

# The Drayton Valley Curling Club

## BYLAWS

### Proposed Bylaw Revisions – August 2013

#### ARTICLE 1 PREAMBLE

- 1.1 The Society  
The name of the Society is the Drayton Valley Curling Club, which may also be known or referred to as the Curling Club.
- 1.2 The Bylaws  
The following articles set forth the Bylaws of the Drayton Valley Curling Club.

#### ARTICLE 2 DEFINITIONS

- 2.1 "Act" means the Societies Act
- 2.2 "Annual General Meeting" means the annual general meeting described in Article 4.1
- 2.3 "Board" means the Board of Directors of the Curling Club
- 2.4 "Bylaws" means the Bylaws of the Curling Club
- 2.5 "Director" means any person elected or appointed to the Board
- 2.6 "Member" means a paid Member of the Curling Club
- 2.7 "Membership Fee" means a fee paid by a Member to curl in any league operated by the Curling Club

#### ARTICLE 3 MEMBERSHIP

- 3.1 Categories of Membership
- 3.1.1 Adult Member  
To become an adult member, an individual must be 18 years of age and older, and pay an annual Membership Fee
- 3.1.2 Junior Member  
To become a junior member, an individual must be 17 years of age and younger, and pay an annual Membership Fee
- 3.2 Admission of Members
- 3.2.1 Membership is open to all wishing to participate in the game of curling in the Drayton Valley Curling Club's Open Leagues  
**CHANGE TO: Membership is open to all wishing to participate in the game of curling in the Curling Club's Leagues. (remove the words Curling Club's Open)**
- 3.3 Membership Fees
- 3.3.1 Membership Year  
The Membership Year is October 1 to March 31  
**CHANGE TO: The Membership Year is September 1 to August 31**
- 3.3.2 Setting Fees  
The Board decides the annual Membership Fees for each category of member
- 3.3.3 Payment Date for Fees  
The Membership Fees must be paid on or before November 30  
**CHANGE TO: The Membership fees must be paid on or before November 30 of each and every year.**
- 3.4 Rights and Privileges of Members
- 3.4.1 A Member in good standing is entitled to:

- a) Attend Board meetings
- b) Vote at the Annual General Meeting or Special General Meeting
- c) Be eligible to hold office on the Board of Directors
- d) Represent the Curling Club in competitive curling competitions

3.4.2 A Member is considered in good standing when the Membership Fees have been paid.

3.4.3 A Member of the Curling Club is not liable for any debt or liability incurred by the Curling Club.

### 3.5 Suspension of Membership

3.5.1 Members who have not paid their Membership Fee by November 30 of each year shall forfeit their membership rights for the remainder of that curling year.

3.5.2 The Board, at a Special Meeting called for that purpose, may suspend a member's membership for the remainder of the curling year, for one or more of the following reasons:

- a) The Member has disrupted curling events, meetings, or functions of the Curling Club.
- b) The Member has done anything judged to be harmful to the Curling Club or its Members.

3.5.3 The affected Member shall receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least one week's notice of the Special Meeting.

**CHANGE TO** 3.5.3 The affected Member shall receive written notice of the Board's intention to review any incident that may cause the Member to be suspended. The Member will receive at least one week's notice of the Special Meeting.

3.5.4 The Member will have the opportunity to appear before the Board to address the matter. The Board will determine how the matter will be dealt with and will exclude the Member from discussion of the matter.

3.5.5 The decision of the Board will be final.

**CHANGE TO:** Seven (7) Board Directors shall constitute a quorum at the Special Meeting. The decision of the Board will be final.

### 3.6 Termination of Membership

#### 3.6.1 Resignation

A Member never actually resigns from the Curling Club. If the Membership Fee is not paid, the Member is considered to be a Deemed Withdrawal

**CHANGE TO: 3.6.1 Withdrawal and Resignation**

**If a Member has not paid the annual Membership Fee within one month following the date the fees are due, the Member is then considered to have submitted his or her withdrawal or resignation from the Curling Club. The Member shall be removed from the membership list.**

#### 3.6.2 Deemed Withdrawal

If a Member has not paid the annual Membership Fee within one month following the date the fees are due, the Member is considered to have submitted his or her resignation. The Member is removed from the Membership list.

**DELETE THIS AS IT WOULD NOW BE PART OF 3.6.1**

#### 3.6.3 Expulsion

The Curling Club may, by Special Resolution at a Special General Meeting called for such purposes, expel any Member for any cause that is deemed sufficient in the interests of the Curling Club. The decision is final.

**ADD SENTENCE: Quorum must be 20% of the Membership in its entirety. Of the 20% in attendance the majority shall be 75% of the votes cast by those members in attendance.**

### 3.7 Transmission of Membership

3.7.1 A Member leaving the Curling Club shall not transfer their membership to another person.

## ARTICLE 4

## MEETINGS OF THE CURLING CLUB

- 4.1 The Annual General Meeting
- 4.2 Board Meeting
- 4.3 Special General Meeting

CHANGE TO:

- 4.1 Annual General Meeting
- 4.2 Board Meeting
- 4.3 Special General Meeting
- 4.4 Roberts Rules of Order
- 4.5 Voting by Proxy

### 4.1 The Annual General Meeting

4.1.1 The Curling Club holds its Annual General Meeting before the start of the curling season. The Board sets the date, time, and place of the meeting.

4.1.2 The agenda for the Annual General Meeting shall include:

- a) a financial statement, setting out the income, expenses, assets, and liabilities of the Curling Club
- b) agenda topics added by the Board of Directors
- c) any specific motions that any Member has given notice of before the meeting
- d) nomination, election, and installation of the Board of Directors shall take place after the conclusion of all other matters of business

4.1.3 Notice of the Annual General Meeting shall be advertised 21 days before the meeting date. Special Resolutions to be voted upon at the Annual General Meeting shall be announced in the advertisement.

4.1.4 Quorum must be 20% of the Membership in attendance at the Annual General Meeting before voting can be held on resolutions. To pass a resolution there must be a majority of the votes cast by the Members present.

**CHANGE TO:** Quorum must be 20% of the Membership in its entirety in attendance (including written proxy votes in its prescribed form) at the Annual General Meeting before voting can be held on resolutions. To pass a resolution, there shall be a majority of the 75% of the votes cast by the Membership in attendance including proxy votes in its prescribed form.

4.1.5 Any Member in good standing shall have the right to vote at the Annual General Meeting. Each member has one vote. Votes must be made in person and not by proxy. Voting will be by show of hands or secret ballot.

**CHANGE 2<sup>nd</sup> SENTENCE TO:** Votes shall be made either in person or by written proxy in the prescribed form.

### 4.2 Board Meetings

4.2.1 Board Meetings are held on a monthly basis, or when required. These meetings are open to the general Membership or the general public, but on Board Directors may vote. Notice of the dates for the meetings are posted on the Club bulletin board one week before the meeting date.

4.2.2 Five (5) Board Directors shall constitute a quorum at the Board Meeting. The President can vote as a regular Board Member.

4.2.3 Each Director has one vote. Votes can be made by proxy.

**ADD:** ...made by proxy in the prescribed form.

4.2.4 To pass motions at a Board Meeting, there shall be a majority of the votes cast.

**ADD:** The President shall not make motions nor second motions at any of the Curling Club meetings. See article 4.4 of the Bylaws.

#### 4.3 Special General Meetings

4.3.1 The President can call Special Meetings at any time – by request of the majority of the Board, or by request of 20% of the Membership. The person(s) calling the Special General Meeting shall submit a detailed agenda describing exactly what business will occur. The meeting will address only those matters stated on the agenda.

**CHANGE TO:** The President may call a Special General Meeting at any time – by request of the majority of the Board, or upon receipt of a written petition signed by 20% of the Membership. The persons calling the Special General Meeting shall submit a detailed agenda describing what business shall occur. The meeting will address only those matters stated on the agenda.

4.3.2 A written notice of a Special General Meeting shall be posted within the Curling Club for all members to view, two weeks before the meeting date. The notice shall be the specific agenda.

4.3.3 Any Member in good standing shall have the right to vote at a Special General Meeting. Each member has one vote. Votes must be made in person and not by proxy. Voting may be by show of hands or secret ballot.

**CHANGE SECOND SENTENCE:** Votes must be made in person or by written proxy in its prescribed form.

4.3.4 Quorum must be 20% of the Membership in attendance at a Special General Meeting before voting can be held on issues. To pass a resolution at a Special General Meeting, there shall be a majority of the votes cast by the Members present.

**CHANGE TO:** Quorum must be 20% of the Membership in its entirety in attendance (including written proxy votes in its prescribed form at a Special General Meeting before voting can be held on resolutions. To pass a resolution there shall be a majority of 75% of the votes cast of the Membership in attendance including proxy votes in its prescribed form.

#### ADD 4.4 Roberts Rules of Order

4.4.1 All meetings of the Curling Club shall be run by the guidelines of Roberts Rules of Order

#### ADD 4.5 Voting by Proxy

4.5.1 All Members of the Curling Club shall be allowed to vote by written proxy in its prescribed form, attached as Schedule "A" to these Bylaws.

### ARTICLE 5 THE GOVERNMENT OF THE CURLING CLUB

#### 5.1 The Board of Directors

5.1.1 The Board governs and manages the affairs of the Curling Club. The Board may hire a manager to carry out the functions of the Curling Club, under the direction and supervision of the Board.

#### 5.1.2 Powers and Duties of the Board

- a) Promote membership to the Curling Club
- b) Hire employees to operate the Curling Club facility
- CHANGE TO** b) Hire employees to perform Curling Club activities
- c) Regulate employee duties and set their salaries
- d) Maintain and protect the Curling Club's assets and properties
- e) Approve an annual budget for the Curling Club
- f) Pay all expenses for operating and managing the Curling Club
- g) Ensure financing is available for the operation of the Curling Club
- h) Make policies for managing and operating the Curling Club
- i) Approve all contracts for the Curling Club
- j) Maintain all accounts and financial records for the Curling Club

CHANGE TO J) Maintain all accounts and records for the Curling Club

k) Appoint legal counsel as necessary

#### 5.1.3 Composition of the Board

a) The President

The President is elected from amongst the Directors, and shall have been a Board Member for at least one year before assuming this role.

b) Eight (8) Directors

A Director is elected or appointed at the Annual General Meeting from among the general membership. The Secretary is chosen from amongst the Directors.

5.1.4 A Director shall service without remuneration for his or her services.

CHANGE TO: The President and the Directors shall serve without remuneration for his or her services.

5.1.5 A Director shall serve for a term of three (3) years.

CHANGE TO: The President and the Directors shall serve a term of three (3) years.

5.1.6 The Board establishes the following Standing Committees:

- a) Fundraising
- b) Junior Curling
- c) Special Events
- d) Ladies Curling
- e) Mens Curling
- f) Mixed Curling

DELETE THIS AS IT IS NOT NEEDED IN THE BYLAWS.

#### 5.3 Resignation or Removal of a Director

CHANGE NUMBERING TO 5.2

5.3.1 A Director, including the President, may resign from office by giving verbal notice. The resignation takes effect one month after the notice.

CHANGE TO 5.2.1 A Director, including the President, may resign from office by giving verbal notice at the next scheduled Board meeting.

5.3.2 If a Director, including the President, is found by the Members or the rest of the Board to be unsatisfactory in their duties, they may be removed from the Board before the end of the term by a three-fourth's majority vote at a Special Meeting called for this purpose.

CHANGE TO 5.2.2...before the end of the term. A Special General Meeting shall be called for this purpose. Quorum must be 20% of the membership in its entirety in attendance including written proxy votes in its prescribed form, at the Special General Meeting before voting can be held on resolutions. To pass a resolution there shall be a majority of 75% of the votes cast of the membership in attendance including proxy votes in its prescribed form.

#### 5.4 Officers of the Curling Club

CHANGE NUMBERING TO 5.3

The Officers of the Curling Club shall include:

- a) The President
- b) The Secretary
- c) The Facility Manager

DELETE c)

5.4.1 The President

CHANGE NUMBER TO 5.3.1

- a) supervises the affairs of the Board
- b) when present, chairs all meetings of the Curling Club
- c) is an ex officio member of all committees

- d) acts as a spokesperson for the Curling Club
- e) carries out other duties assigned by the Curling Club
- f) if absent, the President duties shall be completed by an appointed Board Member

#### 5.4.2 The Secretary

##### CHANGE NUMBER TO 5.3.2

- a) Attends all meetings of the Curling Club
- b) Keeps accurate minutes of these meetings
- c) Has custody and use of the Seal of the Curling Club
- d) Has charge of all correspondence of the Curling Club
- e) Files the Annual Return and other documentation required for Corporate Registry
- f) In case of absence, the Secretary's duties shall be completed by an appointed Board Member
- g) Is under the direction of the President and the Board

#### 5.4.3 The Facility Manager

- a) the Board may hire a Facility Manager to carry out assigned duties
- b) the Facility Manager reports to and is responsible to the Board and acts as an advisor to the Board and all standing committees. The Facility Manager does not vote at any meeting.
- c) attends Board and other meetings as required
- d) hires, supervises, evaluates, and releases all other paid staff
- e) keeps the Board informed of the affairs of the Curling Club
- f) maintains the Curling Club books
- g) prepares budgets for Board approval
- h) plans programs and services for the Curling Board
- i) carries out other duties as assigned by the Board

##### DELETE 5.4.3 ENTIRELY

## ARTICLE 6 FINANCE AND OTHER MANAGEMENT ISSUES

### 6.1 The Registered Office

The Registered Office of the Curling Club is located in Drayton Valley, Alberta

### 6.2 Finance and Auditing

6.2.1 The fiscal year of the Curling Club ends on June 30 of each year.

CHANGE TO: The fiscal year of the Curling Club is July 1 to June 30 of each year.

6.2.2 There must be an audit of the books, accounts, and records of the Curling Club at least once each year, completed by two Members of the Curling Club elected for that purpose or by a qualified accountant. For each Annual General Meeting, a complete report of the standing of the books is to be submitted. The two Members shall NOT be a Board Director or an Employee.

### 6.3 Cheques and Contracts

6.3.1 The President, Secretary, and Facility Manager are designated Officers of the Board able to sign all cheques. Two signatures are required on all cheques. The Facility Manager shall not sign their own paycheque.

CHANGE TO: The President, Secretary, and one (1) Board Member. Delete "The Facility Manager..." sentence.

6.3.2 The Officers, or other Members authorized to do so, must sign all contracts of the Curling Club by resolution of the Board.

CHANGE TO: The President, Secretary, or other Board Director ...

### 6.4 The Keeping and Inspection of the Books and Records

6.4.1 The Secretary keeps a copy of the minute books and records minutes of all meetings. The minute books are kept at the registered office of the Curling Club.

ELIMINATE FIRST SENTENCE, as it is stated elsewhere in the Bylaws.

- 6.4.2 The Board keeps and files all necessary books and records of the Curling Club as required by the Bylaws, the Societies Act, and all other Board committees.
- 6.4.3 A Member wishing to inspect the books or records of the Curling Club must give written notice to the President. The Curling Club must provide to the records to the requestor within 30 days of the request. The books are to be inspected at the registered office of the Curling Club.

6.5 Borrowing Powers

- 6.5.1 The Curling Club may borrow or raise funds to meet its objectives or operations. The Board decides the amounts and methods of fundraising.

6.6 Protection and Indemnity of Directors

- 6.6.1 Each Director holds office with protection from the Society. The Society indemnifies each Director against all costs or charges that result from any act done in his or her role for the Curling Club. The Curling Club does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 6.6.2 No Director is liable for the acts of any other Director or Employee.

**ARTICLE 7 AMENDING THE BYLAWS**

- 7.1 These Bylaws may be canceled, altered, or added to by Special Resolution at the Annual General Meeting of the Curling Club.
- 7.2 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting, and accepted by the Corporate Registry of Alberta.

**ARTICLE 8 DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

- 8.1 The Curling Club does not pay any dividends or distribute its property among its Members.
- 8.2 If the Curling Club is dissolved, any funds or assets remaining, after paying all debts, shall be paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. Members shall not receive any assets of the Curling Club.

SPECIAL RESOLUTION

We hereby certify that the following Special Resolution was passed at the Annual General Meeting of the Drayton Valley Curling Club on \_\_\_\_\_:

Special Resolution – The existing Bylaws are repealed. They are replaced by the attached Bylaws.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

Dated at the Drayton Valley Curling Club, within the Town of Drayton Valley, Alberta, this \_\_\_\_\_ day of \_\_\_\_\_ 2013

SCHEDULE "A"

PROXY VOTING

I hereby constitute \_\_\_\_\_ who is a Director of the Drayton Valley Curling Club, to act  
for me in my stead as my proxy at the \_\_\_\_\_ meeting of the Curling Club, held in Drayton Valley,  
date

and at any adjournment or adjournments thereof, with full power and authority to act for me in my behalf, with all powers that I,  
the undersigned, would possess if I were personally present.

Effective Date: \_\_\_\_\_

Signed: \_\_\_\_\_

Town: \_\_\_\_\_

PLEASE BE CERTAIN TO COMPLETE THE ABOVE FORM IN FULL. THANK YOU