

## **SPORT MEDICINE COUNCIL OF ALBERTA BYLAWS**

### **ARTICLE 1 - PREAMBLE**

#### **1.1 The Society**

The name of the society is:

Sport Medicine Council of Alberta

Hereinafter referred to as the "Council"

### **ARTICLE 2- DEFINING AND INTERPRETING DEFINITIONS**

#### **2.1 Definitions**

In these Bylaws, the following words have these meanings:

**2.1.1** Corporation refers to any business that is interested in becoming a member of the Council and supports the Council's aims.

**2.1.2.** A Special Resolution can only be done at a General Meeting with members being provided 21 days or more notice of this meeting. At this meeting, a minimum of 75% of the members present must vote in favor of this Special Resolution for it to be approved.

### **ARTICLE 3- MEMBERSHIP**

#### **3.1 Clarification of Members**

There are two categories of members:

- a. Corporate members
- b. Individual members

##### **3.1.1 Corporate Members**

To become a Corporate Member, a corporation or business shall:

- a. Make an application to the Council to become a Corporate member; and
- b. Pay an annual Corporate membership fee to be determined, from time to time, by the Board of Directors.

**3.1.1.2** Corporate members have no voting power over the affairs of the Council.

### **3.1.2 Individual Members**

- 3.1.3** Anyone interested in promoting the aims of the Council may apply for individual membership.
- 3.1.4** Board members are required to renew their individual membership annually at the Annual General Meeting.
- 3.15** Individual members' annual fee will be determined, from time to time, by the Board of Directors.

### **3.2 Voting Privileges for Individual Members**

- 3.2.1** All individual members are entitled to one (1) vote at any Council Annual General Meeting.
- 3.2.2** All motions put to a vote at the Annual General Meeting are decided by a voice vote in accordance with Robert's Rules of Order.

### **3.3 Expulsion and/or Withdrawal of Members**

- 3.3.1** Individual members will automatically be removed upon non-payment of the annual membership fees.
- 3.3.2** The Board of Directors shall have the power by vote of at least three-quarters ( $\frac{3}{4}$ ) of Board members to suspend or expel any Council member for reasonable cause.
- 3.3.3** No Council member shall be suspended or expelled without having first being given an opportunity to be heard by the Board of Directors at a meeting called for said purpose.
- 3.3.4** In the case of withdrawal or expulsion of a Council member, the said member shall remain liable for the payment of outstanding fees to the Council.

### **3.4 Refusal of Membership**

- 3.4.1** Any individual member may be refused membership in the Council for any reasonable cause as determined by the Board of Directors.

## **ARTICLE 4 MEETINGS OF THE MEMBERSHIP**

- 4.1** The Annual General Meeting (AGM) of the membership shall be held within one hundred (100) days from the fiscal year-end.
- 4.1.2** At the AGM, the membership shall elect the members of the Board of

Directors and conduct such business as may properly come before it.

- 4.1.3** Notice of the AGM, together with the agenda, shall be sent to all Council members at least thirty (30) days before the meeting date. All notice of motion shall be deemed to have been given or circulated as the case may be, if said notices have been emailed by the Council Office to the last known contact of each member filed in the records of the Council.
- 4.1.4** Voting privileges at the AGM may be exercised by all individual Council members in good standing.
- 4.1.5** The books and records of the Council may be inspected at the Council's business office by any Council member at the AGM or at 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 of Directors shall have access to such books and records at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.
- 4.1.6** The AGM shall be open to the public. Those present shall be entitled to take part in debates, or address the meeting with the permission of the Chair, but only individual Council members in good standing shall be entitled to vote.
- 4.1.7** The Auditor(s) shall be appointed by the Council membership at the AGM.
- 4.1.8** The order of business for the AGM shall include:
  - a. Call to Order
  - b. Minutes of the previous meeting
  - c. Business arising from the minutes
  - d. Reports
  - e. Appointment of the auditor(s)
  - f. Committee reports
  - g. Election of the Board
  - h. Unfinished business
  - i. New business
  - j. Adjournment
- 4.1.9** A majority of Board members (50% +1), present (in-person or electronically) and in good standing, shall constitute a quorum at the AGM.

## **4.2 Special General Meetings**

- 4.2.1** Special general meetings may be called at any time by the President.
- 4.2.2** A special general meeting may be called by the President upon petition signed by three (3) individual members in good standing, setting forth the reasons for such a meeting.
- 4.2.3** Notice of a special general meeting shall be sent by email to the last known contact of each Council member thirty (30) days prior to the meeting.
- 4.2.4** A majority of Board Member (50% + 1) present in-person or electronically, and in good standing, shall constitute a quorum at any special general meeting.
- 4.2.5** Whenever there arises a question which the President considers worthy of a vote of the Council members but which, in their judgment does not require the convening of a meeting, the President may make a written submission of such question or questions to the Council members for their decision. The question or questions thus presented shall be decided according to a majority of votes received by email submission or by any other means in which a vote may be recorded, on or before the expiration date fixed on such written submissions.

## **ARTICLE 5 COUNCIL GOVERNANCE**

- 5.1** Purpose, Powers and Duties of the Board of Directors
  - 5.1.1** The Board of Directors shall develop policy and provide direction, leadership and guidance to the Executive Director to ensure the objectives of the Council are realized.
  - 5.1.2** Composition of the Board
  - 5.1.3** The Board shall consist of no more than eleven (11) Directors of the Council elected by the membership at the Annual General Meeting.
  - 5.1.4** Each Board member will be elected to serve a two (2) year term.
  - 5.1.5** Voting members at the AGM may re-elect any Director of the Board for a maximum of a three consecutive terms.
  - 5.1.6** Resignation or Removal of a Director
    - 5.1.6.1** A Director may resign from office by giving notice in writing to the President. A President may resign by giving notice in writing to one of the other Executive Officers.
    - 5.1.6.2** If there is a vacancy on the Board, a majority of Directors (50% + 1) may vote to appoint

a replacement who will fill that vacancy until the next Annual General Meeting. This does not apply to the position of immediate Past President. This position remains vacant until the next Annual General Meeting.

**5.1.6.3** Any Director who fails to fulfill their duties as a Board of Directors or who, without notice, does not attend two (2) consecutive duly called and constituted meetings of the Board of Directors shall be considered to be removed from the Board of Directors.

## **5.1.7 Meetings of the Board**

**5.1.7.1** Up to four Board meetings shall be held each year.

**5.1.7.2** The President calls the Board meetings. The President shall also call a Board meeting if any two (2) Directors make a request in writing and state the business of the meeting.

**5.1.7.3** A majority of the Directors present at any Board meeting (50% plus 1) is a quorum.

**5.1.7.4** Each Director, excluding the President, has one (1) vote.

**5.1.7.5** The President does not vote except in the event of a tie vote.

## **5.2 Composition of Executive Officers**

**5.2.1** The Officers of the Society are the President, Vice-President, Secretary-Treasurer, and Past President.

**5.2.2** At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the coming year. The President, if completing his final term, shall assume the office of Past President automatically.

**5.2.3** The Officers hold office until re-elected or until a successor is elected.

## **5.3 Duties of the Officers of the Society**

### **5.3.1 The President:**

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Council and the Board;
- Is an ex officio member of all Committees;
- Acts as a spokesperson for the Council; and
- Carries out other duties assigned by the Board.

### **5.3.2 The Vice-President:**

- Presides at meetings in the President's absence. If both the President and Vice-President are absent, the Directors elect a Chairperson for the meeting;

- Replaces the President at various functions when asked to do so by the President or the Board; and
- Carries out other duties assigned by the Board.

#### **5.3.3 The Secretary-Treasurer**

- Ensures that a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited financial statement of the Council's financial position is prepared and presented to the Annual General Meeting;
- Ensures accurate minutes are kept of all meetings of the Council and the Board;
- Makes sure that the Council maintains an accurate record of names and addresses of all members of the society;
- Ensures that the annual return, changes in the directors of the organization, amendments to the bylaws and other incorporating documents are filed with Corporate Registry; and
- Carries out other duties assigned by the Board.

#### **5.3.4 The Past President:**

- Serves as an informal adviser to the President; and
- Carries out other duties assigned by the Board.

### **5.4 Board Committees**

#### **5.4.1 Establishing Committees**

The Board may appoint committees to advise it and undertake such work as identified by the Board.

## **ARTICLE 6- GENERAL PROVISIONS-FINANCIAL**

### **6.1 Banking Authority**

#### **6.1.1 The Signing Officers of the Council shall be any two (2) of:**

- The President
- The Secretary-Treasurer
- Any Elected Director designated by the Board of Directors
- The Executive Director

#### **6.1.2 The Signing Officers shall be authorized to sign all cheques on behalf of the Board. All monies received by the Council shall be deposited forthwith in the bank account(s) of the Council.**

### **6.2 Borrowing Authority**

**6.2.1** For the purposes of carrying out its objectives, the Board may borrow or raise or secure the payment of money in such manner as it thinks fit, but this power must be exercised only under the authority of the Board, and in no case shall any money be borrowed or debt contracted in the name of the Council without the sanction of the Board of Directors.

### **6.3 Hiring Authority**

**6.3.1** For the purpose of carrying out the Board's objectives, the Executive Director may hire, contract or otherwise engage a person or organization deemed necessary. This power shall be exercised only with the sanction of the Board of Directors.

### **6.4 Audit**

**6.4.1** The Auditors appointed at the Annual General Meeting by the membership shall audit the books, accounts and records of the Council at least once during the year. A complete and proper statement of the standing of the books of the Council shall be submitted at the Annual General Meeting.

**6.4.1.1** An Auditor may be reappointed no more than five (5) consecutive years.

### **6.5 Fiscal Year**

**6.5.1** The fiscal year of the Council shall be from April 01 to March 31.

### **6.7 Liability**

**6.7.1** Every Board member, or any other person who has undertaken any liability on behalf of the Council and their heirs, executors, administrators and assigns shall at all times be indemnified and save harmless, out of the funds of the Council, from and against all costs, charges, and expenses which that member sustains or incurs, except those that are occasioned by the member's own willful neglect or default.

**6.7.2** No Board member shall be liable for the acts or neglects of any other Board member.

**6.7.3** Board of Directors and Officers' liability insurance and any other insurance deemed necessary by the Board shall be in place and reviewed periodically.

## **ARTICLE 7- AMENDING THE BYLAWS**

- 7.1** These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Council.
- 7.2** The thirty-day (30) days' notice of the Annual General or Special Meeting of the Council must include a detailing of the proposed resolution to change the Bylaws.
- 7.3** The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

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

- 8.1** The Council does not pay any dividends or distribute its property among its Members.
- 8.2** If the Council is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects similar to those of the Council. Members are to select the organization by special resolution. In no event do any Members receive any assets of the Council.

Dated at Edmonton, in the Province of Alberta, this \_\_\_\_ day of \_\_\_\_\_, 2020.

Signed:

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Jim Klinge  
 President  
 Sports Medicine Council of Alberta