



BY-LAWS

Edmonton Triathlon Club (1998)

By-Laws

Revised March 2004

Edmonton Triathlon Club (1998) By-Laws

1.0 The Society

- 1.1 The name of the Society is the Edmonton Triathlon Club 1998, which may also be known as the Edmonton Triathlon Club, the ETC, or the Society.

2.0 Definitions

In these By-Laws the following words have these meanings:

- 2.1 *Act* means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- 2.2 *Annual General Meeting* means the annual general meeting described in Item 10.0.
- 2.3 *Board* means the Board of Directors of this Society.
- 2.4 *By-Laws* means the By-Laws of this Society as amended from time to time.
- 2.5 *Chair* means the individual duly elected or appointed to hold the office of the Chair.
- 2.6 *Director* means any person elected or appointed to the Board.
- 2.7 *Marketing Director* means the individual duly elected or appointed to hold the office of Marketing Director.
- 2.8 *Member* means a member of the Society.
- 2.9 *Past Chair* means the individual who was the Chair of the Society immediately prior to the election of the incumbent Chair.
- 2.10 *Secretary* means the individual duly elected or appointed to hold the office of Secretary.
- 2.11 *Social Director* means the individual duly elected or appointed to hold the office of Social Director.
- 2.12 *Special Resolution* means a resolution passed at a general meeting of which not less than fifteen (15) days notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75 percent of those Members who, if entitled to do so, vote in person.
- 2.13 *Society* means the Edmonton Triathlon Club (1998).
- 2.14 *Treasurer* means the individual duly elected or appointed to hold the office of Treasurer.
- 2.15 *Vice Chair* means the individual duly elected or appointed to hold the office of Vice Chair.

3.0 Interpretation

- 3.1 Words importing the singular number include the plural and vice versa.
- 3.2 Words importing gender include masculine, feminine or neuter.
- 3.3 A derivation of any word, term or expression defined herein shall have a meaning corresponding to the defined word, term or expression.
- 3.4 The headings to the provisions of the By-Laws are inserted for convenience of reference and do not define, enlarge or limit the terms and provisions of the By-Laws.
- 3.5 These By-Laws shall be interpreted broadly and generously.

4.0 Object of the Society

- 4.1 The Edmonton Triathlon Club (1998) is an organization that provides opportunities for friendship, support and social networking for people interested in multisport activities.

5.0 Membership

- 5.1 Voting members shall be members aged eighteen (18) or over.
- 5.2 Non-voting members shall be members under the age of eighteen (18) years.
- 5.3 Memberships shall be offered to individuals or families.

6.0 Membership Rates

- 6.1 The Board shall determine the Membership Rates by December 31 of each calendar year.
- 6.2 The Membership Year shall be the 1st of April to the 31st of March of each calendar year.

7.0 Rights and Privileges of Members

- 7.1 Any member in good standing is entitled to:
 - 7.1.1 Receive notice of meetings of the Society
 - 7.1.2 Attend any meeting of the Society
 - 7.1.3 Speak at any meeting of the Society
 - 7.1.4 Exercise other rights and privileges given to Members in these By-Laws.

7.2 Voting Members

The only Members who can vote at meetings of the Society are:

7.2.1 Members in good standing who are at least eighteen (18) years of age.

7.3 Number of Votes

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

7.3.2 Members who have a family membership shall be entitled to one (1) vote per family membership.

8.0 Suspension, Expulsion or Termination of Membership

8.1 Decision to Suspend or Expel

The Board may suspend or expel a Member by majority vote for not more than twelve (12) months, for one or more of the following reasons:

8.1.1 If the Member has failed to pay their membership fee

8.1.2 If the Member has failed to abide by the By-Laws

8.1.3 If the Member has been disloyal to the Society

8.1.4 If the Member has disrupted meetings or functions of the Society

8.1.5 If the Member has done or failed to do anything judged to be harmful to the Society.

8.2 Suspension or Expulsion Notice to the Member

8.2.1 The affected member will be notified of the suspension or expulsion and the reasons for the suspension or expulsion. The Board shall determine if a refund of membership fees shall be provided.

8.3 Resignation

8.3.1 Any member may resign from the Society by sending or delivering a notice to the Board of the Society.

9.0 Transmission of Membership

9.1 No membership can be transferred to another person.

10.0 Meetings of the Society

10.1 The Annual General Meeting

- 10.1.1 The Society will hold an Annual General Meeting once each calendar year. The Board will set the place, day and time of the meeting.
- 10.1.2 The Board will provide members with a notice to each Member at least fifteen (15) days before the Annual General Meeting.
- 10.1.3 The agenda for the meeting will deal with the following matters:
 - 10.1.3.1 Adopting the agenda
 - 10.1.3.2 Adopting the Minutes of the last Annual General Meeting
 - 10.1.3.3 Reviewing the Chair's report
 - 10.1.3.4 Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and any related reports
 - 10.1.3.5 Electing the Chair
 - 10.1.3.6 Electing the Members of the Board
 - 10.1.3.7 Consider matters specified in the meeting notice
 - 10.1.3.8 Consider other matters properly brought before the Meeting.
- 10.1.4 Quorum shall be attained when fifteen (15) members of the Society attend the meeting.

11.0 The Government of the Society

11.1 The Board of Directors

- 11.1.1 The Board governs and manages the affairs of the Society.
- 11.1.2 Powers and Duties of the Board

The Board has the powers of a Society with such restrictions as may be imposed from time to time in the *Societies Act*. The powers and duties of the Board include:

 - 11.1.2.1 Promoting the objects of the Society
 - 11.1.2.2 Promoting membership in the Society
 - 11.1.2.3 Overseeing and managing operations of the Society
 - 11.1.2.4 Maintaining and protecting the Society's assets and property
 - 11.1.2.5 Paying all expenses for operating and managing the Society
 - 11.1.2.6 Paying persons for services and protecting persons from debts of the Society
 - 11.1.2.7 Managing the finances of the Society
 - 11.1.2.8 Maintaining all accounts and records of the Society
 - 11.1.2.9 Making any policies for operating the Society.

- 11.1.3 Composition of the Board
The Board consists of the Chair, the Vice Chair, the Treasurer, the Secretary, the Marketing Director, the Social Director, the Communications Director and a minimum of one (1) and a maximum of five (5) Directors-at-Large.
- 11.1.4 Election of the Directors and Chair
 - 11.1.4.1 Voting members of the Society will elect the Chair, the Vice Chair, the Treasurer, the Secretary, the Marketing Director, the Social Director and a minimum of one (1) and a maximum of five (5) Directors-at-Large.
 - 11.1.4.2 Directors shall hold office as Directors for two (2) year terms, with the exception of elections following adoption of these By-Laws in order to facilitate rotation and succession of the Board.
 - 11.1.4.3 Elections shall be staggered so that, in addition to the election of Directors to fill vacancies due to death, resignation or removal, no more than five (5) Directors shall be elected at any Annual General Meeting, with the exception of the elections following adoption of these By-Laws in order to facilitate rotation and succession of the Board.
 - 11.1.4.4 Resignation or removal of a Director
 - 11.1.4.4.1 A Director may resign from office by giving notice to the Board.
 - 11.1.4.4.2 The Board may remove any Director, including the Chair, by a majority vote of the Board.
 - 11.1.4.5 Meetings of the Board
 - 11.1.4.5.1 The Chair calls the meetings.
 - 11.1.4.5.2 The Chair shall provide Board members with at least ten (10) days notice of meetings. A meeting with less than ten (10) days notice may be held without notice if a quorum of the Board is present.
 - 11.1.4.5.3 A majority of the Directors present at any Board meeting is a quorum.
 - 11.1.4.5.4 Each Director has one (1) vote and in the case of a tie vote, the motion is defeated.

11.2 Duties

- 11.2.1 The Chair:
 - 11.2.1.1 Oversees the affairs of the Board and Society
 - 11.2.1.2 Chairs all meetings of the Society and the Board when present, in accordance with Robert's Rules of Order
 - 11.2.1.3 Acts as spokesperson for the Society

- 11.2.1.4 Shall be an ex-officio member of all committees of the Board
 - 11.2.1.5 Carries out other duties as assigned by the Board.
- 11.2.2 The Vice Chair
- 11.2.2.1 Shall assist the Chair in the performance of his or her duties
 - 11.2.2.2 Shall chair all meetings of the Society and the Board in the absence of the Chair
 - 11.2.2.3 Shall submit the Annual Return for the Society
 - 11.2.2.4 Carries out other duties as assigned by the Board.
- 11.2.3 The Treasurer
- 11.2.3.1 Ensures all monies paid to the society are deposited in the financial institution chosen by the Board
 - 11.2.3.2 Maintains a current record of all members with name and contact information
 - 11.2.3.3 Ensures the signing authority of the Society is kept current at the financial institution chosen by the Board
 - 11.2.3.4 Ensures a detailed account of revenues and expenditures is presented to the Board as requested
 - 11.2.3.5 Prepares a financial statement of the Society for presentation at the Annual General Meeting
 - 11.2.3.6 Carries out other duties as assigned by the Board.
- 11.2.4 The Secretary
- 11.2.4.1 Attends all meetings of the Society and the Board. Prepares and maintains Minutes of these meetings
 - 11.2.4.2 Circulates Minutes to the Board in a reasonable time prior to the next meeting
 - 11.2.4.3 Maintains general correspondence and related file information
 - 11.2.4.4 Carries out other duties as assigned by the Board.
- 11.2.5 The Marketing Director
- 11.2.5.1 Promotes public awareness of the Society
 - 11.2.5.2 Manages the purchase, sales and inventory of ETC merchandise
 - 11.2.5.3 Carries out other duties as assigned by the Board.
- 11.2.6 The Communications Director
- 11.2.6.1 Manages the communication activities of the Society including overseeing the website
 - 11.2.6.2 Carries out other duties as assigned by the Board.
- 11.2.7 The Social Director
- 11.2.7.1 Coordinates the social activities of the Society
 - 11.2.7.2 Carries out other duties as assigned by the Board.

11.3 Board Committees

11.3.1 The Board may appoint committees to advise the Board.

12.0 Finance

- 12.1 The fiscal year of the Society ends on the 31st day of March in each calendar year or at such other date as determined by the Society.
- 12.2 The books, accounts and records of the Treasurer shall be reviewed or audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books of the previous year shall be submitted by the Treasurer at the Annual General Meeting of the Society.
- 12.2.1 At the discretion of the Board, a full audit of the financial books, accounts and records may be conducted.
- 12.3 The financial books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notice to the Chair who shall arrange an inspection time satisfactory to the Treasurer. Each member of the Board shall, at all times, have access to the financial books and records of the Society.
- 12.4 A bank account shall be maintained by the Society wherein all receipts shall be deposited. The Treasurer or the Chair or the Vice Chair, or any other specifically designated member of the Board shall approve all payments. Cheque signing authority shall be any two of the Chair, the Treasurer and the Vice Chair or one other member of the Board as elected by the Board.
- 12.5 The activities of the Society shall not be carried out for the purpose of financial gain for the members. Any profits or other financial benefits to the Society shall be used for the purposes of meeting the objectives of the Society.
- 12.6 The Society may borrow, raise or secure money to meet its objects. The power to issue debentures of the Society shall be exercised only under the authority of a special resolution at a general meeting of the Society.
- 12.7 In the event of dissolution or winding up of the Society, all assets, following the payment of liabilities, shall be distributed to a registered and incorporated charitable organization.

13.0 Amendment of By-Laws

The By-Laws may be rescinded or amended by special resolution passed at a general or special meeting of the Society.

Dated at the City of Edmonton, in the Province of Alberta, this _____ day of _____, 2004.

I hereby certify the above By-Laws were passed by way of a Special Resolution at the Annual General Meeting of the Edmonton Triathlon Club (1998) held on the _____ day of _____, 2004 to replace the existing By-Laws of the Edmonton Triathlon Club (1998).

Signature

Position

Print Name

Address

Signature

Position

Print Name

Address

Signature

Position

Print Name

Address