

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

ARTICLE 1 – PREAMBLE

- 1.1 The name of this organization is *Lethbridge Sport Council*.
- 1.2 This document constitutes the general bylaws of the Lethbridge Sport Council. The bylaws regulate the transaction of business and affairs of the Society.

ARTICLE 2 – DEFINITIONS

In this Bylaw and all other Bylaws of the Society, unless specifically defined herein or the context otherwise specifies or requires, all terms which are defined in the Act should have the meanings given to such terms in the Act, and in particular:

- 2.1 “**Act**” or “**Societies Act**” means *the Societies Act R.S.A. 2000 Chapter S-14* as amended or any statute substituted for it.
- 2.2 “**Annual Meeting**” or “**Annual General Meeting**” means the Annual General Meeting (AGM) as described in Article 5.1
- 2.3 “**Articles**” means the articles of the society from time to time in force and effect;
- 2.4 “**Associate Member**” means any business, corporation, or not for profit society that meets the criteria as laid out in Article 4.1.3;
- 2.5 “**Board**” means the Board of Directors of the Society;
- 2.6 “**Board Meeting**” means the meeting of the Board;
- 2.7 “**Bylaws**” mean all Bylaws of the society as amended.
- 2.8 “**Chair**”, “**Vice-Chair**”, “**Secretary**”, and “**Treasurer**” shall mean those persons from time to time appointed by the Board to hold these designated offices;
- 2.9 “**Community**” means the City of Lethbridge;
- 2.10 “**Ex officio**” means stemming from the position rather than the person.
- 2.11 “**Individual Member**” means any individual that meets the criteria as laid out in Article 4.1.1;
- 2.12 “**LSC**” means the Lethbridge Sport Council
- 2.13 “**Member**” means any individual/organization that meets the criteria of membership in the Society.
- 2.14 “**Nonprofit**” means an organization, registered and operating under the Societies Act
- 2.15 “**Policy**” means the Board has the right and responsibilities for developing policies consistent with the objects and Bylaws of the Society.
- 2.16 “**Records of the Society**” means minutes, agendas, financial statements, annual reports, contracts, and other required legal documents.

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

- 2.17 “Register of Members”** means the register maintained by the Board containing the names of the Members of the Society.
- 2.18 “Resolution”** means a proposition offered to or adopted by the Board.
- 2.19 “Society”** means the Society of Lethbridge Sport Council
- 2.20 “Special General Meeting”** means the special meeting as described in Article 5.2;
- 2.21 “Special Resolution”** means a resolution passed at an Annual General Meeting or Special General Meeting. There must be approval by a vote of 75% of the voting Members who vote in person or by Proxy. Items requiring Special Resolution include:
- a) Changing the objects of the Society
 - b) Amending the Bylaws of the Society
 - c) Issuing debentures
 - d) Surrendering the Certificate of Incorporation; and
 - e) Choosing a nonprofit organization as required by Article 9.3.
- 2.22 “Sport Organization Member”** means any organization that meets the criteria as laid out in Article 4.1.2.
- 2.23 “Voting Member”** means a member entitled to vote at the meetings of the Society as described in Article 4.

ARTICLE 3 – OBJECTS OF THE SOCIETY

- 3.1** The objects of the Society are detailed in the Application to form a Society.

ARTICLE 4 – MEMBERSHIP

4.1 Classification of Members

4.1.1 Individual Member

To become an Individual Member of the Society, an individual must:

- a) Actively support in furthering and promoting the objects of the Society (Article 3);
- b) Pay an annual fee;

4.1.2 Sport Organization Member

To become a Sport Organization Member of the Society, organizations must:

- a) Actively support in furthering and promoting the objects of the Society (Article 3);
- b) Be presently involved in sport and recreation activities in Lethbridge;
- c) A Sport Organization outside of Lethbridge can complete a letter of application for membership
- d) The official voting representative of the Sport Organization Member shall be determined by that sport organization.
- e) Pay an annual fee;

4.1.3 Associate Member

To become an Associate Member of the Society, a business, corporation, or not for profit society must:

- a) Actively support in furthering and promoting the objects of the Society (Article 3);

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

- b) The official voting representative shall be determined by the business, corporation or not for profit society.
- c) Pay an annual fee.

4.2 Admission of Members

Membership in LSC shall be open to any person residing in Alberta, and being of the full age of 18 years, or group interested in furthering and promoting LSC's objectives. Individuals or groups will be recognized as members upon filing of the membership form and payment of the membership fee.

4.3 Memberships Fees

- 4.3.1** Membership fees in the Society shall be paid annually (with a five (5) year option) to the LSC and shall be determined, from time to time, by the Voting Members at the Annual General Meeting.

4.4 Rights and Privileges of Members

- 4.4.1** Any Member in good standing is entitled to:

- a) receive notice of meetings of the Society;
- b) attend any meeting of the Society;
- c) speak at any meeting of the Society;
- d) exercise other rights and privileges given to Members in these Bylaws.

- 4.4.2** Voting Members

Members in good standing can vote at meetings of the Society

- 4.4.3** Number of Votes

A voting Member is entitled to one (1) vote at a meeting of the Society.

- 4.4.4** A Member is in good standing when:

- a) The Member has paid any membership fees or other required fees to the Society; and
- b) The Member is not terminated as a Member as provided for under Article 4.5

4.5 Termination of Membership

Subject to the Bylaw, the membership interest of a Voting Member is not transferable and may be terminated in the manner permitted by the Act when:

- a) The Member is not actively participating in the support of the Society as per the requirements of membership;
- b) Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.
- c) If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the society until reinstated.

And will be terminated when:

- d) The Member resigns with written notice (letter or email) to the Board through its Secretary or Chair; or
- e) On dissolution of the Society.

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

ARTICLE 5 – MEETINGS

5.1 Annual General Meeting

This society shall hold an annual meeting within 180 days of the fiscal year end of the Society, in Lethbridge, Alberta, Canada. The Board will call the Meeting and set the place, day, and time of the Meeting.

5.1.1 Notice

Notice of the time and place of Annual General Meeting shall be given in writing to the last known address of each member and shall be mailed or e-mailed 21 days prior to the date of the meeting.

5.1.2 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

- a) Adopting the agenda;
- b) Adopting the minutes of the last Annual General Meeting;
- c) The Chair's report/annual report;
- d) The Treasurer shall present the Financial Report setting out the Society's income, disbursements, assets and liabilities, and the auditor's report;
- e) Appointment of auditors;
- f) Electing the Members of the Board; and
- g) Considering matters specified in the Meeting notice.

5.1.3 Quorum

Attendance by 20% of the eligible voting Members at the Annual General Meeting is a Quorum.

5.2 Special General Meeting of the Society

A special meeting shall be called at any time

- a) By a resolution of the Board; or
- b) By the Chair or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting and motion(s) intended to be submitted at this Special General Meeting.

5.2.1. Notice

Notice of the time, place, and purpose of the Special General Meetings shall be given in writing to the last known address of each member and shall be mailed or e-mailed 21 days prior to the date of the meeting.

5.2.2 Quorum

Attendance by 20% of the eligible voting Members at the Special General Meeting is a Quorum.

5.3 Proceedings at Annual General Meetings or Special General Meetings

5.3.1 Attendance by the Public

All Annual General Meetings and Special General Meetings of the Society are open to the public. A majority of voting Members present may meet in-camera on sensitive issues if a majority of the Members support a motion to move in-camera. Any decisions made while in-camera must be ratified out-of-camera.

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

5.3.2 Failure to Reach a Quorum

In the event an Annual General Meeting or Special General Meeting fails to achieve Quorum within fifteen minutes after the set start time, the meeting may be recalled and those in attendance will constitute a Quorum.

5.3.3 Presiding Officers

The chair of any meeting of the members shall be the Chair or in his or her absence, the Vice-Chair. In the absences of either such officers, the Members shall choose one of the Directors. The Secretary of the Meeting shall be the Secretary of the Society. Notwithstanding the above, the chair of the meeting may appoint a person who need not be a member, to act as secretary of the Meeting.

5.3.4 Adjournment

5.3.4.1 The Chair may adjourn any Annual General Meeting with the consent of the Members at the Meeting.

5.3.4.2 The adjourned Annual General Meeting may be reconvened to conduct only the unfinished business from the initial meeting.

5.3.4.3 No notice is necessary if the Annual General Meeting is adjourned for less than thirty (30) days

5.3.4.4 The Society must give notice when an Annual General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any Annual General Meeting.

5.3.5 Voting

5.3.5.1 Each voting Member has one (1) vote at an Annual General Meeting or Special General Meeting. A Sport Organization or Associate Member must appoint in writing a representative to vote on its behalf.

5.3.5.2 Proxy votes must be submitted to the Chair or his/her designate at least twenty-four hours prior to the commencement of the General Meeting on a form duly provided for such a purpose. Vote by proxy shall be restricted to those items which are on the meeting agenda.

5.3.5.3 Voting shall be by way of show of hands.

5.3.5.4 Any five (5) members may request a ballot vote, but such request may be withdrawn at any time prior to the taking of the ballot.

5.3.5.5 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.

5.3.5.6 Majority

A simple majority vote of 51% of the votes cast decides each issue and resolution, unless it needs to be decided by a Special resolution as outlined in Article 2.20.

5.3.5.7 At this meeting there shall be elected a maximum of twelve (12) directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any Individual Member in good standing shall be eligible to any office in the Society.

5.3.5.8 Failure to Give Notice of Meeting

No action taken at a 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.

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

5.3.5.9 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

ARTICLE 6 – THE GOVERNANCE OF THE SOCIETY

6.1 Board of Directors

The Board is responsible for the governance and management of the affairs of the Society. The Board may retain a senior administrator or designate Committees to carry out the function under the direction and supervision of the Board.

6.1.1 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Society's Act. The powers and duties of the Board include:

- a) Serves to direct the setting and execution of the objects of the Society;
- b) Promoting the membership of the Society;
- c) Maintaining and protecting the Society's assets and property;
- d) Approving an Annual Budget;
- e) Ensuring that all expenses are paid for operating and managing the Society;
- f) Approving borrowing or raising monies to finance the operation and management of the Society consistent with all legal and fiduciary requirements, including mortgaging any or all of the property of the Society;
- g) Approving all contracts for the Society;
- h) Ensuring all accounts and financial records of the Society are maintained and accessible to Directors and Members;
- i) Setting policies, rules and regulations for governing, managing and operating the Society, its facilities and assets;
- j) Recruiting future Board members;
- k) Appointing legal counsel as necessary; and
- l) Without limiting the general responsibility of the Board, delegating its responsibilities and duties to Committees and the paid senior staff of the Society.

6.1.2 Composition of the Board

A minimum of six (6) and a maximum of fifteen (15) Directors are elected from the membership, which must be Individual Members with a maximum of two (2) Directors from any one sport/organization.

6.1.2.2 The Board consists of:

- a) The Chair;
- b) Four (4) to thirteen(13) Directors-at-large elected at the Annual General Meeting from among the Voting members; and
- c) The immediate Past Chair.

6.1.3 Election of the Directors and the Chair.

6.1.3.1 The Board will appoint a Nominating Committee not less than thirty (30) days in advance of the AGM. The Nominating Committee shall present a slate of candidates naming Individual Members in good standing for the election as Directors, after having

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

ensured that each nominee is eligible for election and will accept if elected. Nominations will NOT be accepted from the floor at the time of the AGM unless, two-thirds (2/3) of the votes cast at the AGM agree that nominations can be made at the AGM.

6.1.3.2 An Individual Member who has been nominated to stand for election but will be absent at the time of the election, must indicate in writing to the Nominating Committee prior to the election that he/she will accept if he/she is elected.

6.1.3.3 Voting shall be by show of hands or by secret ballot if so called by the Chair or by the majority of those members present. In the event of a tied vote, additional ballots shall be cast until a candidate is declared elected. A minimum of two (2) people shall be appointed by the LSC to count ballots

6.1.3.4 Board members must be LSC Individual Members in good standing prior to being elected and throughout their terms.

6.1.3.5 Voting members may elect any Director of the board for a maximum of 2 consecutive 3 year terms. At the pleasure of the board, Directors can be reappointed for a third term. Directors shall be eligible for re-election after one (1) year of retirement.

6.1.3.6 Voting members elect the Chair at the Annual General Meeting. The Chair can only serve for a maximum of two (2) consecutive terms as a Chair of the Board, not including one (1) term Past-Chair appointment.

6.1.4 Election of the Officers

Officers, excluding the Chair and the Past Chair, shall be elected from within, and by the Board.

6.1.5 Resignation or Removal of a Director from the Board of Directors

6.1.5.1 Resignation

A Director, including the Chair, may resign from office by giving one (1) month notice in writing. The resignation takes effect on the date the Board accepts the resignation.

6.1.5.2 Removal

Any director or officer, upon a majority vote of all members in good standing, may be removed from office. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.3 Vacancy

Interim vacancies may be filled by the Board to be approved at the next Annual General Meeting. It is the responsibility of the Board as a whole and the Individual Director to replace Board Members as vacancies occur.

6.1.6 Meetings of the Board

6.1.6.1 The Board holds a minimum of six (6) regularly scheduled Board Meetings a year.

6.1.6.2 The Chair calls the meetings. The Chair may also call an extra meeting if any two (2) Directors makes a request in writing and state the business for the meeting.

6.1.6.3 A minimum of seven (7) day notice of Board Meetings is mailed or otherwise delivered to each Board Member. The notice will include an agenda, minutes of the previous meeting, and other reports as required.

6.1.6.4 The presence of six (6) voting Directors at any regular Board Meeting constitutes a Quorum.

6.1.6.5 Each Director, including the Chair, has (1) vote.

6.1.6.6 Board Meetings are open to Members and any members of the public but only Directors may vote. The Board may also meet in-camera on sensitive issues if a majority

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

of the Directors support a motion to move in-camera. Any Board decisions made in-camera must be ratified out-of-camera.

6.1.6.7 If Board members have missed at least one (1) Board Meeting and one (1) Special General Meeting or two (2) Board Meetings, it is the responsibility of the Chair to discuss the importance of attendance with the Board Member who is not attending. A Board Member who fails to attend three (3) consecutive Board Meetings may be asked by the Board to resign.

6.2 Officers

6.2.1 The Officers of the Society are the Chair, Vice Chair, Secretary, Treasurer, and Past Chair.

6.2.2 At its first meeting after the Annual General Meeting, the board elects from among the Directors, the Chair and the other Officers for the following year.

6.2.3 The Officers hold office until re-elected annually by the Board.

6.2.4 Any Officer, including the Chair, may resign their responsibilities without resigning from the Board. In such circumstances, the Board will appoint an interim replacement.

6.3 Duties of the Officers of the Society

6.3.1 Chair

- a) When present, chairs all meetings of the Society, the Board, and Executive Committee;
- b) Calls meetings of the Board and the Executive Committee;
- c) Supervises the affairs of the Board;
- d) Acts as the main spokesperson for the Society;
- e) Is welcome to attend as an ex-officio member, all Committees except the Nominating Committee; and
- f) Carries out other duties assigned by the Board.

6.3.1 Vice Chair

- a) Presides at meetings in the Chair's absence. If the Vice-Chair is absent, the Directors elect a Chairperson for the meeting;
- b) Replaces the Chair at various functions when asked to do so by the Chair or the Board;
- c) Is a member of the Executive Committee; and
- d) Carries out other duties assigned by the Board.

6.3.2 Secretary

- a) Attend all meetings of the Society, the Board, and the Executive Committee;
- b) Keep accurate minutes of these meetings;
- c) Keeps the seal of the Society;
- d) Keeps and preserves the Board's correspondence, motions, contracts, and other important records of the Society;
- e) Makes sure a record of names and addresses of all Members of the Society is kept;
- f) Makes sure all notices of various meetings are sent;
- g) Makes sure annual fees are collected and deposited;
- h) Ensures the filing of the Annual Return, changes in the Directors of the organization, amendments in the Bylaws and other incorporating documents with the Corporate registry; and
- i) Carries out other duties assigned by the board.

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

6.3.4 Treasurer

- a) Makes sure all monies paid to the Society are deposited in a Chartered Bank, Trust Company, Credit Union or Treasury Branch chosen by the Board;
- b) Makes sure a full detailed account of revenues and expenditures is presented to the Board as requested;
- c) Makes sure an audited statement of the financial position of the Society is prepared and present at the Annual General Meeting;
- d) Is a member of the Executive Committee; and
- e) Carries out other duties assigned by the Board.

6.3.5 Past Chair

- a) Chairs the Nominating Committee; and
- b) Carries out other duties assigned by the Board.

6.4 Board Committees

6.4.1 An Executive Committee shall be made up of the LSC Executive Director, Chair, Vice Chair, Past Chair, Treasurer and Secretary and shall be responsible for the carrying on the day to day operations of the LSC.

6.4.2 The Board of Directors may appoint and establish such committees or subcommittees as may be required from time to time that the objective of the LSC are met. Such committees or subcommittees shall remain constituted at the pleasure of the Board of Directors.

6.4.3 General Procedures for Committees

6.4.3.1 A Board Member chairs each committee created by the Board.

6.4.3.2 The Committee Chair calls committee meetings. Each committee:

- Records minutes of its meetings;
- Distributes these minutes to the committee members; and
- Provides reports to each Board meeting at the Board's request.

6.4.3.3 The meeting Notice must be mailed or e-mailed five (5) business days before the scheduled date of the meeting. The notice states that date, place, and time of the committee meeting. Committee members may waive notice.

6.4.3.4 A majority of the committee members present at a meeting is a quorum.

6.4.3.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

6.5 The Executive Director

6.5.1 The Board may hire an Executive Director to carry out assigned duties.

6.5.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to the Board Committees. The Executive Director does not vote at any meeting.

6.5.3 The roles and responsibilities of the Executive Director shall be defined by the Board within the relevant job description and contract documents.

ARTICLE 7 – FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Society is located in Lethbridge Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

7.2 Finance and Auditing

- 7.2.1** The fiscal year of the Society ends on December 31 of each year.
- 7.2.2** A qualified financial auditor or two members of the society will be appointed at each Annual General Meeting to do an annual financial audit; or the financial audit will be conducted in accordance with the Societies Act.

7.3 Seal of the Society

- 7.3.1** The Board may adopt a seal as the Seal of the Society.
- 7.3.2** The Secretary has the control and custody of the seal, unless the Board decides otherwise.
- 7.3.3** The Seal of the Society can only be used by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

- 7.4.1** Financial signing authority will include the Chair, the Vice Chair, Treasurer, and/or other Board Members as required by the Board.
- 7.4.2** All contracts of the Society must be signed by two (2) Officers or other persons authorized to do so by resolution of the Board.
- 7.4.3** All cheques of the Society must be signed by two (2) Officers or other persons authorized to do so by resolution of the Board.
- 7.4.4** The Board may authorize the Executive Director to sign Cheques for certain amounts and circumstances. The Executive Director may not sign his/her own pay cheque.

7.5 Official Records of the Society

- 7.5.1** The Secretary is responsible for maintaining all of the Official Records at the Registered Office of the Society.
- 7.5.2** A member wishing to inspect the books or records of the Society must give reasonable notice to the Chair or the Secretary of their intentions to do so. Unless otherwise permitted by the board, such inspection will take place only at the Registered Office or other regular business premises operated by the Society, during normal business hours. This does not apply to the records that the Board designates confidential.

7.6 Borrowing Powers

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

7.7 Payments

- 7.7.1** No member, Director, or Officer of the Society receives any payment for their services as a Member, Director, or Officer.
- 7.7.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1** Protection and indemnity for Directors and Officers of the Society exists where those individuals act in good faith and responsibly perform the duties of Director or Officer as described in the Bylaws and policies of this Society. The Society does not protect any Director or Officer for any acts of fraud, dishonestly, or bad faith.

BYLAWS OF LETHBRIDGE SPORT COUNCIL (APPROVED: MAY 2016)

- 7.8.2** 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 or her role for the Society, unless the act is fraud, dishonesty, or bad faith.
- 7.8.3** Directors or Officers can rely on the accuracy of any statements or reports prepared by the Society's financial reviewer. Directors and Officers are not held liable for any loss or damage as a result of acting in good faith and with due diligence on those statements or reports.

ARTICLE 8 – AMENDING THE BYLAWS

- 8.1** These Bylaws may be rescinded, altered or added to by a “Special Resolution”.
- 8.2** The twenty-one (21) days' notice of the Annual General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3** The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or duly called Special Meeting and upon subsequent acceptance by the Corporate Registry of Alberta.

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 9.1** The Society does not pay any dividends or distribute its property/assets among its Directors or Members.
- 9.2** A decision to dissolve the Society will not be taken lightly and will only be done if all other options are exhausted.
- 9.3** Dissolution can only be done by Special Resolution adopted by the Members of the Society.
- 9.3.1** If the Society is dissolved, any funds or assets remaining after paying all debts will be paid to a registered and incorporated nonprofit organization(s) that has similar objects to those of the Lethbridge Sport Council;
- 9.3.2** Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Society.