

Calgary Canoe Club

By-Laws

November 2004

**CALGARY CANOE CLUB
BY-LAWS**

1.01 In this By-law unless the context requires a different meaning,

- (a) "Club" means The Calgary Canoe Club;
- (b) "Member" means a member in good standing of the Club under Article 5.02;
- (c) "Voting member" means any member of the Club referred to in Article 5.05(1a);
- (d) A "Motion" means any formal proposal placed before a meeting or deliberative assembly in order that it may be debated to a conclusion;
- (e) "Resolution" means any formal determination made by a body on the basis of a motion, or proposal, duly placed for debate and decision;
- (f) "Majority Vote" means a vote comprised of a simple majority;
- (g) "Ordinary Resolution of the Club" means a resolution passed with Majority Vote by those Voting members present at an Annual General Meeting or Special meeting of the Club; and
- (h) "Board" means the Board of Directors, as referred to in Article 6.
- (i) "Ordinary Resolution of the Board" means a resolution passed with Majority Vote by the members of the Board present at a meeting of Board;
- (j) "Officer" means any member of the Board.

ARTICLE 2 NAME OF CLUB

2.01 The name of the Club shall be "The Calgary Canoe Club".

ARTICLE 3 OBJECTIVES

3.01 The objectives of the Club are to promote enjoyable and safe paddling through recreational and educational programs; and, provide training to promote excellence in canoe/kayak racing.

3.02 In pursuit of its objectives, the Club may

- (1) acquire and maintain equipment, libraries and other property;
- (2) publish and distribute brochures, newsletters, books, and other material containing information on the progress of paddling sports and the work of the Club;
- (3) receive and administer gifts, donations, and bequests from members of the Club and others; and,
- (4) make contributions and render assistance to individuals and institutions engaged in the pursuit, study and advancement of paddling sports.

ARTICLE 4 CORPORATE SEAL

4.01 The seal of the Club shall be such as may be approved by the Board.

4.2 The Seal, when used in its official capacity, shall be authenticated by any one (1) of the Signing Officers under Article 11.01.

ARTICLE 5 MEMBERSHIP

5.01 ELIGIBILITY

Membership in the Club shall be open to all persons who are interested in Paddle Sports.

5.02 CLASSES OF MEMBERSHIP

(1) There shall be four (4) classes of annual Club membership: Student, Single, Family and Complimentary; one (1) class of Honorary Life membership; and two (2) classes of limited membership: Temporary and Group. No member may belong to more than one class of Club membership.

5.05 ENTITLEMENT OF MEMBERS TO CLUB RIGHTS

(1) Every Student, Single, Family, and Honorary Life member is entitled to exercise the following specified rights:

- (a) to attend all Special Meeting, Annual General Meetings and functions of the Club, and to vote and any such meetings, if 17 years of age or older;
- (b) to attend all meeting of the Board , unless, in exceptional circumstances the Committee declares, by ordinary Resolution of the Board, a meeting or a part of a meeting to be closed to membership;
- (c) to attend all meeting of Committees, unless, in exceptional circumstances the Committee declares , by Majority Vote of the Committee, a meeting or a part of a meeting to be closed to membership;
- (d) to stand for election as an officer of the Club;
- (e) to volunteer for directorship of membership on committees.

(2) Every Complimentary member is entitled to:

- (a) to attend all Special Meetings, annual General Meetings and functions of the Club;
- (b) to attend all meetings of the Board, unless, in exceptional circumstances the Board declares, by Ordinary Resolution of the Board, a meeting or a part of a meeting to be closed to membership;
- (c) to attend all meetings of Committees, unless, in exceptional circumstances the Committee declares, by Majority Vote of the Committee, a meeting or a part of a meeting to be closed to membership; and
- (d) to volunteer for membership on committees subject to Article 7.01(2).

5.06 TERMINATION AND EXPULSION FROM MEMBERSHIP

- (1) A member may terminate his or her membership in the Club by written notification to the Club. The notice shall take effect on the date of the receipt of the notice at the Club or the date, if any, specified in the notice, whichever is the latest.
- (2) Any member of the Club whose continued membership in the Club is not in the best interest of the Club may be expelled from membership in the Club by ordinary Resolution of the Board, ratified by Ordinary Resolution of the Club. A member whose expulsion is proposed has the right to receive notice of the meetings at which such expulsion shall be proposed and of the intention to propose such expulsion, and to make representations at the meeting at which the votes are held.

ARTICLE 6 BOARD OF DIRECTORS

6.01 COMPOSITION OF THE BOARD OF DIRECTORS

- (1) The business and property, if any, of the Club shall be administered by a Board comprised of:
 - (a) an Executive Director;
 - (b) the Executive Committee under Article 6.02; and
 - (c) additional Directors to fulfill duties, as prescribed for the Annual General Meeting
- (2) the positions of Commodore, Vice-Commodore, Secretary and Treasurer must be filled at all times.
- (3) A member may occupy no more than one (1) of the offices of President, Vice-President, secretary or Treasurer at the same time.
- (4) The position of Past-Commodore will be considered non-voting.
- (5) The position of Executive Director will be considered non-voting.

6.02 EXECUTIVE COMMITTEE

- (1) The Executive Committee shall consist of Club officers holding the positions of Past Commodore, Commodore, Vice-Commodore, Treasurer, and Secretary.
- (2) The Executive Committee shall
 - (a) transact the routine business of the Club when the Board is not meeting and shall transact business as requires immediate action; and
 - (b) have such other duties as may be prescribed by the Board.
- (3) Meetings of the Executive Committee shall be called by the Commodore at the request of any member of the Executive Committee or when the business of the Club

requires such meeting. The Commodore shall give notice of a meeting as prescribed for Committees under Article 8.01(3).

- (4) All actions taken and decisions made by the Executive Committee shall be reported by the Commodore at the next meeting of the Board.

6.03 ELECTION OF BOARD MEMBERS

- (1) The officers of Past Commodore is normally occupied by the person who is the immediate past Commodore, provided that such person is a Voting Member in Good Standing.
- (2) The list of candidates for election to the Board shall be presented at the Annual General Meeting by the Nominations Committee. The person presiding at the Annual General Meeting shall call for additional nominations from the floor. Any eligible candidate may run for more than one available position; however, once elected to any position their name is struck from the rest of the ballot referred to under Article 6.03(7).
- (3) Subject to Article 5, any student, single, Family, and Honorary Life Member, who is at least eighteen (18) years of age and is not a club employee is eligible to stand for election as an officer of the Club.
- (4) Each member of the Executive Committee shall be elected by a Majority Vote of those Voting Members present and voting at the Annual General Meeting of the Club.
- (5) If only one (1) candidate has been nominated for an office, said candidate shall be deemed elected by acclamation.
- (6) When more than one (1) candidate has been nominated for an office, each candidate shall present their qualifications to the membership for consideration.
- (7) Voting shall be by secret written ballot distributed at the Annual General Meeting. All ballots shall be counted by two (2) scrutineers specified under Article 9.01 (7).
- (8) In the event of a tie for any Board position, the names of all remaining candidates for that position and not yet placed, if any, who received fewer votes shall be struck from the ballot for the position in question, and a further secret ballot shall be held. In the event of a tie when again be provided the opportunity to present their qualifications to the membership.
- (9) The names of Board members thus elected shall be announced by the General Meeting, after which announcement all ballots shall be destroyed.

6.04 TERMS OF OFFICE

- (1) All terms of office commence at the close of the Annual General Meeting at which the Board member was elected.
- (2) The term of office of the Commodore shall be one (1) year.
- (3) The term of office of the Vice-Commodore, Secretary and Treasurer shall be one (1) year.
- (4) The term of office of each director specified under Article 6.01(1) (c) shall be one (1) year.

- (5) An incumbent elected by the Club, and occupying the office of Vice-Commodore, Secretary or Treasurer may not stand for re-election to that office for a fourth (4) consecutive term
- (6) An incumbent elected by the club, and occupying the office of Commodore, may not stand for re-election to the same office for a fourth (4) consecutive term.
- (7) A member elected by the club, and currently occupying the office of Director, may not stand for re-election to the same office for a fourth (4) consecutive term.

6.04 REMOVAL FROM OFFICE

- (1) A member of the Board may be removed from office by Ordinary Resolution of the Board ratified by Ordinary Resolution of the club.
- (2) A member of the Board whose expulsion is proposed has the right to receive notice of the meetings at which such expulsion shall be proposed and of the intention to propose such expulsion, and to make representations at the meetings at which the votes are held.

6.05 VACANCY ON THE BOARD

- (1) If an Executive Committee position becomes vacant before the normal end of term for that office, due to the elected officer thereof having resigned, ceased to be a member, expelled from office, or being otherwise absent or incapacitated, the position shall be filled as soon as reasonably possible after the vacancy as follows:
 - (a) in the case of vacancy of the office of Commodore, the Vice-Commodore shall assume the position of Commodore. Such appointment shall last for the duration of the absence of the elected officer, or until the normal end of term for that office, whichever comes first;
 - (b) in case of vacancy of Vice-Commodore, Treasurer, or Secretary, the Board may appoint, subject to Article 6.01(3), a consenting Voting Member in Good Standing to fill such vacancy. Such appointment shall last for the duration of the absence of the elected officer, or until the normal end of term for that office, whichever comes first.

ARTICLE 7 COMMITTEES

7.01 COMMITTEES OF THE CLUB

- (1) The Board may appoint from among the members of the Club, standing committees, as required:
- (2) Voluntary membership on any committee other than the Executive committee shall be subject to approval by Ordinary Resolution of the Board.
- (3) The date, time, location, purpose, and attendance restrictions under Article 5.05(1) (d), for Committee meetings shall be given in such a manner as to provide reasonable notification to the members of the Committee and additional attendees as far in advance of the meeting as possible.

- (4) The Executive Director may sit on committees as administrative and technical advisor.

ARTICLE 8 MEETINGS OF MEMBERS

8.01 CONDUCT OF MEETINGS

- (1) Except as otherwise specified in there By-laws, the conduct of all meetings of the Club and the Board shall be guided by the precepts of Robert's Rules of Order.
- (2) A quorum of members is required at all meetings of members where any official transaction of business is to be conducted. Should members leave in the course of a meeting that has begun with a Quorum, proceedings shall cease at the point at which the number attending falls below that required. A quorum of
 - (a) the Board shall be no less than fifty (50) percent of the Board members;
 - (b) the Executive Committee shall be no less than three (3) of the Executive Committee officers having voting rights;
 - (c) the Club shall be ten (10) percent, or fifteen (15), of the Voting Members, whichever is greater; and
 - (d) a standing Committee shall be fifty (50) percent, or two (2), of the Committee members, whichever is the lesser.
- (3) Any Voting Member may present a motion at a Club meeting or the Annual General Meeting.
- (4) A Club member in attendance at a Board meeting who is not a member of the Board may speak during discussions or debates, but may neither vote on, nor introduce motions.
- (5) Notwithstanding Article 8.01(4), a petition signed by at least a Quorum of the Club under Article 8.01(2b), and presented to the Board at a Board meeting, shall be considered a properly presented and seconded motion.
- (6) Unless otherwise noted, all motions arising at meetings of members shall be decided by Ordinary Resolution. Except in Committee meetings, the presiding member shall not vote.
- (7) If, at any meeting, a vote requires a written ballot, two (2) people in attendance shall be nominated and elected by Majority Vote to act as scrutineers for the duration of the meeting, for the purpose of examining all ballots cast and determine their admissibility, and to count and report the ballot results to the person presiding over the meeting.
- (8) Every resolution adopted at such a meeting is binding upon the Club, the Board and officers thereof, except to the extent that it is inconsistent with the By-laws of the Club.
- (9) The failure of any member to receive notice of a meeting shall not, in any way, invalidate any business transacted at the meeting.

8.02 ANNUAL GENERAL MEETING

- (1) The Club shall hold an Annual Meeting of its members on or before 31 December in each membership year. Written notification of the agenda, time, date, and location of the meeting must be sent to every Voting member, at the member's address as it appears in the records of the Club, at least thirty (30) days prior to the meeting.
- (2) At every Annual Meeting the following business shall be transacted:
 - (a) the receipt and approval by Ordinary Resolution of the Club of the Secretary's report on the membership, the meetings and other activities of the Club for the preceding twelve (12) months;
 - (b) the receipt and approval by Ordinary Resolution of the Club of the Treasurer's report including the financial statements for the preceding fiscal year of the Club;
 - (c) the election of scrutineers specified under Article 8.01 (7) for handling all ballots resulting from the election of the Board under Article 6.03, and,
 - (d) the election of the Board as provided in Article 6.03.
 - (e) any additional business mentioned in the agenda under article 8.02 (1).

8.03 CLUB MEETINGS

- (1) The Commodore shall call meetings of members of the Club at least once (1) per year. Notice of such meetings shall be given in such a manner as can reasonably be expected to notify the members of the Club of such meetings.
- (2) The Commodore, or in his or her absence, Vice-Commodore, or in his or her absence, a member of the Board designated by the Commodore, shall be the presiding officer pro tem at all meeting of the Club.
- (3) In the absence of the Secretary, the person presiding shall appoint a member to record minutes of the meeting.
- (4) The format of the Club meeting will be defined by the Board, but shall include the approval of the minutes of the previous Club meeting.

8.04 BOARD MEETING

- (1) The Board shall meet as often as the business of the Club may require, at such place as is designated by the Commodore, and shall hold at least six (6) meetings per year, one (1) of which shall be within three (3) months before the Annual General Meeting of members of the Club and Another of which shall be written within thirty (30) days following the Annual General Meeting.
- (2) Meeting of the Board shall be called by the Commodore.
- (3) Upon receipt of a written requisition signed by a least a Quorum of the Board under Article 8.01(2a), the Commodore shall call a meeting of Executive to consider that business specified in the requisition. If the Commodore (or his or her designate) fails, within seven (7) days of said requisition, to call a meeting of the Board, then any member of the board who has signed the said requisition may call a meeting of the

- Board. The presiding officer at the meeting shall be as prescribed under Article 8.04
- (5). Notice of any such meeting of the Board shall be as prescribed under Article 8.04
- (4). The notice shall also state the names of the requisitioning members, the date, time, and location of the meeting, and business specified in the requisition.
- (4) Notice of Board meetings shall be given to all members of the Board at least seven (7) days before the meeting by the Commodore of those members of the Board who have requisitioned a meeting of the Board.
- (5) The Commodore, or in his or her absence, the Vice- Commodore, or in his or her absence, a member of the Board previously designated by the Commodore, shall preside pro tem at the meeting. If the Commodore fails to designate a person, then the Board at the meeting may elect a person to preside over it. The presiding member of the meeting may at any time call another member of the Board to take the chair and preside over the meeting.
- (6) In the absence of the Secretary, the person presiding shall appoint a member of the Board to record the Minutes of the meeting.

ARTICLE 9 FISCAL YEAR AND FINANCIAL STATEMENTS

9.01 FISCAL YEAR

The fiscal year of the Club commences on 1 January and ends on 31 December the following year.

9.02 FINANCIAL STATEMENT REVIEW

- (1) The books, accounts, and records of the Secretary and Treasurer of the Club shall be scrutinized, at least once each year, by two (2) Voting Members, who are not members of the Fundraising or Grants Committee. The financial statement shall include statements of revenues, expenses, assets, and liabilities.
- (2) The books and records of the club may be inspected by any member of the club at the Annual General Meeting, or at any other time convenient to both the member and the Secretary, Treasurer, or Executive Director.

ARTICLE 10 SIGNING AUTHORITY

10.1 Subject to Board approval, contracts, documents, or any instruments in writing requiring the signature of the Club shall be signed by any two (2) of the Commodore, the Vice-Commodore, the Secretary, the Treasurer and Executive Director. All contracts, Documents, and instruments so signed shall be binding upon the Club without further authorization or formality. The Board shall have the power to appoint an officer or officers on behalf of the Club to sign contracts, documents, and instruments in writing, generally, or to sign specific contracts, documents, and instruments in writing.

ARTICLE 11 FINANCES

11.01 CLUB FUNDS

The funds of the Club shall be retained in deposits in Canadian banks, or in securities authorized for insurance companies under the Canadian and British Insurance Companies Act (Canada), or with an institution insured under the Canadian Deposit Insurance Corporation Act (Canada).

11.02 EXPENDITURES

The board shall not be restricted in their management of Club funds and shall have the right to approve all expenditures upon a simple majority vote of the Board.

11.03 BORROWING POWERS

The Club may borrow money by Ordinary Resolution of the Board, ratified by Ordinary Resolution of the Club.

11.04 REMUNERATION OF MEMBERS OR OFFICERS

No officers or member of the Club, excluding staff members, shall receive remuneration for his or her services as an officer or member of the Club.

ARTICLE 12 INSURANCE

12.01 The Club shall at all times maintain adequate insurance, including liability coverage, on all Club assets, as well as provide for the security of such assets.

ARTICLE 13 DISSOLUTION OF THE CLUB

13.01 The Club may undertake to dissolve itself, by unanimous vote of all serving members of the Board, ratified by more than two-thirds (2/3) of the entire Voting membership. Written notification must be sent, to every Voting Member at the member's address as it appears in the records of the Club, at least thirty (30) days prior to the meeting at which the vote is held.

13.02 The dissolution of the Club shall not be deemed complete until all its, debts, obligations, and claims arising from the conduct of its affairs have been discharged and its tangible assets disposed of.

13.03 The Board shall propose a plan for compliance with Article 13.02, to be approved by Special Resolution of the Club, within sixty (60) days of the vote approving the dissolution of the Club under Article 13.01.

ARTICLE 14 AMENDMENT AND ENACTMENT OF CLUB BY-LAWS

14.01 These By-laws may be repealed or amended, and other By-laws of the Club may be enacted, repealed or amended, by Ordinary Resolution of the Board of the Club.

14.02 Should the Club be dissolved under Article 13.01, these By-laws shall no longer have force.