

# **BYLAWS OF THE CALGARY TRACK COUNCIL**

## **1. INTERPRETATION**

This document sets out the general Bylaws of the Calgary Track Council (the “Society”) and will govern the business affairs of the Society.

The Society will be carried on without the purpose of gain for its members. Profits or other accreditation to the Society will be used exclusively in promoting its Objects.

### **1.1 NAME**

The Society will be known as the Calgary Track Council. The Society will operate in the province of Alberta, Canada.

## **2. MEMBERSHIP**

**2.1** Membership in the Society will be open to: any track & field/running club in Calgary and surrounding area registered with Athletics Alberta, AC High Performance Centre Calgary, Athletics Alberta Officials Committee, City of Calgary, and any School Athletic Association (Secondary or Post-Secondary) in Calgary and surrounding area that:

- a) Supports and abides by the aims and purposes of the Society’s Objects
- b) Appoints a representative to serve as a director and to attend Society meetings.
- c) Pays any annual membership fee established by the Board of Directors; and
- d) Is willing to contribute time, effort, and provide volunteers to the Society.

Eligible Clubs/organizations may apply for membership in the Calgary Track Council and memberships shall be confirmed at the Calgary Track Council Annual General Meeting.

### **2.2 ANNUAL MEMBERSHIP FEE**

- a) The term of membership will begin and end at the Annual General Meeting.
- b) The Board of Directors may establish an annual membership fee payable to the Society.

### **2.3 RIGHTS AND PRIVILEGES OF MEMBERSHIP**

- a) A “member in good standing” is a member who has paid all the required membership fees to the Society.
- b) Any member in good standing is entitled to:
  - receive member publications
  - receive notice of meetings of the Society
  - attend and vote at any General Meeting
  - nominate persons to the Board of Directors
  - have its representative be elected or appointed to the Board of Directors
  - have its representative be a member of and participate in committees of the Society
  - receive, without charge, a copy of the Bylaws of the Society; and
  - exercise other rights and privileges given to members in these Bylaws.

### **2.4 RESPONSIBILITIES OF MEMBERS**

- a) All members must pay the fees assessed to them to remain members in good standing.
- b) All members and their representatives are expected to promote and support the Objects of the Calgary Track Council, and comply with its Bylaws, policies and rules.

### **2.5 TERMINATION OF MEMBERSHIP**

- a) A club/organization will cease to be a member of the Society:
  - by resignation in writing to the Chair/Executive Director
  - on failure to pay the annual membership fee within 60 days after it is due; or
  - on being terminated.
- b) The Board will be empowered to remove the privilege of membership from any member who in the determination of the Board, acts contrary to the interests of the Society.
- c) A member may be terminated for cause by a 2/3 vote of the Board of Directors.
- d) No member may be terminated unless and until the member’s representative has been given an opportunity to address the Board of Directors.
- e) The Board of Directors may reinstate members by a 2/3 vote.

### **3. BOARD OF DIRECTORS**

#### **3.1 POWERS**

- a) The Board is authorized to exercise in the name of the Society, such powers as are assigned to it according to the Bylaws of the Society including full power to make such rules and regulations as they may from time to time consider necessary for the good governance and well being of the Society, providing such rules and regulations are not inconsistent with these Bylaws or the *Societies Act* including:
- carrying out the Objects of the Society
  - controlling all Society property
  - regulating admission of members, requirements of membership and termination of membership
  - creating, interpreting and administering policy
  - interpreting the intent of any Bylaw, rule, regulation resolution or report in connection with the Society and determining any dispute in that regard
  - governing and regulating the operations, management, and control of the Society and all its activities
  - making contracts, exercising powers and carrying out actions it is authorized by its members to do
  - hiring, orienting, evaluating and compensating an Executive Director (or paid administrator) to carry out management functions under the direction and supervision of the Board
  - appointing committees as required; and
  - making decisions as necessary where specific direction is not contained in these Bylaws.

#### **3.2 ELIGIBILITY AND COMPOSITION**

- a) Each member club/organization shall nominate one representative to serve as a director.
- b) Each director shall be of the full age of 18 years or older.
- c) The Board will consist of not less than 5 and not more than 19 Directors with the number of Directors being determined by the members at the Annual General Meeting of the Society.
- d) The Board will have the power to fill any vacancy that may occur during the year and any such new Director will be elected by the majority of the Directors at a Board meeting.

### **3.3 TERMS AND CONTINUITY**

- a) Directors will be elected or appointed annually at the Annual General Meeting. Directors elected or appointed to the Board shall serve for a term of two years.
- b) Directors are eligible for re-election upon approval of the Board.

### **3.4 DUTIES AND RESPONSIBILITIES OF DIRECTORS**

All Directors are expected to:

- a) Attend all Board meetings, Special Meetings and the Annual General Meeting
- b) Advise the Chair in advance of non-attendance at any meeting
- c) Support the work of the Society and the mandate of the Board
- d) Acknowledge receipt of communications from the Chair if required by such communication; and
- e) Carry out specific duties and responsibilities for their Board position, to the best of their ability, as outlined in these Bylaws and applicable position descriptions.

### **3.5 REMOVAL OR RESIGNATION OF DIRECTORS**

- a) Any Director may resign by delivering a written notice to the Chair.
- b) Non-attendance of Directors at more than 3 consecutive Board meetings will be deemed as resignation, unless such absence receives approval of the Chair.
- c) The Board may, at a Special Meeting of the Board called for such purpose, expel any Director for any cause which the Board may deem reasonable.
- d) Upon cessation of membership for whatsoever reason, the former Director or his or her estate is liable for any debts owing to the Board or Society at the date of cessation.

## **4. OFFICERS OF THE BOARD**

- a) The Officers of the Society will be the Chair, Past Chair, Vice-Chair, Secretary, and Treasurer. The Officers of the Society may or may not be club/organization representatives serving as directors, at the discretion of the Board.
- b) All officers will be elected or appointed at the Annual General Meeting.
- c) All Officers shall serve a 1 year term or until their successors are elected or appointed. Officers are eligible for re-election.

#### **4.1 DUTIES OF OFFICERS**

- a) The **Chair** will be the chief officer of the Society and will be responsible for coordination of the efforts of the Society and will have the authority to act for the Board in emergency situations. The Chair will provide leadership to the Board of Directors, chair all meetings, keep Board activities focused on the Objects of the Society, and be an *ex officio* member of all committees with voice and vote. The Chair will submit a report of the year's activities on behalf of the Board at the Annual General Meeting.
- b) The **Vice-Chair** will assist the Chair in carrying out such duties and powers of the Chair as deemed by the Chair or the Board of Directors. During the absence or inability of the Chair, the Vice-Chair will assume the duties of the Chair. The Vice-Chair will act as an *ex officio* member of all committees with voice and vote.
- c) If the Vice-Chair is unable to fulfill the duties of the Chair during the latter's absence or inability, the Board may appoint another Director to fulfill those duties.
- d) The **Secretary** is required to ensure that accurate minutes are maintained of all meetings of the Society and of the Board of Directors, give notice of all meetings to members and Directors, and be responsible for any correspondence authorized by the Board. The Secretary will retain the books and records, including a record of Board policies, and the membership list of the Society.
- e) In case of absence of the Secretary, another Director designated at that meeting, will discharge the duties of the Secretary.
- f) The **Treasurer** will oversee the financial systems and internal controls of the Society, submit a financial report to each Board meeting, and present the audited financial statements at the Annual General Meeting. The Treasurer will recommend a proposed budget to the Board including any revision of annual dues considered expedient.

#### **4.2 REMOVAL OF OFFICERS**

The Board by resolution may remove an Officer before the expiration of their term by a 2/3 vote.

#### **5. CONFLICT OF INTEREST**

- a) All Directors are required to declare any and all conflicts of interest that may affect or be perceived to potentially affect their role as a Director of the Society.

- b) The declaration of the conflict of interest form will be in a format prescribed by the Board and must be signed as a condition of sitting on the Board.
- c) Failure or refusal to sign a declaration will be considered sufficient grounds for termination of the Director's position and he or she will be deemed to be resigned.

## **6. MEETINGS**

- a) A meeting may be in person, or may take the form of any electronic or telecommunications media as deemed acceptable by the Board of Directors.
- b) No action taken at an Annual General Meeting, Special meeting or Board meeting of the Society is invalid due to:
  - accidental omission to give notice to any person entitled to receive notice of that meeting
  - any person entitled to receive notice of that meeting not receiving notice; or
  - any error or omission in any notice that does not substantially affect the meaning of the information in the notice.

### **6.1 ANNUAL GENERAL MEETING**

- a) The Annual General Meeting of the Society will be held in the Province of Alberta within 90 days of the fiscal year end or at such other time as may be unanimously designated by the Board of Directors. The Annual General Meeting shall be the only General Meeting of the Society.
- b) The Board will determine the date, time, place and agenda of such meeting.
- c) Notice in writing to the last known physical or electronic address of each member will be delivered no less than 21 days prior to the date of all annual or special general meetings.
- d) The notice will state the place, date, and time of the meeting and any business requiring a Special Resolution.
- e) The Annual General Meeting will deal with a minimum the following items:
  - adoption of the minutes of the previous Annual General Meeting
  - Society Annual Report delivered by the Chair
  - presentation of audited financial statements

- appointment of auditors
  - appointment or election of Directors to the Board
  - consideration of any Special Resolutions; and
  - any other matter specified in the notice convening the meeting.
- f) The Chair may cancel or reschedule a meeting if there is no quorum, or allow the meeting to proceed for the purpose of discussion only.
- g) The Annual General Meeting of the Society will be open to the public.

## **6.2 SPECIAL MEETINGS**

- a) Special meetings of the Society will be held at the call of the Chair or on the advice of the Board of Directors.
- b) Notice in writing to the last known physical or electronic address of each member will be sent no less than 14 days prior to the date of the special meeting.

## **6.3 BOARD OF DIRECTORS MEETINGS**

- a) The Board will meet a minimum of 4 times per year at the call of the Chair.
- b) All Directors will be notified of Board meetings approximately 14 days prior to the meeting date using approved communication means as described in these Bylaws.
- c) Location, time and date of the Board meeting will be included in the agenda as issued by the Chair or Secretary.
- d) Failure to distribute the agenda or if a Director does not receive the agenda prior to the meeting does not result in cancellation or nullification of the Board meeting, nor does it excuse the Director from attendance.
- e) The Chair may cancel or reschedule a meeting if there is no quorum, or allow the meeting to proceed for the purpose of discussion only.
- f) Board meetings are not open to the public or general membership of the Society.
- g) The Chair may, at his or her discretion, invite individuals to attend.

## **6.4 QUORUM**

- a) A quorum will consist of 50% of members in good standing at Annual General Meetings and Special meetings.
- b) Should 50% of members not be present at any properly called meeting, the meeting will be adjourned for 7 days to a place and time, and those members present at such adjourned meeting will constitute a quorum.
- c) A quorum of the Board of Directors will consist of a minimum of 4 Directors.

- d) Directors who declare a conflict of interest are still counted as part of the quorum.

## **6.5 PARLIAMENTARY PROCEDURES**

The parliamentary authority for the Society will be the most recent edition of *Robert's Rules of Order*.

## **6.6 VOTING**

- a) Each member of the Society in good standing shall be entitled to vote. Each voting member of the Society will have one vote only. Voting shall be done by show of hands.
- b) Any voting member may be represented by proxy provided the proxy is in writing and in a form acceptable to the Board.
- c) Except where specified otherwise by the Bylaws, questions arising at any meeting will be decided by a simple majority (50% + 1) of those present and eligible to vote.
- c) Paid staff members are non-voting members.
- d) The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

## **6.7 ELECTRONIC BUSINESS AND VOTING**

- a) The Chair is authorized to conduct votes and discussions by electronic means.
- b) All electronic votes will be confirmed at the next Board Meeting, and the results of the electronic vote entered into the minutes of that meeting.

## **7. COMMITTEES**

- a) The Board may establish such standing or ad hoc committees they deem necessary to assist with the management of the Society.
- b) The Board may delegate to any committee such powers, authorities and reporting responsibilities as it may deem fit.
- c) Any committee so formed will conform to any regulations or terms of reference that may be imposed on them by the Board.
- d) At least one Board member will be appointed to any such committee created by the Board.
- e) Committees are responsible to the Board of Directors.

## **8. FINANCIAL AND CONTRACTUAL MATTERS**

### **8.1 RESPONSIBILITIES AND ACCOUNTABILITY**

All financial, property and other assets are owned by the Society and are the responsibility of the Board. The Board is accountable for the viability of the Society. The Board shall have recourse to insurance and shall employ appropriate risk mitigation strategies to discharge its responsibilities.

### **8.2 FISCAL YEAR**

The year-end for accounting purposes will be August 31.

### **8.3 SOCIETY SEAL**

The Society shall adopt a Society seal.

### **8.4 BOOKS AND RECORDS**

- a) The Board will ensure that all books and records of the Society required by the *Societies Act* or Bylaws are regularly and properly maintained.
- b) The following Society records may be inspected by a member who has given reasonable notice and has arranged a satisfactory time with the person having charge of the:
  - objects
  - bylaws
  - minutes of member meetings
  - register of Directors and Officers
  - policies adopted by the Society; and
  - audited financial statements.
- c) The Board will ensure that proper banking resolutions are in effect and will appoint all necessary signing authorities.
- d) Directors will at all times have access to the books and records of the Society.
- e) The Board will see that all necessary minutes, books and records of the Society required by the Bylaws of the Society or any other applicable statute or law, are regularly and properly kept.
- f) The Secretary keeps a copy of minute books and records minutes of all meetings of the Society.

## **8.5 AUDIT**

- a) The books, records and accounts of the Treasurer will be audited at least once per year by a duly qualified accountant or by two members of the Society appointed at the Annual General Meeting. The auditor shall annually prepare audited financial statements for the Society. The auditor or auditors may be volunteer positions and there shall not be a requirement that the auditor or auditors be a professional firm engaged on a fee for service basis.
- b) The auditors will make a report to the members of the accounts examined by them. Such report will state:
  - whether or not they have obtained all the information and explanations they have required; and
  - whether in their opinion the financial statements referred to in their report exhibits a true and correct view of the state of Society affairs according to the best of their information and explanations given to them, and as shown by the books of the Society.

## **8.6 CHEQUES AND CONTRACTS**

- a) Signing authority will be vested in such Officers, Directors or person or persons as authorized by the Board.
- b) All cheques and payment orders issued in the name of the Society will be signed by persons authorized by the Board for that purpose.
- c) All contracts must be authorized by resolution of the Board before they are signed.

## **8.7 BORROWING POWERS**

- a) The Board may borrow, raise or secure money in any manner it determines to carry out the objects of the Society.
- b) The Board may, by resolution, authorize any 2 Directors or 2 Officers of the Society to make arrangements with reference to monies borrowed, or to be borrowed, and as to the terms and conditions of the loan thereof, and as to the security given and generally to manage, transact and settle the borrowing of money by the Society.

## **8.8 INVESTING POWERS**

- a) The Board may direct the Treasurer to invest the Society's monies in approved holdings including but not limited to guaranteed investment certificates, secured bonds, and interest bearing savings accounts.
- b) All investments must be approved by the Board with a 2/3 vote of Directors in favor of the investment.

- c) The Society is responsible for all carrying charges, fees, commissions and other disbursements related to each investment.

## **8.9 REMUNERATION AND REIMBURSEMENT**

- a) Directors, members and volunteers may not receive remuneration for acting in that capacity on behalf of the Society unless authorized by the Board.
- b) Directors, members and volunteers may be repaid for expenses incurred in the discharge of their duties as determined by the Board.

## **8.10 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS**

- a) Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- b) 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 the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **9. AMENDMENT OF BYLAWS**

- a) Bylaws will not be rescinded, altered or added to except by a special resolution as defined in the *Societies Act*.
- b) These Bylaws may be amended or added to or repealed in whole or in part by a 75% vote of the voting members of the Society present at a meeting on a motion of which at least 21 days notice has been sent provided such notice contains a copy of such motion or a summary of the motion or Bylaw, indicating the effect of the changes to be made.
- c) Such a meeting will be held at a time and place intended to facilitate the attendance of the majority of voting members.
- d) All Bylaws duly passed as aforesaid will be binding on all members of the Society, its Officers and other persons lawfully under its control.

**10. DISSOLUTION**

- a) In the event of the dissolution or winding-up of the Society, all remaining assets including use of the name of the Society will be distributed to such recognized charitable organization operating in the City of Calgary as decided by the Board.
- b) Notice stating the purpose of a Special Meeting to dissolve the Society must be given to each Director 10 business days before the date fixed for the meeting.
- c) The quorum for a Special Meeting to dissolve the Society must be 75% of all Directors.

Dated at the City of Calgary in the Province of Alberta, this    day of November, 2013.

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