, sibling, child, parent, or grandparent) of any paid member of staff reporting directly to The Board.

### 3.3 – Election of Directors

3.3.1 – Elections of the officers and directors of the Board of Directors shall be conducted annually at the Annual General Meeting of the Club by the Voting Members present at the meeting.

3.3.2 – A Nominating Committee shall be appointed by the Board not less than sixty (60) days in advance of the Annual General Meeting. The Nominating Committee shall present a slate of candidates naming Members for the positions of Directors on the Board to be filled in accordance with the Bylaws, after having ensured that each nominee is a voting member and is willing to accept if elected. Nominations will normally not be accepted from the floor at the time of the AGM. However, nominations can be opened at the AGM, provided that two-thirds (2/3) of the votes cast at the AGM are in agreement.

3.3.3 – Members who have been nominated to stand for election but who will be absent at the time of the election, must indicate in writing to the Nominating Committee prior to the election that they are willing to accept if elected.

### **3.4 – Terms of the Elected Officers**

3.4.1 – The Elected Officers shall be elected for a two (2) year term.

### **3.5 – Vacancies on the Board and Removal of Directors**

3.5.1 – Should any vacancies on the Board occur for an elected Officer or Director, the Board shall post in the gym that the vacancy has occurred. They shall solicit interest from this posting and if only a single individual expresses interest, appoint said individual at the next regularly scheduled Board meeting. If there are multiple candidates, the Board shall call a special meeting for the time of the next regularly scheduled Board meeting and deal with the election of the replacement as the first order of business.

3.5.2 – Elected Officers and Directors shall be fully committed to attending every meeting of the Board. Failure to attend three regularly scheduled meeting in any twelve (12) month period will result in an individual Board Member's automatic removal from the Board, unless appealed by the Member and reviewed by the Board.

### **3.6 – Remuneration**

3.6.1 – No Officer or Director shall be entitled to remuneration from the property or assets of the Club as a result of the execution of his office. An Officer or Director shall be entitled to reimbursement of expenses paid by himself on behalf of the Club and as authorized by the Board.

3.6.2 - Reasonable expenses incurred while carrying out duties of the Club may be reimbursed at rates set by the board from time to time.

## **Section 4                      Duties of the Board of Directors**

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### **4.1- Officers**

The Officers of the Club shall be elected at the Annual General Meeting. They shall be:

- President
- Vice-President
- Treasurer
- Secretary

### **4.2- Recording Secretary**

The Board of Directors may appoint a recording secretary who is not a Member of the Board.

### **4.3 – Duties of the Officers**

The duties of the Officers shall include, but not be limited to the following:

- The President shall preside at all meetings of the Board of Directors. In his absence, the Vice-President, or in his absence, the President's designated alternate, shall preside at such meetings.
- The President shall be a Member, ex-officio, of all Committees of the Club.
- The Vice-President shall act for the President in his absence.
- The Treasurer shall ensure that accurate records are maintained on all accounts and receipt and disbursement of money. At the Annual General Meeting, the Treasurer shall present an audited report and shall report on the financial activities of the Club.
- The Secretary prepares and distributes minutes of the meetings of the Board of Directors and is in charge of all correspondence of the Board of Directors.

### **4.4 – Board Committees**

The Board may appoint Committees, and will specify the terms and responsibilities of each Committee. Such Committees may be comprised of Members of the Board, Voting or Non-Voting Members, public or any combination thereof.

## **Section 5                      Meetings of the Board of Directors**

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### **5.1 – Time, Date and Location of Meetings of the Board**

Meetings of the Board shall be held at such time and on such days and at such location as the President of the Club 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.

### **5.2 – Special Meetings of the Board**

Meetings of the Board may be called on the request of any five (5) Officers or Directors provided that such request shall be made to the President in writing. Such request shall state the business to be brought before the Board.

### **5.3 – Quorum and Voting**

50% (rounded up to the nearest whole number) of the current Board of Directors constitutes a quorum. The Board shall not transact business at a meeting of the Board unless a quorum is present. Questions arising at any meeting of the Board shall be decided by a majority of votes. The Chair of the meeting shall not have the right to vote unless there is a tie vote, in which case the Chair shall have the deciding vote.

### **5.4 Observers at Board Meeting**

Non board members are permitted to observe the normal operations of The Board within the following guidelines:

- Any voting member of Airdrie Edge in good standing may attend a Board Meeting.
- Any non-member of Airdrie Edge may be invited to attend a Board meeting by the President or the President's designated representative.
- Observers must be announced to the Board at the beginning of the meeting.
- Unless an observer has previously requested inclusion on the Boards agenda, permission to speak must be given from the Chair.



- The Board shall endeavor to set any 'in camera' items at the end of the meeting's agenda, thus preventing observers from being disrupted by being asked to leave and then return. That notwithstanding, should an item arise during the course of the meeting, which is determined by the Board to be 'in camera', observers shall be asked by the Chair to withdraw for that portion of the meeting.

## **Section 6                      Executive Committee**

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### **6.1 – Executive Committee**

The Executive committee shall consist of four officers. They are as follows:

- President
- Vice-President
- Treasure
- Secretary

## **Section 7                      Finance and Administration**

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### **7.1 – The Registered Office**

The Registered Office of Airdrie Edge is located in the Genesis Place complex at 800 East Lake Boulevard, Airdrie, Alberta T4A 2K9

### **7.2 – Fiscal Year**

The fiscal year end is August 31 of each year.

### **7.3 – Bank Accounts**

All funds of the Club shall be deposited in a bank authorized by the Board of Directors to an account in the name of the club.

### **7.4 – Audit**

There shall be an audit of the books, accounts and records of the Club at least once each year. The audit shall be carried out by a qualified accountant or two (2) Members, excluding Officers, appointed at the Annual General Meeting. At the Annual General Meeting or Special General Meeting of the Club, the Treasurer submits a complete statement of the books of the previous year.

## **7.5 – Signing Authority**

The Board will annually pass a resolution to designate the signing authorities of the Club.

## **7.6 – The Keeping and Inspection of the Books and Records of the Club**

7.6.1 - The Secretary or his designated alternate ensures that a copy of the Minutes of the Club is kept and that all meetings of the Members and the Board are recorded.

7.6.2 - The original Minute Books are kept at the Registered Office of the Club. This record contains minutes from all meetings of the Club, the Board and all other Board Committees.

7.6.3 - The Treasurer or his designated alternate ensures all financial records are prepared and held at the Registered Office of the Club.

7.6.4 - A Member wishing to inspect the books or records of the Club must give a minimum of 7 days' notice to the Executive of his request to do so.

7.6.5 - Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Club, during normal business hours.

7.6.6 - Other books and records of the Club prepared by the Club are held by the President or his designate at the Registered Office of the Club and are also open for inspection, except for books and records that the Board designates as confidential.

## **7.7 Borrowing Powers**

The Club may borrow or raise funds to meet its objectives and operations. The Board may decide the amounts and ways to raise money. The Club may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Club.

## **7.8 Protection and Indemnity of Officers and Directors**

7.8.1 - Each Officer or Director holds office with protection from the Club. The Club indemnifies each Officer or Director against all costs or charges that result from any act done in his role for the Club. The Club does not protect any Officer or director for acts of fraud, dishonesty, or bad faith.

7.8.2 - No Officer or Director is liable for the acts of any other Officer, Director or employee. No Officer 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 Officer or Director is liable for any loss due to an

oversight or error in judgement, or by an act in his role for the Club, unless the act is fraud, dishonest or bad faith.

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

## **Section 8**

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### **Fees**

#### **8.1 – Fees**

Membership fees shall be determined by the Board no later than 30 days prior to the Annual General Meeting.

## **Section 9**

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### **Membership**

#### **9.1 – Voting Members**

Voting members shall be any individual interested in furthering and promoting the objectives of the Airdrie Edge. They must be the full age of 18 years.  
Membership must be paid in full

#### **9.2 – Rights of Voting Members**

All Voting Members shall be entitled to:

- Receive notice of the Annual General Meetings and Special General Meetings of the Airdrie Edge
- Participate in the Annual General Meeting and Special General Meetings of the Airdrie Edge
- Exercise other rights and privileges given to Members in these Bylaws

#### **9.3 – Non-Voting Members**

Non-Voting Members shall be an official representative of a minor athlete or an Adult athlete registered in an Airdrie Edge program.

#### **9.4 – Rights of Non-Voting Members**

All Non-Voting Members shall be entitled to:

- Receive notice of the Annual General Meetings and Special General Meetings of the Airdrie Edge

- Participate in a non-voting capacity in the Annual General Meeting and Special General Meetings of the Airdrie Edge
- Exercise other rights and privileges given to Non-Voting Members in these Bylaws

## 9.5 – Expulsion of Members

9.5.1 - Any member, by resolution of the Board, may be expelled from membership in the Airdrie Edge, for the purposes deemed sufficient in the interests of the Airdrie Edge. The Member considered for expulsion shall retain the right to appear at a meeting of the Board for explanation and discussion of the expulsion. Unless otherwise stated in the referred to policy being disputed.

9.5.2 - Any Member expelled from the membership of the Airdrie Edge has the right to an appeal process. The Member appealing shall retain the right to appear at a meeting consisting of the member expelled, an independent arbitrator, and a Board quorum for explanation, discussion, and resolution of the expulsion. The arbitrator's decision in the appeal will be binding.

## 9.6 – Transmission of Membership

No right or privilege of any Member is transferable to another person.

## 9.7 – Limitations of the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Airdrie Edge.

## Section 10 Meetings of Members

## 10.1 – The Annual General Meeting

10.1.1 - The Airdrie Edge holds the Annual General Meeting at a place, day, and time established by the Board on or before October 31<sup>st</sup> of each year.

10.1.2 - The Airdrie Edge shall hold an AGM on or before October 31<sup>st</sup> of each year, of which the meeting notice shall be given to all members a minimum of fourteen (14) days prior to the AGM. Members shall be notified by either telephone, mail, e-mail, and/or notices posted at the Airdrie Edge facility, or on the web page.

## **10.2 – Agenda for the Annual General Meeting**

The Annual General Meeting deals with the following matters:

- Adopting the minutes of the last Annual General Meeting;
- Consideration of the President's report;
- Reviewing the financial statements setting out the Club's income, disbursements, assets and liabilities and the auditors' report;
- Appointment of the auditors;
- Election of Officers and Directors;
- Consideration of the matters specified in the meeting notice.

## **10.3 – Quorum at the Annual General Meeting**

A quorum for the transaction of business at any meeting of members shall consist of at least one third (1/3) of the voting members or twenty (20) Voting Members, whichever is the lesser.

## **10.4 – Special General Meetings of the Club**

Special General Meetings may be called at any time:

- By a resolution of the Board of Directors to that effect; or
- On written request of a majority of the Directors. 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
- On receipt by the President of a petition signed by one third (1/3) of the voting Membership, setting forth reasons for such a meeting.

## **10.5 – Agenda for the Special General Meeting**

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

## **10.6 – Voting and Quorum at the Special General Meeting**

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

## **10.7 – Proceedings at the Annual General Meeting or a Special General Meeting**

### **10.7.1 Quorum**

If a quorum for a meeting of Members of the Club is not present within (30) thirty minutes of the time fixed for the meeting, it shall stand adjourned to the same day in the next week at the same time and place and if after such adjournment, a quorum is not present, those Voting Members then present shall constitute a quorum.

#### 10.7.2 Presiding Officer

The President chairs every Annual General Meeting or Special General Meeting of the Club. The Vice-President chairs in the absence of the President. If neither the President nor Vice-President is present within (1/2) one-half hour after the set time for the Annual General Meeting or Special General Meeting, the Voting Members present choose (1) one of the Voting Members to chair.

### **10.8 – Voting at an Annual General Meeting or Special General Meeting**

10.8.1 Voting for the Board of Directors shall be by secret ballot. The candidate receiving the most votes shall be declared elected. In the event of a tie vote, additional ballots shall be cast until a candidate is declared elected. Two (2) Members appointed by the Club shall count ballots.

10.8.2 A show of hands decides all other votes at every Annual General Meeting or Special General Meeting. Each Voting Member has (1) one vote. A ballot is used if a majority of Voting Members request it.

10.8.3 If there is a tie vote, the motion is defeated.

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

10.8.5 Members must be in attendance to vote. No vote by proxy will be accepted.

### **10.9 – Failure to Give Notice of Meeting**

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

- Accidental omission to give notice to any Member;
- Any Member not receiving any notice; or
- Any error in any notice that does not affect the meaning.

## **Section 11      Distributing Assets and Dissolving the Club**

### **11.1 – Distributing Assets and Dissolving the Club**

The Club does not pay any dividends or distribute its property among its Members. Upon the dissolution of the Club and after the payment of all debts and liabilities, the remaining property of the Club shall be distributed or disposed of to charitable organizations or to organizations where the object of which is determined by the Board to be beneficial to the community.

## **Section 12**

## **Amending the Bylaws**

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### **12.1 – Amending the Bylaws**

These Bylaws may be cancelled, amended or added to by a Special Resolution at any Annual General Meeting or Special General Meeting of the membership. The (14) fourteen days' notice of the Annual General Meeting or Special General Meeting of the membership must include details of the proposed resolution to change the Bylaws. The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and once registered by the Corporate Registry of Alberta.

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Club President

