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1 PREAMBLE

1.1 NAME

- 1.1.1 The name of the Society is the “**Brazeau Gymnastics Club**,” also referred to as “**BGC**”.

2 INTERPRETATION

2.1 DEFINITIONS

In these Bylaws, the following words have these meanings:

- 2.1.1 “**Act**” means the *Societies Act*, RSA 2000, s-14 as amended, or any statute substitution for it.
- 2.1.2 “**Annual General Meeting**” or “**AGM**” means a general meeting of the Members in Good Standing, required by the Society to be held annually.
- 2.1.3 “**Board**” means the elected Directors of the Society.
- 2.1.4 “**Board Meeting**” means the meeting of the Board of Directors, including Executive Committee Members of the Society. These meetings are not open to any other Members of the Society.
- 2.1.5 “**Bylaws**” means the General Bylaw of the Brazeau Gymnastics Club, and amendments thereto.
- 2.1.6 “**Director**” means any person elected or appointed to the Board.
- 2.1.7 “**Executive**” or “**Executive Committee**” means collectively, those Directors of the Society who are appointed as Officers of the Board.
- 2.1.8 “**Executive Meeting**” means the meeting of the Executive Committee Members of the Society. These meetings are not open to any other Members of the Society.
- 2.1.9 “**Good Standing**” means that the Member has paid all fees and assessment required by the Society and the Member is not suspended or expelled from the Society.
- 2.1.10 “**Member**” means a person meets the membership requirements of the Society.
- 2.1.11 “**Officer**” means the individuals who have been elected to a position of the Executive Committee and serves on the Board of Directors
- 2.1.12 “**Register of Members**” means the register maintained by the Board of Directors containing the names of all the Members of the Society.

- 2.1.13 “**Special General Meeting**” means a meeting called by the President for all Members to attend other than the Annual General Meeting.
- 2.1.14 “**Special Resolution**” means:
- a. a resolution proposed and passed as a Special Resolution at the Annual General Meeting or a Special General Meeting of the Society. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed special resolution. There must be approval by a vote of seventy-five percent (75%) of the Voting Members, who vote in person;
 - b. a resolution proposed and passed as a Special Resolution at the Annual General Meeting or a Special General Meeting of the membership of the Society, which less than 21 days notice has been given. All Voting Members eligible to attend and vote at the Annual General Meeting or a Special General Meeting must agree; or
 - c. a resolution consented to in writing by all the Voting Members in Good Standing of the Society.
- 2.1.15 “**Voting Member**” means a Member entitled to vote at the Meetings of the Society.

2.2 INTERPRETATION

The following rules of interpretation must be applied in interpreting these bylaws:

- 2.2.1 Words indicating the singular number also include the plural, and vise-versa. Words importing person include individuals, bodies corporate, partnerships, trusts, and unincorporated organizations.
- 2.2.2 Headings are for convenience only. They do not affect the interpretation of these bylaws.

3 MEMBERSHIP

3.1 ADMISSION

- 3.1.1 Any individual may become a Member in BGC by meeting the following requirements:
- 3.1.1.1 The individual has the interest in promoting gymnastics, or wishes to be involved with gymnastics in the Town of Drayton Valley and Brazeau County; and
 - 3.1.1.2 The individual has an AGF Membership for the current year purchased through BGC or is a parent or legal guardian of a minor for whom an AGF Membership for the current year has been purchased through BGC.

- 3.1.2 If an individual does not meet the above criteria, they may be eligible to become an associate Member by making a request to the Board to be accepted as a Member of BGC without a child enrolled in a Society program.

3.2 CATEGORIES OF MEMBERSHIP

There are four categories of Members in the Society:

- 3.2.1 **“Parent Member”** is an individual who has a child or is guardian to a child under the age of eighteen (18) enrolled in a Society program and is in Good Standing. A Parent Member has voting rights as set out in these bylaws. A child is entitled one Parent Member.
- 3.2.2 **“Child Member”** is an individual under the age of eighteen (18) enrolled in a Society program and is in Good Standing. A Child Member has no voting rights.
- 3.2.3 **“Athlete Member”** is an individual over the age of eighteen (18) enrolled in a Society program and is in Good Standing. An Athlete Member has voting rights as set out in these bylaws.
- 3.2.4 **“Associate Member”** is an individual who is not a Parent Member or a Child Member and who has made a request to the board to be accepted as a Member and is in good standing. An Associate Member has voting rights as set out in these bylaws.

3.3 MEMBERSHIP YEAR

- 3.3.1 The Membership year is from July 1 to June 30.

3.4 MEMBERSHIP RIGHTS

- 3.4.1 A Member in Good Standing of the Society has the right to:
- a. attend and participate in all meetings and functions to which they are eligible and convened by virtue of their Member status. For clarity, all Members in Good Standing are eligible to attend and participate in the Annual General Meeting or Special General Meeting of the Society;
 - b. exercise their vote in accordance with the Bylaws of the Society; and
 - c. run for election for a position on the Board of Directors and Executive of the Society.
- 3.4.2 All Members are entitled to receive written notice of Special General Meetings and the Annual General Meeting of the Society.
- 3.4.3 All Members are entitled to speak at the Annual General Meeting or a Special General Meeting, so long as the Member adheres to good conduct, is not disparaging to any Member of the Society, and is bringing forward legitimate business of the Society or a good faith concern.

- 3.4.4 All Members are entitled to exercise any other rights and privileges given to Members in these bylaws or under any Board or Society policies, practices, protocols or codes. Every Member has the right to equal protection and benefit of all policies and procedures adopted by the Society and shall be treated reasonably, prudently, and fairly.
- 3.4.5 No rights or privileges of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

3.5 VOTING RIGHTS

- 3.5.1 To be eligible to vote at a Special General Meeting or the Annual General Meeting, a Member must be in Good Standing with the Society and be at least eighteen (18) years old. For greater certainty, the only Members entitled to vote at Special General Meetings or the Annual General Meetings are Parent Members, Athlete Members and Associate Members.
- 3.5.2 A voting Member is entitled to one (1) vote at a meeting of the Society.
- 3.5.3 No proxy votes are allowed.

3.6 FEES

- 3.6.1 The Board may establish and amend, from time to time, the fees and assessments payable by Members in each of the Membership categories.

3.7 TERMINATION

- 3.7.1 A resignation becomes effective immediately when a dependent is withdrawn from a program provided by the Society.
- 3.7.2 The Membership of a Member is ended upon their death.
- 3.7.3 If a Member has not paid all required fees to the Society within sixty (60) days following the date the fees are due, the Member is considered to have submitted their resignation.

3.8 WITHDRAWAL

- 3.8.1 A Member will be considered withdrawn from the Society when written notice is provided by the Member seeking to Withdraw from the Society to the Board through its Secretary.
- 3.8.2 Once a Parent Member's youngest child enrolled in a Society program reaches the age of eighteen (18) that Parent Member will be deemed to have withdrawn from the Society and the child will be deemed an Athlete Member.

- 3.8.3 A Parent Member, a Child Member, or an Athlete Member will be deemed to have withdrawn from the Society if the Child Member or Athlete Member is not enrolled in a Society program.

3.9 SUSPENSION FOR NON-PAYMENT

- 3.9.1 If a Member is in arrears for fees or assessments for any Society program, such Member shall be automatically suspended and shall thereafter be entitled to Membership once payment for applicable fees or assessments in full is received by the Society.
- 3.9.2 Debts of Members, past or present, can be forgiven with a majority vote of the Board.

3.10 OTHER SUSPENSION OR EXPULSION

- 3.10.1 The Board may suspend or expel any individual whose conduct is determined to be improper, unbecoming, or likely to undermine the interest or reputation of the Society, as referenced in the BGC and AGF Code of Conduct. This Member loses all voting and participation privileges and cease to be a Member in Good Standing. Conduct that is improper may include, but is not limited to the following:
- a. the non-payment of applicable fees or assessments;
 - b. failure to abide by the Bylaws;
 - c. failure to abide by the policies, practices, or codes of the Society;
 - d. the Member has disrupted meetings, fundraising activities, or other functions of the Society; or
 - e. if the Member's actions or conduct has brought or may bring the Society's positive reputation into question.
- 3.10.2 Suspension or expulsion of a Member requires a vote of seventy-five percent (75%) of the Board of Directors.
- 3.10.3 The affected Member will receive written notice of the Board's intentions to address the Member's suspension or expulsion from the Society at a Board Meeting. The written notice shall:
- a. be received by the Member two (2) weeks prior to the Board meeting, and be delivered via email, registered mail or hand delivery to the contact information on record with the Society; and
 - b. shall include reasoning why the suspension or expulsion is being considered by the Board.
- 3.10.4 The Member who has been suspended or expelled has the right to appear before the Board to address the matter and be allowed another person to accompany the Member and speak on their behalf.

- 3.10.5 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.11 REINSTATEMENT

- 3.11.1 After suspension or expulsion, membership reinstatement will require the support of seventy-five percent (75%) of the Board in favor of reinstatement.

3.12 CONTINUED LIABILITY FOR DEBTS DUE

- 3.12.1 Resignation, suspension, or expulsion does not end any obligation that a Member owed to the Society before such resignation, suspension or expulsion.
- 3.12.2 The Society may take other action available to them to collect monies owed and may also limit family Member access to all Society programs if an account is in arrears.

3.13 MEMBER OBLIGATIONS

- 3.13.1 Every Member shall comply with these Bylaws and all applicable Board or Society policies, practices, protocols, or codes adopted and amended by the Society; and pay all membership fees, program fees, assessments and charges established by the Board.

4 MEETINGS OF THE SOCIETY

4.1 ANNUAL GENERAL MEETING

- 4.1.1 The Society shall hold its AGM no later than the 30th of June of each year. The AGM will be held at the registered office of the Society or at a place elsewhere determined by the Board at such date and at such time as the Board may determine.
- 4.1.2 Notice.
- 4.1.2.1 The Secretary will make every reasonable effort to notify the membership of the AGM at least twenty-one (21) days before the AGM. Such notification will be sent by email to each Member of the Society, or a notice posted within the club that is in a visible location, or both. The information provided will include the place, date and time of the AGM, and any business requiring a special resolution. The emails will be sent to each Member's last known email address on record.

4.1.3 Quorum.

4.1.3.1 Attendance by seven (7) Members in Good Standing, including Board members shall constitute quorum at the AGM.

4.1.4 Agenda at the Meeting

The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last AGM;
- c. considering the operational report from the President and head coaches;
- d. reviewing the financial statement setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors (as necessary);
- f. electing the President, if term has expired;
- g. electing the Members of the Board, if terms have expired;
- h. revising the Bylaws, if necessary;
- i. considering matters specified in the meeting notice; and
- j. other specific motions that any Member has given notice of before the meeting is called.

4.2 SPECIAL GENERAL MEETINGS

4.2.1 Special General Meetings may be called to deal with issues requiring the input of the general membership.

4.2.2 Calling of the Special General Meeting.

A Special General Meeting of the Society may be called at anytime:

- a. by the President of the Society at the President's discretion;
- b. to deal with an emergency issue;
- c. by a resolution of the Board of Directors to that effect;
- d. on the written request of at least two (2) of the Directors presented to the President. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this meeting; or
- e. on the written request of at least five (5) Members in Good Standing. The request must state the reason for the Special General Meeting and the motions intended to be submitted at the Special General Meeting.

4.2.3 Notice

- 4.2.3.1 The Secretary will send an email to each Member of the Society or post a notice within the club that is in a visible location, at least forty-eight (48) hours before the Special General Meeting. The information provided will include the place, date, and time of the Special General Meeting, and any business requiring a special resolution. The email correspondence will be sent to each Member's last known email address on record.

4.2.4 Quorum

- 4.2.4.1 Attendance by seven (7) Voting Members in Good Standing, including Board members shall constitute quorum at the Special General Meeting.

4.2.5 Voting

- 4.2.5.1 Members may have the right to vote at a Special General Meeting as determined pursuant to the bylaws.

4.2.6 Agenda

- 4.2.6.1 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.3 PROCEEDINGS AT MEETING

4.3.1 Attendance

- 4.3.1.1 Annual General Meetings and Special General Meetings of the Society are not open to the public. Attendees must be Members in Good Standings of BGC, or others that have been invited by the Board of Directors.

4.3.2 Failure to Reach Quorum

- 4.3.2.1 The President cancels the General or Special General Meeting if quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.3 Presiding Officer

- 4.3.3.1 The President chairs every General and Special General Meeting of the Society. The Vice-President chairs in the absence of the President.
- 4.3.3.2 If neither the President or Vice-President are present within one-half (1/2) hour after the set time for the General or Special General Meeting, an acting Chair is appointed by the Board of Director members in attendance.

4.3.4 Adjournment

- 4.3.4.1 The President may adjourn any AGM or Special General Meeting with the consent of the Members at the meeting. The adjourned AGM or Special General Meeting conducts only the unfinished business for the initial Meeting.
- 4.3.4.2 No notice is necessary if the AGM or Special General Meeting is adjourned for less than 30 days.
- 4.3.4.3 Voting. Each Voting Member has one (1) vote. A show of hands decides every vote at every AGM or Special General Meeting. A secret ballot is used if at least five (5) Voting Members request it.
- 4.3.4.4 The President shall only vote to break a tie. In the case of a tie, the President's vote shall be the deciding vote.
- 4.3.4.5 No proxy votes are allowed by any Voting Member. If all the Voting Members participating in a meeting consent, a Member may participate in a meeting of the Members by means of telephone or such other communication facilities as permit all persons participating in the meeting to hear each other and a Member participating in such a meeting by such means is deemed to be present at the meeting. Any consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Members.
- 4.3.4.6 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. A majority is defined as over fifty percent (50%).
- 4.3.4.7 The President declares a resolution carried or defeated. This statement is final and does not have to include the number of votes for or against the resolution.
- 4.3.4.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

4.3.5 Failure to Give Notice of Meeting. No action taken at an AGM or Special General Meeting is invalid due to:

- a. Accidental omission to give any notice to any Member;
- b. Any Member not receiving any notice; or
- c. Any error in any notice that does not affect the meaning.

5 BOARD OF SOCIETY

5.1 POWER OF BOARD

- 5.1.1 The Board governs and manages the affairs of the Society. The Board may hire staff, including coaches and office personnel to conduct management functions under the direction and supervision of the Board.
- 5.1.2 The Board has the powers of the Society except as stated in the *Societies Act*. The power and duties of the Board include but are not limited to:
- a. promoting the objectives of the Society;
 - b. promoting membership in the Society;
 - c. acquiring, maintaining, and protecting the Society's assets and property;
 - d. approving an annual budget for the Society;
 - e. ensuring payment of all expenses for operating and managing the Society;
 - f. paying person for services and protecting persons from debt of the Society;
 - g. managing the employees of the Society, including making decisions regarding discipline and termination of Society employees;
 - h. financing the operations of the Society, including borrowing or raising monies;
 - i. making and amending policies, rules and regulations, codes of ethics, protocols, and codes of conduct for managing and operating the Society, and using its facilities and assets facilities and assets;
 - j. approving all contracts for the Society;
 - k. maintaining all accounts and financial records of the Society;
 - l. appointing legal counsel as necessary;
 - m. without limiting the general responsibility of the Board, delegating its powers and duties to staff or committees;
 - n. creating, assigning tasks to and determining the powers of any committees or task forces of the Society.
- 5.1.3 Each Director member is a fiduciary of the Society and is expected to act in good faith and exercises due diligence and reasonable skill in carrying out the role of Board member.
- 5.1.4 Each Director shall read, understand, execute and abide by the Society's code of conduct.

- 5.1.5 Each Director member shall have a current criminal record check and notify the Board immediately of any criminal investigations.
- 5.1.6 Each Director shall sign the confidentiality policy.
- 5.1.7 The Executive Committee meets as frequently as required by the President.

5.2 NOMINATION FOR BOARD

- 5.2.1 The Board shall have a minimum of three (3) and a maximum of eight (8) Members.
- 5.2.2 Members in Good Standings, and at least 18 years of age, may nominate themselves or another eligible Member for election to the Board. Any Member may refuse nomination.
- 5.2.3 Members can only be nominated for the Board positions eligible for election that year.
- 5.2.4 Paid employees are not eligible to serve on the Board.

5.3 ELECTION OF BOARD

- 5.3.1 Nominees shall be elected at the Annual General Meeting by a majority of votes of Members in attendance. No proxy votes all allowed. In the event of a tie between nominees, the President of the Board shall break the tie.
- 5.3.2 Any Member who is over eighteen (18) years old and in Good Standing shall be eligible to be elected as a Director and Officer in the Society.
- 5.3.3 A Member who is not in attendance at the Annual General Meeting may also become a Director and Officer if they consented in writing to function as Director and Officer before the appointment or election. The written consent must be for a specific position the Member is willing to accept a nomination for and be elected to.
- 5.3.4 If only one person is running for a Board position, they will be elected to that position by acclamation.
- 5.3.5 The Officers shall hold office for two (2) years, which will be from the date of election until the next Executive election.
 - a. The President and Secretary will be elected for a two (2) year term in even numbered years.
 - b. The Vice-President and Treasurer will be elected for a two (2) year term in odd numbered years.
- 5.3.6 Directors shall hold office for one (1) year, which will be from the date of election until the next Board election.

- 5.3.7 The Members so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the term may be filled at the next monthly Board meeting, provided it is so stated in the notice calling such meeting.

5.4 RESIGNATION AND REMOVAL

- 5.4.1 Any Board Member may resign from office by giving one (1) month's notice in writing. The resignation take effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- 5.4.2 Voting Members may remove any Board Member before the end of their term. There must be a majority vote at a Special General Meeting called for this purpose.
- 5.4.3 Any Director or Officer will be removed from the Board or office:
- a. if the Director or Officer resigns by delivery a written resignation to the secretary;
 - b. upon the Director or Officer seeking bankruptcy or insolvency protections;
 - c. in the event of the death or loss of capacity of the Director or Officer;
 - d. for their failure to abide by the AGF or Society Code of Conduct;
 - e. if the Member engages in any conduct or activity that may bring the reputation of the Society or the Board into disrepute; or
 - f. by Special Resolution for any cause which the Society may deem reasonable.

5.5 VACANCIES OF THE BOARD

- 5.5.1 In the event of a vacancy on the board, the current Board of Directors may appoint an eligible Member (a Member in Good Standings over the age of 18) at a Board Meeting by a majority of votes of the Directors and Officers in attendance. A Director or Officer who is appointed by the Board shall be required to run for election at the Annual General Meeting immediately following the appointment.

5.6 COMPOSITION OF BOARD

- 5.6.1 The Board consists of:
- 5.6.1.1 three (3) or four (4) Directors appointed as Officers: the president, vice-president, treasurer, and secretary; and
 - 5.6.1.2 up to four (4) other Directors.

5.7 MEETING OF BOARD

- 5.7.1 The Board will meet as necessary to conduct general and routine business of the Society.
- 5.7.2 The Board shall, subject to the bylaws or directions given it by majority vote at any Special General Meeting of the Society or the AGM properly called and constituted, have full control and management of the affairs of the Society, and the meeting of the board shall be held as often as may be required, and shall be called by the President.
- 5.7.3 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- 5.7.4 Board meetings shall be called with at least seven (7) days' notice via email to each Member (or similar method of communication) sent to the Member's last known address.
- 5.7.5 Quorum at Board of Directors meetings will be 50% of serving Board members (i.e., If the Board consists of eight (8) members, then at least four (4) members are required for quorum).
- 5.7.6 If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week.
- 5.7.7 Each Board Member has one (1) vote.
- 5.7.8 At a Board meeting motions shall be passed by a majority vote cast by those Directors present at the meeting. In the event of a tie, the President's vote shall be the deciding vote. No proxy votes are allowed.
- 5.7.9 A Board member with a conflict of interest shall disclose fully the nature and extent of the conflict. If the majority of the Board members determine there to be no substantive conflict, then the Board member in question may participate in the vote.
- 5.7.10 A Board member that has been determined to be in conflict of interest shall not participate in the vote.
- 5.7.11 Meetings of the Board of Directors are not open to the general public; however, a Member in Good Standings may request to attend a Board of Directors meeting and be heard by forwarding a request in writing to the President at least ten (10) days prior a scheduled Board of Directors meeting. The request must describe the reason for the request and the nature of the presentation to the Board. The Board may decide to accommodate the request if there is sufficient time on the agenda; otherwise, the President may choose to call a Special Meeting of the Board to hear the request.

- 5.7.12 For decisions to be made exclusively by the Board a resolution or decision may be passed by vote between meetings via email. Such resolution shall be entered into the minutes of subsequent board meeting, noting the date of the resolution.
- 5.7.13 Irregularities or errors done in good faith do not invalidate actions done by any meeting of the Board.

6 OFFICERS

6.1 DUTIES OF OFFICERS

6.1.1 The President:

- a. serves as the Chief Executive Officer of the Society;
- b. supervises the affairs of the Board;
- c. sets the agenda for all Board meetings;
- d. is an *ex-officio* member of all committees;
- e. acts as the spokesperson for the Society and represents the Society at public and private meetings, to the media and to the Alberta Gymnastics Federation;
- f. is one of the signing Officers for the Society;
- g. when present, chairs all meetings of the Society and of the board. In the President's absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside; and
- h. performs other duties assigned by the Board.

6.1.2 The Vice-President:

- a. chairs all meetings in the President's absence. If the Vice-President is absent, the Directors elect a chairperson for the meeting.
- b. replaces the president at various functions when asked to do so by the President or the Board;
- c. is a member of the Executive Board;
- d. is one of the signing officers for the Society;
- e. is an *ex-officio* member of all committees;
- f. assumes the Presidency if the President resigns or is otherwise unable to complete the terms of office;
- g. assists the President in performing the President's duties; and

- h. performs other duties as assigned by the Board.

6.1.3 The Secretary:

- a. attends all meetings of the Society, the Board, and the Executive Committee;
- b. keeps, distributes, and maintains a record of accurate minutes of all these meetings. Minutes of all meetings shall be kept at the registered office. In case of the absence of the Secretary, their duties shall be appointed by the Board to another Officer or Director;
- c. is one of the signing officers for the Society;
- d. has charge of all the correspondence of the Society;
- e. makes sure a record of names and addresses of all Members of the Society are kept;
- f. ensure that the Bylaws, Member handbook(s), and the Policy and Procedures Manual are in good order, up to date, and that amendments are entered immediately upon approval;
- g. ensures all notices of various meetings are posted or sent (emailed);
- h. makes sure annual fees are collected and deposited. Such monies shall be promptly turned over to the treasurer, or his or her delegate, for deposit in a bank, trust company, Credit Union or Treasury Branch as required; and
- i. files the annual return, changes in the Director(s) of the organization, amendments to the Bylaws and other incorporating documents with the Corporate Registry and as necessary pursuant the Societies Act (Alberta); and
- j. performs other duties assigned by the Board.

6.1.4 The Treasurer:

- a. issues payment for outstanding invoices to the Society in accordance with the budget approval and/or instructions from the Board after obtaining the approved signature of one other signing Officer;
- b. is responsible for obtaining and retaining all invoices and receipts relative to the payment of the Society's funds;
- c. causes all monies paid to the Society to be properly received;
- d. is responsible for the timely deposit of all monies paid to the Society in whatever Bank, Trust Company, Credit Union, or Treasury Branch the board may order;
- e. properly accounts for the revenues, expenditures and funds of the Society and keep such books as may be directed;

- f. presents a full detailed account of receipts and disbursements and other financial documents to the Board as requested;
- g. makes sure an audited statement of the financial position of the Society is prepared and presented to the AGM and submit a copy of the same to the Secretary of the records of the Society;
- h. ensures that BGC staff are paid in accordance with the legislation and regulations, and ensures records are kept as required by these regulations;
- i. is one of the signing officers for the Society; and
- j. performs other duties assigned by the Board.

7 COMMITTEES

7.1 BOARD COMMITTEES

- 7.1.1 The Board may appoint committees to advise the Board.
- 7.1.2 The Board may delegate its powers and duties to a committee or a paid administrator of the Society who is hired to conduct administrative and management functions of the daily operations of the Society, under the direction and supervisions of the Board.
- 7.1.3 A majority of the committee members present at a meeting is quorum.

7.2 CREATION OF SOCIETY COMMITTEES

- 7.2.1 Only the Board may create committees, set out the terms of reference for the committee and determine the eligibility of Members and individuals to serve on the committee.
- 7.2.2 All Committees are non-decision-making committees and shall be confined to their terms of reference as drafted by the Board.
- 7.2.3 Committee Members may include Board Members, Members of the Society, or individuals from the community at large that can provide expertise that may not be available on the Board or within the Society's Membership.

7.3 THE EXECUTIVE COMMITTEE

- 7.3.1 The Executive Committee consists of the President, Vice-President, Secretary and Treasurer.
- 7.3.2 The Executive Committee is responsible for:

- a. planning agendas for Board meetings
- b. personnel oversight, including:
 - i. interviewing applicants for paid employee positions;
 - ii. recommending policies on Personnel to the Board, including recruiting, hiring, and evaluation and dismissal;
 - iii. acting as a mediator for personnel problems; and
 - iv. reporting on the year's personnel activities at the AGM.
- c. conducting emergency business between Board meetings;
- d. reporting to the Board on actions taken between Board meetings; and
- e. performing other duties as assigned by the Board.

7.3.3 The Executive Committee meets as frequently as required by the President.

8 FINANCIAL MATTERS

8.1 FINANCE AND AUDITS

- 8.1.1 The fiscal year for the Society is July 1st to June 30th, with the fiscal year ending on June 30 of each year.
- 8.1.2 There must be an audit of the books, accounts and records of the Society 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 and made available to the board at the regular board meeting immediately preceding the annual general meeting and shall be made available to Member at the following annual general meeting.
- 8.1.3 All cheques drawn on the monies of the Society must be signed by two individuals. Both signatures must be officers of the Society.

8.2 SIGNING AUTHORITY

- 8.2.1 Each year after the election of the new Board of Directors, a motion is needed to appoint three (3) Executive Officers to have signing authority on the bank accounts for the BGC.
- 8.2.2 There are two (2) signatures required on all cheques and two (2) approvals required on all e-transfers. One of the signatures or approvals must be the Treasurer. No Executive Officer may approve their own expense sheet or provide approval (signature or otherwise) for payment of a family member.

- 8.2.3 A motion to change the signing authorities, indicating the names to be deleted and the names to be added will be made and forwarded to the financial institution to conduct the change.

9 MANAGEMENT MATTERS

9.1 REGISTERED OFFICE, SEAL, & CONTRACTS

- 9.1.1 The registered office of the Society shall be located in Brazeau County or Drayton Valley, Alberta.
- 9.1.2 All contracts entered into by the Society must be signed by two Officers of the Society by resolution of the Board of Directors, except for employment contracts which will require a resolution of the Executive Committee.
- 9.1.3 BGC does not have a Society Seal.

9.2 BOOKS AND RECORDS

- 9.2.1 All books and records of the Society shall be kept at the registered office of the Society. Another place may be established by resolution at the AGM or Special General Meeting.
- 9.2.2 Books and records include: the minutes book, the financial records, and the official documents and contracts of the Society.
- 9.2.3 The books and records of the Society may be inspected by any Member of the Society at the AGM or 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.
- 9.2.4 All minutes of meetings of the Board and of the Members shall be kept and prepared by the Secretary of the Society who shall be responsible for maintaining same and all other records at the registered office of the Society. This record will contain minutes from all meetings of the Society, the Board of Directors, and the Executive Committee.
- 9.2.5 All personnel records and information are considered confidential and will not be open for inspection by the general membership.

10 PROTECTION OF LIABILITY

10.1 LIABILITY

- 10.1.1 No Board member is liable for the acts of any other Director, Officer or employee of the Society.
- 10.1.2 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.
- 10.1.3 No Director or Officer is liable for any loss due to an oversight or error in judgement, or an act in their role for the Society unless the act or oversight is caused by fraud, dishonesty, willful misconduct, gross negligence, or bad faith.
- 10.1.4 Board Members can rely on the accuracy of any statement or report prepared by the Society's auditor and are not held liable for any loss or damage as a result of acting on that statement or report.
- 10.1.5 No Member of the Society is, in the Member's individual capacity, liable for a debt or liability of the Society.

10.2 INDEMNITY

- 10.2.1 Each Director or Officer holds office with protection from the Society subject to any limitation as may be imposed by law. The Society indemnifies each Director or Officer against all costs or charges that result from any act done or oversight made in their role for the Society, unless the act or oversight is caused by fraud, dishonesty, willful misconduct, gross negligence, or bad faith.

11 REMUNERATION

11.1 PAYMENT

- 11.1.1 No Director, Officer, or Member of the Society shall be entitled to any remuneration for Board work or by virtue of their position as a Director or Officer of the Society. A Director, Officer, or Member of the Society may be remunerated for additional work outside the scope of regular board work, if approved by a seventy-five percent (75%) majority of the Board.
- 11.1.2 Any Director or Officer may be entitled to receive incentives for services provided to the Society subject to the discretion of the Board of Directors. The discretion may be outlined within a Policy for consistency and clarity.

- 11.1.3 Directors, Officers and Members may be reimbursed for any reasonable expense they have incurred in connection with any meeting or promotion of the Society upon approval of the Board. While in-kind contributions cannot be reimbursed monetarily, credits to volunteer hour requirements may be allowed upon Board approval.

12 BORROWING POWERS

12.1 BORROWING

- 12.1.1 The Society may borrow or raise funds to meet its objectives and operations. The Board decides the amount and way to raise money, including giving or granting security, unless the amount is in excess of the fifty (50%) equity of the Society in which case approval is needed from the Membership by way of a Special Resolution.
- 12.1.2 The Society may issue debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debenture be issued without the approval of the Members by way of a Special Resolution.

13 AMENDING THE BYLAWS

13.1 AMENDMENT OF BYLAWS

- 13.1.1 The Bylaw may be rescinded, altered or added to by a Special Resolution, in accordance with the Act.
- 13.1.2 A minimum of twenty-one (21) days notice of the Annual General Meeting must be provided to the membership. The twenty-one (21) days notice must include details and background of the proposed resolution to change the Bylaw.
- 13.1.3 The amended Bylaw takes effect after approval of the Special Resolution at the Annual General Meeting of the Society and accepted by the Corporate Registry of Alberta.
- 13.1.4 For a Special Resolution, there must be approval by a minimum of seventy-five percent (75%) of the Voting Members present at the meeting.
- 13.1.5 The Executive Committee may make administrative changes to the Bylaws, such as fixing grammar, spelling, or numbering without requiring a Special Resolution.

14 CONFLICT RESOLUTION

14.1 ARBITRATION

- 14.1.1 Any dispute arising out of affairs of the Society may be resolved by arbitration.
- 14.1.2 Any dispute arising between any Members of the Society in which the Society is involved may be resolved by arbitration.

15 DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

15.1 ASSET DISPOSAL

- 15.1.1 The Board may not sell or dispose of assets which have a value greater than fifty percent (50%) of the equity of the Society without the approval of Members by Special Resolution.

15.2 DISSOLUTION

- 15.2.1 The Society does not pay any dividends or distribute property among the Members.
- 15.2.2 In the event of the dissolution of the Society, its assets, after payment of all its liability, shall be distributed to any non-profit organization or charitable organization.
- 15.2.3 Members are to select the organization to receive the assets by Special Resolution at any Annual General Meeting or Special General Meeting of the Society. At no time do any Members receive any assets of the Society. If the Society is dissolved prior to an Annual General Meeting or Special Meetings of the Society, the remaining assets shall go to a local children's sport non-for-profit.

Bylaw approved at the Annual General Meeting held June 10, 2026:

Bylaw confirmation signed by the Executive Committee

Original signed by _____
Melanie Smith (President)

Original signed by _____
Elizabeth Black (Vice President)

Original signed by _____
Melissa Torkelson (Treasurer)

Original signed by _____
Kathleen Sterling (Secretary)