

## **BYLAWS OF THE ALBERTA BIATHLON CLUB**

### **NAME**

The name of this organization shall be the Alberta Biathlon Club (hereinafter referred to as the “Club”)

### **OBJECTIVES**

The objective of the Club shall be:

- promote, develop and increase participation in the sport of Biathlon in Alberta;
- foster the development, operation and maintenance of facilities for biathlon for the use of its members and others;
- provide its members with opportunities and training for self development, leadership, competition, recreation and sportsmanship in biathlon;
- ensure the safety and encourage the mutual respect of all individuals and members who participate in Alberta Biathlon events;
- adhere to the policies of the facility operators where first aid and safety is concerned.

### **MEMBERSHIP**

1. Every person who is a participant in a Club event.
2. Any individual who is interested in the objectives and purposes of the Club shall be eligible for a membership.
3. All memberships shall be for one year, lapsing on September 30<sup>th</sup> in each year.

### **TERMINATION OF MEMBERSHIP**

1. Any member may withdraw from the Club at any time by giving the Club written notice.
2. The Board can by a vote of three quarters (75%) of those present, expel or suspend any member whose conduct shall have been determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Club or who willfully commits a breach of the Bylaws of the Club.
3. No member shall be expelled or suspended without being notified of the charge or complaint against him and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

### **FEES**

The annual membership fee shall be determined at the discretion of the Board of directors.

## **OFFICERS**

Executive Officers and Directors shall be elected at the Annual General Meeting of the Club, by a simple majority vote.

The Board of Directors shall consist of no less than five (5) and no more than eight (8) persons, which will include the following:

Executive Offices:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary
- e. Past President

Directors:

- a. Fundraising – maximum of and, preferable two (2) officers
- b. Members at Large – up to four (4) officers

## **DUTIES OF THE BOARD OF DIRECTORS**

The Board shall, subject to the Bylaws or directions given it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Club by:

1. generally managing the affairs of the Club;
2. making such regulations governing the operation of the Club as may be deemed necessary and expedient and conforming with the provisions of the Bylaws;
3. appointing standing and special committees;
4. approving the Annual Budget and expenditures;
5. giving a full report of its activities at the Annual General Meeting;

## **WITHDRAWAL OF BOARD DIRECTOR**

Directors and Officers wishing to withdraw from the Club may do so at any time upon giving written notice or email to the Secretary.

## VACANCIES

The Board of Directors may appoint Officers to fill any vacancies during the year.

## DUTIES OF THE OFFICERS AND DIRECTORS

### **President:**

1. The president shall be the chief elected officer of the Club.
2. Supervise the affairs of the Board.
3. When present, chair all meetings of the Club, the Board, and the Executive Committee.
4. Act as a spokesperson for the Club.
5. Shall see that all orders and resolutions of the Board are carried into effect.

### **Vice-President:**

1. May preside at meetings in the President's absence.
2. Is a member of the Executive Committee.
3. Shall assist the President in carrying on the administration of the Club and perform such other duties and exercise such powers as the President or the Board may delegate to them.

### **Secretary**

1. Attend all meetings of the Club, Board and the Executive Committee.
2. Keep accurate minutes of these meetings.
3. Make sure there is a current record of names and addresses of all Members.
4. File the annual return, changes in the directors of the Club, amendments in the Bylaws, and other incorporating documents with the Corporate Registry.

### **Treasurer**

1. Make sure all monies paid to the Club are deposited in a bank chosen by the Board and maintain all records and books of accounts of the Club.
2. Make sure a detailed account of revenues and expenditures is presented to the Board as requested.
3. Make sure an audited statement of financial position of the Club is prepared and presented at the Annual General Meeting.
4. Is a member of the Executive Committee.

### **Past President**

1. To provide assistance and information regarding previous Board decisions.
2. Is a member of the Executive Committee.

### **Fundraising Director(s)**

1. Shall be responsible for collecting and collating fundraising materials and ideas and then presenting them at General Meetings.

2. The Fundraising Coordinator(s) may then form a Special Committee to run the fundraiser.
3. At the end of each fundraiser he/she must present a report to the Club at the next General Meeting.

**Members at Large**

1. Shall attend meetings of the Club.
2. Members at Large will provide assistance where necessary.

**RENUMERATION**

Members of the Board of Directors shall receive no remuneration for acting as Directors or Officers.

**Indemnity Clause**

The Albert biathlon Club agrees to indemnify the directors against any claim by a third party arising from the conduct of the directors in the performance of their duties.

**SEAL**

The Club will not have a seal to be used on its documents.

**GENERAL MEETINGS**

**Frequency:**

Meetings of the Club shall be held as often as may be required, but at least every three (3) months and shall be called by the President. Meetings of the Club shall be called by five (5) days' notice in writing through the Club website or three (3) days' notice by email. All meetings are open to all Members.

**Quorum:**

A quorum shall consist of four (4) members in good standing, with at least two (2) being Executive Officers of the Association. A meeting can be held without notice if a quorum of the Club is present, provided, however, that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Club or by email vote, otherwise they shall be null and void.

**Voting:**

Only members of the Club shall have one (1) vote per office.

**ANNUAL GENERAL MEETING**

**Frequency:**

An Annual General Meeting shall be called once a year, on or before December 31<sup>st</sup> each year, for the primary purpose of electing Executive Officers and Directors, and receiving the President's and Treasurer's Reports.

**Agenda:**

To be decided by the President.

**Quorum:**

A minimum of five (5) Members shall constitute a quorum at Annual General Meetings.

**Voting:**

Each Member shall have one (1) vote. The President will vote only in the event of a tie.

**Notice:**

At least fourteen (14) days written notice will be emailed to all Members of Club and will be posted on the Club's website.

**INTERIM OR EMERGENCY DECISIONS****Interim Decision:**

An Interim Decision is one that needs to be resolved in the time between two regularly scheduled meetings. In the case of an Interim Decision being required, the Executive will poll the Board Members and the decision will be passed by a Board majority. In a poll, votes must be given personally by email or by telephone followed up by email or written documentation.

**Emergency Decision:**

An Emergency Decision is one that needs to be resolved within 48 hours. In the case of an Emergency Decision being required, the majority of those Executive able to be contacted must agree with the decision.

Interim or Emergency Decisions shall be announced at the next regularly called meeting of the Board, otherwise they shall be null and void.

**BORROWING POWERS**

For the purpose of carrying out its objectives, the Club may raise money in such a manner as it thinks fit. The Board has no borrowing rights on behalf of the Club or its Members.

## **AUDITING**

The books and records of the Club shall be duly submitted for audit to an independent accountant, or by two (2) members of the Club elected for that purpose at a General Meeting and shall be submitted duly signed at the Annual General Meeting of the Club . A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting. The fiscal year of the Club shall be from October 1 to September 30.

The financial books and records of the Club may be inspected by any Member of the Club at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Member of the Board shall at all times have access to such books and records.

## **EXECUTION OF INSTRUMENT**

Contracts, documents or instruments in writing requiring the signature of the Club may be signed by:

1. any one of the President or the Vice-President together with any one of the Secretary or the Treasurer
2. any two directors

And all contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Club to sign contracts, documents and instruments in writing.

## **DISSOLUTION**

Upon dissolution of the Club, all assets and funds shall be disbursed to a non-profit or charitable organization as mutually agreed upon by all members of the board.

## **BYLAWS**

The Bylaws may be rescinded, altered or added to by a 'Special Resolution' passed by a majority of not less than three-fourths (75%) of such Members entitled to vote as are present in person, at a General Meeting of which twenty one (21) days notice specifying the intention has been duly given.

Revised December , 2010