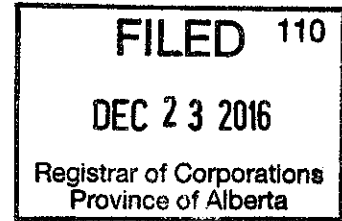


## **BYLAWS OF NORTHWEST VOYAGEURS CANOE AND KAYAK CLUB**



### **1.0 MEMBERSHIP**

1.1 Membership in the Club shall be open to any person who:

- is interested in assisting the society in advancing its objects, and
- has paid the annual membership fees.

1.2 Members in good standing are entitled to:

- Be notified of the Annual General Meeting and Special General Meetings of the Club,
- To attend any meeting of the Club, including Executive meetings (without voting privileges),
- Speak at any General Meeting of the Club,
- Hold one vote per adult member at Annual General or Special Meetings of the Club,
- Exercise rights and privileges given to Members as defined in these bylaws or policies and procedures approved by the Executive, and
- Hold office.

1.3 The term of membership is one calendar year, unless granted a Life Membership by the Executive.

1.4 Memberships are not transferable.

1.5 A Member may withdraw from the Club at any time by notice in writing to the Executive.

1.6 Any Member may be expelled from the membership by an extraordinary resolution of the Club, for any cause deemed reasonable by the Club or its Executive.

### **2.0 MEETINGS**

2.1 General meetings of the Club will be held for members to share information and socialize no less than four (4) times a year. Members are notified through the newsletter or direct communication.

2.2 The Annual General Meeting of the Club will be held by the end November each year in the City of Edmonton at a place arranged by the Executive.

2.3 Notice of the Annual General Meeting shall be given to members at least fourteen (14) days and not more than sixty (60) days prior by means of posters, advertisements or individual notices.

2.4 A Special General Meeting of the Club may be called by the President as and when considered necessary, or when requested to do so in writing by at least eight (8) members of the Club.

2.5 At least twenty-one (21) days' notice of a Special General Meeting shall be given, it will state the business to be conducted and outline the Special Resolution proposed.

2.6 Eight (8) members personally present shall constitute a quorum at any General or Special Meeting of the Club.

2.7 Voting at any meeting of the Club shall be by ballot in the case of elections of members of the Executive and by show of hands in all other cases except where a ballot is requested by at least three (3) members of the Club.

2.8 Ordinary resolutions may be passed by simple majority of those present at a duly called and constituted meeting. Special Resolution may be passed by a majority of not less than seventy-five percent (75%) present at a duly called and constituted meeting.

2.9 There shall be no proxy voting.

### **3.0 OFFICERS AND DIRECTORS**

3.1 All Officers and Directors of the Club shall be members of the Executive of the Club.

3.2 The Officers and Directors of the Club shall be elected by the membership at each Annual General Meeting of the Club and shall hold office for a term of one (1) year.

3.3 Any member of the Club in good standing, including a retiring member of the Executive, is eligible for election to the Executive.

3.4 In the event of any office falling vacant, the Executive may appoint any member of the Club to fill the vacancy until the next Annual General Meeting.

3.5 The Officers of the Club shall consist of:

A President who shall:

- Preside at all meetings and perform all the duties usual to the office of the President
- Be an ex-officio member of all committees
- Act as a signing officer for the Club
- Call Executive meetings and provide the Agenda when necessary.

A Secretary who shall:

- Keep accurate minutes of all meetings of the Club and the Executive
- Respond to correspondence on behalf of the Club upon direction of the Executive
- Have charge of the seal of the Club, if there is one.
- Keep a record of all members of the Club and their contact information
- Act as a signing authority for the Club
- File the Annual Return for Corporate Registries
- Perform all duties usual to the office of a Secretary

Treasurer who shall:

- Receive all monies paid to the Club and shall be responsible for the deposit of same at whatever bank the Executive may order;
- Pay all invoices and invest funds on the direction of the Executive
- Maintain a fully detailed account of the receipts, disbursements and investments and provide these books to the Executive whenever requested.

- Shall prepare and have audited Financial Statements for the Annual General Meeting and shall submit a copy of the approved Financial Statements to the Secretary for the records.
- Sign as a signing officer of the Club
- Perform all duties usual to the office of a Treasurer.

A Past President who shall

- Be an ex-officio member of all committees.

The Directors of the Club shall:

- Have a portfolio that meets the operational needs of the Club and number no less than three (3) and no more than twelve (12).

3.6 Not more than two (2) persons may be appointed for their special qualifications by the Executive. Such appointment as a special member shall be for a period of not more than one year and shall be subject to ratification at the next Annual General Meeting.

#### **4.0 MANAGEMENT**

4.1 The Officers and Directors of the Club shall have the full power to manage the affairs of the Club, without limiting the generality of the foregoing, the Officers and Directors shall have power to:

- Enter into any contract which the Club may by law enter into, authorize any officer or officers of the Club to sign specific contracts, documents and other instruments in writing whether or not under the seal of club.
- Make policies and procedures for Club operations,
- Prepare written material on behalf of the Club;
- Appoint, supervise and dismiss employees of the Club and determine their remuneration;
- Appoint and dissolve committees of the Club and to delegate the powers and duties of the Executive;
- Solicit and receive grants and donations on behalf of the Club for such purpose as the Executive shall deem advisable and determine the manner in which the grants or donations shall be spent or otherwise dispersed.
- Purchase, lease construct or otherwise acquire land, buildings furniture, equipment and other facilities for the Club

4.2 Members of the Executive may meet to conduct business, as they determine necessary, with one week's notice if not convened on a regular date. The Executive shall meet at least once in every 6 months.

4.3 At the request of any three (3) members of the Executive, the President shall call a Special Meeting on at least forty-eight- (48) hours' notice. No subject shall be discussed or considered except that specified in the notice.

4.4 In an emergency, the President may conduct a telephone or email poll of the officers, and upon acceptance of the majority of officers may increase a previously budgeted expenditure by the greater of 15% or \$200.

4.5 In an emergency, the President may conduct a telephone or email poll of the officers and upon acceptance of the majority of officers, be authorized to make an unbudgeted expenditure of up to \$500. These expenditures must be approved by the Executive before any more unbudgeted funds may be granted.

4.6 A majority of the members of the Executive personally present shall carry the vote at any meeting of the Executive. A majority of the members of the Executive shall constitute a quorum.

4.7 No remuneration shall be paid to any member of the Executive of the Club, provided however, any Officer, Director or member, if authorized by the Executive, may be reimbursed for travel or other expenses which are incurred conducting the regular business of the Club.

4.8 The Executive by resolution supported by seventy-five percent (75%) majority of the votes cast, may remove any officer or director before the expiration of the term of office and may appoint any member for the remainder of the term.

## **5.0 BORROWING POWERS**

5.1 For the purposes of carrying out its objects, the Club may borrow or raise or secure the payment of money in such a manner as it thinks fit, but this power shall be exercised only under the authority of the Club and in no case shall debenture or other securities be issued without the sanction of a Special Resolution of the Club.

## **6.0 FISCAL YEAR**

6.1 The fiscal year of the Club shall be the 30<sup>th</sup> of September of any calendar year and the Executive shall have the books of account of the Club audited at the end of each fiscal year. The audited financial statements shall be presented by the Treasurer at each Annual General Meeting and at any other time required by the Executive.

6.2 The books of account of the Club shall be open to any member at a time mutually convenient to the keeper of the books.

## **7.0 AUDITING OF ACCOUNTS**

7.1 The books of the Club must be audited once a year prior to presentation at the Annual General Meeting. The audit may be conducted by a qualified auditor or two members of the Club without Signing Authority.

## **8.0 SIGNING AUTHORITY**

8.1 A Seal of the Club shall be authenticated by the signature of two signing authorities of the Club.

8.2 Cheques drawn on the accounts of the Club shall be signed by two signing authorities of the Club.

#### **9.0 AMENDING OF THE BYLAWS**

9.1 These bylaws may only be rescinded, altered or added to by a Special Resolution of the Club at an Annual General Meeting. The Special Resolution must be passed, dated and verified by a Signing Authority. Changes are not in effect until registered at Corporate Registries.

#### **10.0 DISSOLUTION**

10.1 Subject to the provisions of the Societies Act, on dissolution of the Club its property and assets shall, after payment of all liabilities, be donated to canoe/kayak associations of Alberta.

#### **11.0 RULES OF ORDER**

11.1 The fundamental principles of Roberts Rules of Order shall govern all proceedings of the Club, its Executive and committees so far as they may be applicable without coming into conflict with these Bylaws and the Societies Act of Alberta

Dated: November 8, 2016