

Edmonton Overlanders Orienteering Club
Special Resolution #3
(Changes from the January 2017 Draft highlighted)

BYLAWS
of the
Edmonton Overlanders Orienteering Club
(January 14, 2018 draft)

Article 1 - Preamble

The Edmonton Overlanders Orienteering Club, formerly known or referred to as Overlanders Orienteering Club of Edmonton is incorporated in the Province of Alberta under the Societies Act. These Bylaws along with any Special Resolutions outline the governance of the Club.

Article 2 – Definitions

“Act” means the Societies Act, R.S.A.2000, Chapter S-14, as amended from time to time;

“AGM” means any Annual General Meeting;

“audited” means any financial reviews, statements or submissions as requested by the administrator of the Societies Act or the Alberta Liquor and Gaming Commission. It does not mean an audit as required by the Generally Accepted Accounting Procedures.

“Board” means the Board of Directors;

“Club” means the Edmonton Overlanders Orienteering Club;

“Director” means a member of the Board;

“EOOC” means Edmonton Overlanders Orienteering Club;

“Gaming” means the Alberta Liquor and Gaming Commission;

“Meeting” means either an Annual General Meeting, Board Meeting or a Special General Meeting;

“Member” means a Member of the Club;

“SGM” means any Special General Meeting;

“Voting Member” means an Annual Member at least 16 years of age.

Article 3 – Bylaw Changes

3.1 Special Resolutions

Special Resolutions are required for changes to the Objectives and Purposes of the Club, amendments to its Bylaws, and for other matters as specified in the Act.

Special Resolution is defined in Section 1(d) of the Act.

Article 4 - Membership

4.1 Admission of Members

All persons who have an interest in orienteering shall be entitled to be Members.

4.2 Classification of Members

There are four categories of Members:

(a) Annual Members

To become an Annual Member an individual or household must pay the annual membership fees. Annual Members at least 16 years of age on December 31 of the current year are eligible to vote at any General Meeting.

(b) Members for a Day

To become a Member for a Day, an individual must pay the daily membership fees.

(c) Group Members

Group Memberships are intended for recognized groups, such as school groups and youth groups. To become a Group Member the group must pay the annual membership fees for Group Members. The contact person for the Group will also have Annual Member status. The other group members will have Member for a Day status.

(d) Honorary Members

An individual may become an Honorary Member if the Voting Members at an AGM pass a resolution recognizing the contributions of the individual to the Club or its objectives. Honorary Members will have Annual Member status but will not be required to pay annual fees.

4.3 Rights and Privileges of Members

Any Annual or Honorary Member in good standing is entitled to:

- (a) Participate in any Club sponsored events;
- (b) Receive notice of the Annual and Special General Meetings;
- (c) Attend any Annual or Special General Meeting;
- (d) Receive an invitation to speak at any Meeting; and
- (e) Exercise other rights and privileges given to Members in these bylaws.

Any Member for a Day is entitled to participate in the Club sponsored event on the day of their membership.

4.4 Membership Fees

The Board decides annual membership fees for each category of Member.

4.5 Termination of Membership

The term of membership in the Club corresponds with the calendar year, except for Honorary Memberships which are for the life of the Member.

Members may withdraw from the Club at any time by not renewing membership or filing a written resignation with the Club.

A Member may be expelled upon a two-thirds majority vote of the Board for any reasonable cause that is detrimental to the function and character of the Club, including, insofar as it relates to the functioning of the Club and its membership, conduct unbecoming or unlawful behavior.

Membership terminates and all rights and privileges cease at the end of the term or when the Member resigns, dies, or is expelled from the Club.

4.6 Transmission of Membership

No right or privilege of any Member is transferable to another person.

4.7 Continued Liability for Debts Due

A Member is liable for any debts owing to the Club at the date of ceasing to be a Member.

4.8 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Club.

Article 5 – Meetings of the Club

5.1 Board Meetings

Board Meetings shall be held at least four times a year on dates set out by the Board.

Board Meetings are attended by the Board and any invited Members.

5.2 Annual General Meeting

The AGM shall be held once a year at the call of the Board.

The Board sets the place, date and time of the meeting.

The Agenda for the AGM is as follows:

- Adopting the agenda;
- Reviewing and adopting the minutes of the previous AGM;
- Reviewing and considering the Board and Committee reports;
- Reviewing and accepting the financial statements for the Club's General Account setting out the Club's income, disbursements, assets and liabilities for the previous fiscal year;
- Receiving the financial statements for the Club's Casino Account setting out the Club's income, disbursements, assets and liabilities for the previous fiscal year;
- Receiving a draft/unaudited set of financial statements for the General and Casino Accounts for the period from the beginning of the fiscal year to the Annual General Meeting;
- Considering other matters specified in the meeting notice;
- Electing the vacancies in the Board of Directors;
- Appointing the Committee Chairs.
- Appointing the Auditors for the upcoming fiscal year;

5.3 Special General Meetings

A SGM is generally called when Special Resolutions or matters of confidence that cannot wait for the Annual General Meeting are being considered by the Club.

A SGM:

- May be called by the Board at any time; and
- Shall be called by the President or Secretary if either receives a written request to do so, signed by at least five (5) Members.

Agenda for the SGM:

- Only the matter(s) set out in the notice for the SGM are considered at the SGM.

5.4 Calling Meetings

Board Meetings are called by the President or Secretary with a minimum of seven (7) days' notice.

Not less than twenty-one (21) days' written notice shall be given to each voting Member of any AGM or SGM. Notices of SGM meetings shall state the matters to be discussed at the meeting.

All notices hereunder shall be in writing or electronic mail and shall be deemed to have been duly given when personally delivered or mailed by regular or electronic mail. In either case notice shall be delivered to the last known address of each Voting Member.

5.5 Quorum

At any Annual or Special Meeting, twenty percent (20%) or fifteen (15) of the Voting Members, whichever is less, shall constitute a quorum.

At any Board Meeting, fifty percent or five (5) members of the Board, whichever is less, shall constitute a quorum.

Remote attendees, either by phone or other electronic means, are considered as attendees of the meeting.

5.6 Presiding Officer

The President chairs every Meeting. In the absence of the President within ten minutes after the set time for the Meeting to begin, the Voting Members present choose one of the Members to chair the Meeting.

5.7 Voting

Every question submitted to any Meeting shall be decided by a majority of votes cast by the Voting Members present with the exception of those matters requiring a Special Resolution. A tie vote does not pass a motion.

Abstentions do not count as votes cast. Absentees are not eligible to cast votes. Members attending remotely by phone or other electronic means are eligible to cast votes.

All votes shall be determined by a show of hands, unless the chair of the Meeting elects to call for a ballot, or five (5) Voting Members request a ballot. The President will present any votes by remote attendees as either a hand or written ballot as required by the vote.

The Chair may cast a vote on any motion.

5.8 Deleted

5.9 Irregularities

Minor or inconsequential irregularities in the notice of a Meeting or in giving thereof, or the non-receipt of any notice by any Member or Members, shall not invalidate any resolution passed or any proceeding taken at such a Meeting nor shall it prevent the holding of such a Meeting.

Article 6 – Board of Directors

6.1 Governance and Management of the Club

The Board shall have full control and management of the affairs of the Club.

6.2 Constitution of the Board

The Board shall consist of a President, Secretary, Treasurer, and a minimum of three (3) and maximum of ten (10) Directors including the Past-President.

The Past-President is a non-elected Director position and may serve as a voting member of the Board for two years after their Presidency expires.

6.3 Term of Office

Officers and Directors' terms are for two years to ensure the smooth operation of the Board. The President and Secretary shall be elected in the even years. The Treasurer shall be elected in the odd years. Half of the Directors will be elected in the even years and half in the odd years.

Officers and Directors are elected to the Board by the Members at the AGM that their term expires.

The President may not serve more than two consecutive terms as President.

A Director **or Officer** ceases to hold office: upon death; upon being removed from office by a majority vote at an AGM or SGM; upon ceasing to be qualified for appointment as a Director; or upon his or her written resignation being delivered to the Board.

6.4 Officers

One person may not hold more than one Office. One person may hold more than one Chair or Coordinator position.

The Officers of the Club are the President, Secretary, Treasurer, and such other Officers as the Board may determine from time to time.

The President:

- Attends all meetings of the Club and the Board;
- Supervises the affairs of the Board;
- Is ex-officio member of all Committees;
- When present, chairs all Meetings of the Club and the Board; and
- Acts as the spokesperson for the Club.

The Secretary:

- Attends all meetings of the Club and the Board;
- Keeps accurate minutes of these meetings;
- Keeps a record of names and addresses of all Members;
- Sends all notices of Meetings;
- Is the custodian of all books, papers, records and other documents belonging to the Club (except such as may be left in the custody of another person when authorized by a resolution of the Board) including the application for incorporation, the objectives and purposes of the Club, the Bylaws of the Club and all amendments to these documents;
- Files the annual return, changes in the directors of the club, special resolutions and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

The Treasurer:

- Keeps full and accurate accounts of all receipts and disbursements of the Club in proper books of account;
- Receives and deposits all moneys in the name and to the credit of the Club in such bank(s) as from time to time are designated by the Board;
- Maintains separate Books and Bank Accounts for the General Accounts and the Gaming Accounts.
- Disburses the funds of the Club under the direction of the Board
- Maintains and retains invoices or other documents for all expenses;
- Submits to the Board, at Board meetings or whenever required, an account of all transactions since the last Board meeting and of the financial position of the Club;
- Keeps copies of the audited financial statements;
- Prepares for submission to the AGM, a statement duly audited of the financial position of the club and submits a copy of same to the Secretary for the records of the Club.
- Prepares the submission of the Casino Accounts for Gaming as requested.
- Carries out other duties as may from time to time be determined by the Board.

The Board may delegate some or all of the foregoing duties to another Director.

6.5 Vacancy

If there is a vacancy on the Board the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President, which would remain vacant until a new President is elected.

6.6 Committees

The Board may establish one or more Committees for such purposes and with such responsibilities as the Board may from time to time decide.

The Chair of each Committee shall either be appointed by the Board or elected by the Membership. The decision to elect a Chair of a Committee is at the discretion of the Board.

The members of any such Committee need not but may include one or more Members and Directors.

Each such Committee shall report on its activities to the Board in such manner and at such times as the Board may designate at the time such Committee is formed.

6.7 Coordinators

The Board may appoint Coordinators to manage tasks that do not require an entire Committee, with responsibilities that the Board would decide.

These Coordinators would report to the Board at the request of the Board.

6.8 Duty and Standard of Care

Every Director and Officer of the Club in exercising his or her powers and discharging his or her duties shall:

- Act honestly and in good faith with a view to the best interests of the Club;
- Exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances; and
- Comply with the requirements of the Act and of these Bylaws.

6.9 Protection and Indemnity of Directors and Officers

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 Club.

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 Club, unless the act is fraudulent, dishonest or in bad faith.

Each Director or Officer holds office with protection from the Club.

The Club indemnifies each Director or Officer against all costs or charges that result from any act done in his or her role for the Club.

The Club does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

6.10 Insurance

The Club shall maintain insurance for the benefit of any person or any Director or Officer against any liability incurred by him or her in his or her capacity as such Director or Officer, except when the liability relates to his or her failure to act honestly and in good faith.

Article 7 – Finance and other Management Matters

7.1 Registered Office

The Registered Office of the Club is located in Edmonton, Alberta.

7.2 Fiscal Year

The fiscal year of the Club ends on December 31 of each year.

7.3 Banking

The Club shall open separate Bank Accounts for the General Funds of the Club and the Casino Funds of the Club.

The Officers of the Club shall have signing authority for the General Bank Account. The Officers and the Casino Coordinator shall have signing authority for the Casino Bank Account.

This is to facilitate electronic banking, only one signature is required on cheques or other withdrawals. As per Section 6.4 all such transactions are presented to the Board at each Board meeting for approval.

7.4 Auditors

The General Books of the society must be audited once a year. The Auditor may be a qualified accountant or any two members of the Club (excluding the Treasurer). The Auditors shall be appointed at each AGM by

the Members to examine and report upon the accounts of the Club. At the following AGM the Auditors shall submit a complete and proper statement of the standing of the books.

The Gaming Books of the society must be **audited** once a year. In addition, a separate filing is submitted for approval to Gaming two years after receipt of funds. This separate filing does not fall on any particular date.

The Board may fill any vacancy in the office of the Auditor.

7.5 Records

The books and records of the Club may be inspected by any Member at any time upon giving reasonable notice and arranging a satisfactory time to the officer or officers having charge of same.

7.6 Borrowing Bylaw

The Club may not borrow any funds.

7.7 Payments

No Officer, Director, Committee Chair, or Coordinator of the Club shall receive any payment for his or her services as an Officer, Director, Committee Chair or Coordinator of the Club.

Article 8 – Policy and Procedures

8.1 Policies

The Board may develop Policies or Procedures by way of a motion that do not require a Bylaw change.

8.2 Policies Manual

A Policy and Procedures Manual may be developed that lists all the Policies and Procedures that have been approved by the Board.

Article 9 – Distributing Assets and Dissolving the Club

Upon dissolution of the Club, the Club's financial assets after payment of its debts shall be distributed to an orienteering organization of Canada or Alberta, an Alberta Society or a Canadian Charity. The Board shall select this organization. The non-financial orienteering assets shall be forwarded to the Alberta Orienteering Association or another orienteering organization should the AOA no longer exist. In no event do any Members receive any assets of the Club without paying a reasonable value for these assets.