

Society Bylaws

Name of Society

Cochrane Pickleball Club

Article 1 – Membership

- 1.1 Membership fees in the society shall be determined, from time to time, by the Executive at a Board meeting.
- 1.2 Membership in the society is open to Alberta residents being of the full age of age 18 years upon completion of an application form and payment of the membership fee.
- 1.3 Youth membership in the society is open to any person in Alberta under the age of 18 years upon completion of an application form and payment of the Youth membership fee. A parent or guardian must sign the form.
- 1.4 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Secretary.
- 1.5 The membership year will commence on January 1st and continue for twelve months.
- 1.6 Annual membership fees are due at the beginning of the membership year. Any member in arrears for membership fees for any year shall be automatically suspended at the expiration of 30 days from the beginning of such year and shall be entitled to no membership privileges or powers in the society until reinstated. In order to vote at a General or Special meeting, a member must have paid all applicable membership fees for the current year.
- 1.7 Any member who is deemed not to support the mission of the society may have his membership revoked by a 2/3 majority vote of the Board of Directors
- 1.8 Any member who has not withdrawn from membership nor has been suspended or removed from the membership and who has paid all required membership fees applicable to the current year shall have the right to vote at any General or Special meetings of the society. Such votes may be made in person or electronically as per the passing of Bill 53 which allows non-profit organizations to issue electronic meeting notices and conduct meetings and voting virtually.

Article 2 – Board of Directors

2.1 The Board of Directors of the society (hereinafter referred to as “the Board”) shall consist of the following Director positions:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Member at Large
- f. Up to 5 additional Directors (example: Membership, Communication, Website, Tournaments, Training, Ratings)

2.2 The board shall, subject to the bylaws or directions approved by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society, except as stated in the societies act. If the ‘affair’ involves a deviation or contradiction from the current society’s norms, the board must poll the membership to ensure member support on same ‘affair’. Meetings of the Board shall be held as often as required, but at least once every six months and shall be called by the President.

2.3 Meetings of the Board shall be called by 5 days’ notice by email or telephone.

2.4 Any 4 members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board: otherwise they shall be null and void.

2.5 The Board may from time to time form committees to look after specific areas of interest on behalf of the society. Committees will be comprised of members (and may be chaired by a Director). The Board may dissolve such committees by motion at any Board meeting.

2.6 A person elected or appointed a Director becomes a Director if they were present at the meeting when being elected or appointed and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election or appointment, or within ten days after the appointment or election, or if they acted as a director pursuant to the election or appointment.

2.7 Term of office for Directors is two years unless removed or by resignation or extended by re-election with the exception that in the 2020 year, four Directors will be elected for a one-year term of office. To promote an orderly transition, at least two and no more than six Director positions will be open for election by a vote of members of the society at the Annual General meeting.

- 2.8 A Director will be considered to have resigned when the earliest of the following events occurs:
- a. Written resignation is received by the Secretary or the President
 - b. The Director ceases to be a member in good standing
 - c. The Director is absent without valid reason for three or more consecutive Board meetings
- 2.9 Any vacancy on the Board shall be filled by appointment by the remaining Directors.
- 2.10 Any Director, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.
- 2.11 There will be no remuneration to Directors. Reasonable expenses incurred while carrying out duties for the society may be reimbursed.
- 2.12 It shall be the duty of the President to:
- a. Chair all meetings of the society and the Board. In his/her absence, the Vice- President shall chair any such meetings.
 - b. Be ex-officio a member of all committees.
 - c. Execute any contracts and other documents binding upon the society.
- 2.13 It shall be the duty of the Vice-President to:
- a. Preside at meetings of the society and the Board when the President is absent.
 - b. Undertake actions for the society reasonably required by the Board
- 2.14 It shall be the duty of the Secretary to:
- a. Attend all meetings of the society and keep accurate minutes of the same.
 - b. Have charge of all correspondence of the society and be under the direction of the President and the Board.
 - c. File documents for the society whenever required.
 - d. Keep a record of all members of the society and their addresses; send all notices of the various meetings as required.
- 2.15 It shall be the duty of the Treasurer to:
- a. Receive all monies paid to the society and shall be responsible for the deposit of same in any financial institution the Board may order.
 - b. Properly account for the funds of the society keeping any such books and records as are required and directed.
 - c. Present a full detailed account of receipts and disbursements to the Board whenever requested.
 - d. Prepare with input from the Board, a yearly budget to be presented to the members at the Annual General meeting for their approval and/or amendment.
 - e. Prepare for submission to members a statement duly audited as hereinafter set forth of

the financial position of the society at the Annual General meeting and, a copy of same to the Secretary for the records of the society.

f. Collect and receive the annual membership fees levied by the society

2.16 The books, accounts, and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for the purpose at the Annual General meeting of the society. The fiscal year end of the society in each year shall be April 30.

2.17 The books and records of the society may be inspected by any member of the society at the Annual General meeting or at anytime upon giving reasonable notices and arranging a time satisfactory to the officer or officers having charge of same. Each member of the society shall have access to such books and records except the records the Board deems confidential.

Article 3 – Meetings

3.1 This society shall hold an Annual General meeting on or before October 30th in each year of which written notice to the last known email address of each member shall be sent at least 14 days prior to the date of the meeting. At this meeting, members will be elected to fill vacant Directors positions. The Directors so elected shall form the Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled by a majority resolution of the Board. Any member in good standing shall be eligible to any office in the society.

3.2 General meetings may be called by the Secretary upon instruction by the President or Board. Notices to members of general meetings shall be in writing to the last known email address of each member and shall be sent not less than 14 days before the date of the meeting.

3.3 A special meeting shall be called by the President or Secretary upon receipt by them of a written request by six members in good standing, setting forth the reasons for calling such meeting. Such meeting to be held within two weeks of receiving the request. Notices to members of special meetings shall be in writing to the last known email address sent not less than 8 days before the meeting or may also be by telephone not less than four days before the meeting

3.4 Board meetings shall be called by the President or Vice-President. Notices of Board meetings shall be by telephone or email, not less than 5 days before the Board meeting. Any member in good standing may attend a Board meeting.

3.5 Emergency Board meetings may be requested by 3 or more elected Board members, such meetings to be held not more than one week after such request.

3.6 The quorum for all General and Special Meetings shall be no less than 6 members in good standing.

3.7 The quorum for all Board meetings shall be not less than 4 Directors present in person at the start of the Board meeting.

- 3.8 Any member who has not withdrawn from membership nor has been suspended or removed from membership and who has paid all required membership fees applicable to the current year shall have the right to vote at any General or Special meetings of the society. Such votes may be made in person or electronically. A member is not required to be present at the meeting to vote electronically. A document detailing the issues or resolutions to be discussed at the meeting will be sent to all members one week prior to the meeting. This process will allow the member who is not able to physically attend the meeting to ask questions by electronic means or phone regarding the issues presented and to receive answers before their vote. If there are any motion changes at the physical meeting, this will allow time after the meeting for members to review the minutes and make an informed decision. An electronic voting application will be sent to the members after the meeting and members must submit their vote within 48 hours of the application being sent.
- 3.9 At any meeting of the society a resolution put to vote is decided by a majority. Such votes may be made in person or electronically. The Chair of the meeting shall not have a vote unless there is a tie vote in which case the Chair will cast the deciding vote. Notwithstanding, a special resolution brought forward under article 5 or 6 must be decided by a 75% majority of members present at the meeting or having voted electronically within the time frame specified in section 3.8.

Article 4 – Borrowing Powers

- 4.1 For the purpose of carrying out its objects, the society may not borrow, or secure the payment of money in any manner without the sanction of a Special Resolution, of the society which is approved at a General or Special meeting of the society.

Article 5 – By-Laws

- 5.1 The By-laws of the society may be rescinded, altered or added to by a Special Resolution, any such changes will have no effect until approved and registered by the Registrar of Corporations of Alberta (under the Societies Act).
- 5.2 In these By-laws, the singular shall include the plural and vice-versa, the masculine shall include the feminine and vice-versa.

Article 6 – Protection and Indemnity of Directors and Officers

- 6.1 Each Director or Officer holds office with protection from the Society. The Society defends, indemnifies and saves harmless each Director or Officer from and against all judgements, claims, causes of action, damages, costs, charges and expenses that result from any act done in his role for the society. The society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.2 No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of loss due to an oversight or error in judgement, or by an act in his role for the Society unless the act is fraud, dishonesty or bad faith.
- 6.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 7- Supplementary Rules; Society & Regulations

- 7.1 In order to deal with matters not provided for in these Bylaws, and to carry out the purposes and operation of the Society, the Directors may from time to time establish, approve, amend, and repeal the Supplementary Rules and Society Policy as it relates to the operation of the Society, provided that such are not inconsistent with these Bylaws.

Supplementary Rules, Policies and Regulations include, but are not limited to:

- Privacy Policy
- Code of Conduct
- Discipline Policy
- Scheduling and Reservation Policy

Article 8 – Dissolution

- 8.1 Upon the dissolution and windup of the affairs of the society, any remaining assets will be transferred to a non-profit organization.