

# BYLAWS of the Winnipeg Speed Skating Club

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## ARTICLE I

## GENERAL

1.1 Purpose -- These Bylaws relate to the general conduct of the affairs of the Winnipeg Speed Skating Club, a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as the "Club" in these Bylaws.

1.2 Definitions -- The following terms have these meanings in these Bylaws

- a) *Act* – the Manitoba Corporations Act (C.C.S.M. c. C225), as amended.
- b) *Ad-hoc Committee* – any committee, other than a Standing Committee, established by the Board to perform a certain task
- c) *Board* – the Board of Directors of the Club
- d) *Club* – Winnipeg Speed Skating Club
- e) *Constitution* – the Constitution/Articles of Incorporation of the Club, as filed with the Registrar and comprising a statement of the Club's purposes
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws
- g) *Manitoba Section of Speed Skate Canada* – Manitoba Speed Skating Association
- h) *Member* – will include all categories of membership pursuant to these Bylaws
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Club pursuant to these Bylaws
- j) *Ordinary Resolution* – a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given
- k) *Registrar* – the Manitoba Registrar of Companies, or any successor or replacement agency
- l) *Skating Family* – one or more Members of the Club that belong to the same family unit.
- m) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast at a General Meeting of Members for which proper notice has been given
- n) *Standing Committee* – the Executive Committee, and any other Standing Committee that may be established by the Board

1.3 Head Office - The head office of the Club will be located in Winnipeg, Manitoba, Canada at such place therein as may from time to time be determined by the Board.

1.4 No Gain for Members – The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the Club will be used in promoting its objects.

1.5 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Club.

1.6 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.7 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

## ARTICLE II

## MEMBERSHIP

### Categories of Membership

2.1 Categories - The Club has the following classes of membership, the conditions of which are set out below and in policy. The Board may introduce other categories of membership and their admission criteria.

- a) Regular Member
- b) Associate Member
- c) Honorary Member

### Qualifications for Membership

2.2 Regular Member - Any individual, who has satisfied the requirement for admission, is registered as a Regular Member of the Club, is registered as a Competitive or Recreational Member of Speed Skate Canada and the Manitoba Section of Speed Skate Canada in which the Club operates, has agreed to abide by the Club's bylaws, policies, procedures, rules and regulations, has paid the dues established by the Board, participates in a Club Skating Program.

2.3 Associate Member -- An individual (or organization) that generally supports the objectives of the Club but does not otherwise qualify as a Regular member, who has satisfied the requirement for admission, is registered as an Associate member of the Club, is registered as an Associate Member of Speed Skate Canada and the Manitoba Section of Speed Skate Canada in which the Club operates, has agreed to abide by the Club's bylaws, policies, procedures, rules and regulations and has paid the dues established by the Board. An Associate member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors. Associate Membership will follow Speed Skate Canada and Manitoba Section of Speed Skate Canada guidelines and policies.

2.4 Honorary Member – The Annual Meeting of members may elect any person an Honorary Member of the Club. An Honorary Member shall be exempt from club dues but not Speed Skate Canada and Manitoba Section of Speed Skate Canada dues. Honorary members shall not vote at meetings of the Club unless otherwise qualified. They may have a voice at the meetings of the Club.

### Admission of Members

2.5 Admission of Members - No individual will be admitted as a Member of the Club unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Club;
- b) The candidate member has met the requirements defined in section 2.2 - 2.4;
- c) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- e) The candidate member has paid dues, if any, as prescribed by the Board.

### Membership Dues

2.6 Year - Unless otherwise determined by the Board, the membership year of the Club will be 1 September to 31 August.

2.7 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.8 Deadline -- The Board will determine the deadline date by which membership dues, where levied, must be paid.

## **Transfer, Withdrawal and Termination of Membership**

- 2.9 Transfer – Membership in the Club is non-transferable.
- 2.10 Termination – Membership in the Club will terminate immediately upon:
- a) The Member's death.
  - b) The expiration of the Member's annual membership, unless renewed in accordance with these bylaws.
  - c) Dissolution of the Club.
  - d) As determined by a decision making panel in accordance with the Club's applicable discipline policies.
  - e) Two-thirds (2/3) vote of the Directors or the Members at a duly called meeting, provided reasonable notice is provided and the member is provided an opportunity to be heard.
  - f) Failing to pay membership dues or monies owed to the Club by the deadline dates prescribed by the Club.
- 2.11 May Not Resign – A Member may not resign from the Club when the Member is subject to disciplinary investigation or action of the Club.

## **Good Standing**

- 2.1 Definition – A Member of the Club will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Club;
  - d) Has complied with the Constitution, Bylaws, policies and rules of the Club;
  - e) Is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Has paid all required membership dues;
  - g) Abides by the Code of Conduct as provided by the Manitoba Section of Speed Skate Canada.
- 2.2 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members, receive notice of member meetings, attend member meetings, speak at member meetings and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership, including but not limited to programs or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## **ARTICLE III MEETINGS OF MEMBERS**

### **Types of Meetings**

- 3.1 Types of Meetings – Meetings of Members will include Regular Meetings, Annual General Meetings and Special Meetings.
- 3.2 Regular Meeting – The Club will hold a minimum of four (4) Regular Meetings during the Membership Year. Such meetings may be called at any time by the Board or the President.. Regular Meetings will be open to all voting Members of the Club
- 3.3 Special General Meeting - A Special General Meeting of the Members may be called at any time by the Board, the President, or upon the written requisition of five (5%) percent or more of the voting Members of the Club. A Special Meeting

will be called within twenty-one (21) days and held within forty-five (45) days of receiving the written requisition. The Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.4 Annual General Meeting - The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting

3.5 Closed Meetings – All meetings shall be open to all members of the Club. Meetings of Members will be closed to the public except by invitation of the Board.

3.6 In Camera Meetings – The Executive or Board may select to hold In Camera Meetings to address sensitive issues. Such issues may include, but are not limited to, Human Resource/Staffing concerns, special investigations and financial matters. If an In Camera Session is part of a Regular meeting Members who are not part of the Board shall be asked to leave the meeting for the duration of the In Camera Session.

### **Meeting Procedures**

3.7 Location and Date - The Club will hold meetings of Members at such date, time and place as determined by the Board. .

3.8 Notice - Notice of meetings of Members will be given to all Members at least ten (10) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.9 Meetings by Telecommunications - A Member may participate in a meeting of members by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in the meeting by that means is deemed to be present at that meeting.

3.10 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.11 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Club at least seven (7) days prior to the meeting date or upon the sole discretion of the President or designate.

3.12 Quorum – Quorum at a General Meeting will be thirty percent of voting Members plus one.

### **Meeting Agendas**

3.13 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports – this will include, but not limited to, reports from the Club President, Director, Membership, Director, Fundraising, Director, Equipment, Treasurer, and the Club Head Coach
- h) Approval of the Financial Statements
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.14 Agenda – The agenda for the Regular Meetings will at least include:

- l) Call to order
- m) Establishment of Quorum
- n) Approval of the Agenda
- o) Adoption of Minutes of the previous Regular Meeting
- p) Board, Committee and Staff Reports – this will include, but not limited to, reports from the Club President, Director, Membership, Director, Fundraising, Director, Equipment, Treasurer, and the Club Head Coach
- q) Business as specified in the meeting notice
- r) Adjournment

### **Voting at Meetings of Members**

3.15 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Regular Members eighteen (18) years of age and older may attend and participate in meetings and are entitled to one (1) vote. Underage Regular Members have no vote but may be represented by a parent or guardian who is an Associate Member in good standing.
- b) Associate Members eighteen (18) years of age or older shall be entitled to one vote at each Annual General Meeting and Special Meeting of the Club.
- c) Honorary Members shall not vote at meetings of the Club unless otherwise qualified.

3.16 Delegates – A parent or guardian may be appointed to represent and vote on behalf of an underage Regular Member. Delegates must be eighteen (18) years of age or older and a member in good-standing.

3.17 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.18 Proxy Voting - Voting Members may vote by proxy provided the proxy is submitted and received by the Club seven (7) business days in advance of the meeting. A Voting Member may hold a maximum of one (1) proxy.

3.19 Determination of Votes - Votes will be determined by a show of hands or orally unless a secret or recorded ballot is requested by the majority of those Members voting.

3.20 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV                      GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of eight (8) Directors as follows:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Director, Membership
- f) Director, Equipment
- g) Director, Fundraising
- h) Director, Bingo

## Election of Directors

4.2 Eligibility - Any individual who is eighteen (18) years of age or older, who meets the one or more of the skills and attributes defined in section 4.4 and who has the power under law to contract may be nominated for election as a Director.

4.3 Skills and Characteristics – Potential Directors will have one or more of the following skills and/or attributes:

### *Attributes*

- a) Member of the Club in good standing
- b) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- c) Knowledge about roles and responsibilities of a Director, Board and Staff
- d) Experience in formulating policy
- e) Experience in thinking strategically
- f) Knowledge about the sport community
- g) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- h) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- i) Strategic connectivity to key clients
- j) Ethical and values based behavior
- k) Other attributes valued by the Board of Directors

### *Skills*

- l) Professional qualification or designation (MD, MBA, CA, Sport Science)
- m) Personnel Management (Human Resource Professional designation)
- n) Media/Marketing/Public Relations contacts/experience
- o) Fundraising and funding source contacts
- p) Administration/Management experience
- q) Government relations/contacts
- r) Organizational development/Strategic Planning experience
- s) Communication skills
- t) Other skills valued by the Board of Directors

4.4 Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in section 4.4 for the election of the Directors.

4.5 Nomination - Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature; and
- b) Be submitted to the Head Office of the Club seven (7) days prior to the Annual General Meeting.

4.6 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the Club seven (7) days prior to the Annual General Meeting.

4.7 Circulation of Nominations - Valid nominations will be presented at the Annual General Meeting or Special Electoral General Meeting.

4.8 Election – The election of Directors will take place annually at the Annual General Meeting as follows:

- a) The President, Secretary, Director, Bingo and Director, Fundraising will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection b.
- b) The Vice-President, Treasurer, Director, Equipment and Director, Membership will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection a.

- 4.9 Decision – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
  - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- 4.10 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors. No Director can hold more than one position on the Board.

### **Resignation and Removal of Directors**

- 4.11 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.12 Vacate Office - The office of any Director will be vacated automatically if:
- a) The Director is found by a court to be of unsound mind;
  - b) The Director becomes bankrupt;
  - c) The Director is not a member; and
  - d) Upon the Director's death.
- 4.13 Removal – An elected Director may be removed by Ordinary Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

### **Filling a Vacancy on the Board**

- 4.14 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

### **Meetings of the Board**

- 4.15 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors or the President.
- 4.16 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.17 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.18 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.



4.19 Voting – Each Director is entitled to one vote. Voting will be by a show of hands or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the President is entitled to a second vote to decide the issue.

4.20 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.21 Meetings by Telecommunications - A Director may, if all the Directors of the Club consent, participate in a meeting of directors or of a committee of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed to be present at that meeting.

4.22 Decisions in Lieu of Meetings - If all voting members agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed

### **Powers of the Board**

4.23 Powers of the Club – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Club and may delegate any of its powers, duties and functions.

4.24 Managing the Affairs of the Club – The Board may make policies, procedures, and manage the affairs of the Club in accordance with the Act and these Bylaws.

4.25 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.26 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Club.

4.27 Borrowing Powers – The Board may borrow money upon the credit of the Club as it deems necessary.

## **ARTICLE V OFFICERS AND EXECUTIVE COMMITTEE**

### **Officers**

5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary and Treasurer.

5.2 Duties - The duties of Officers are as follows:

- a) The President will
  - i. be responsible for the general supervision of the affairs and operations of the Club, I
  - ii. preside at the meeting of Members, Board or Executive,
  - iii. be the official spokesperson of the Club,
  - iv. oversee and supervise staff, including coaching staff
  - v. provide leadership,
  - vi. present a report to be presented at the Annual General Meeting, and
  - vii. perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will
  - i. support and assist the President in all duties,

- ii. assume the duties of the President in their absence,
- iii. act as liaison between the coaching staff and skating families, and
- iv. perform such other duties as may from time to time be established by the Board.

c) The Treasurer will

- i. keep proper accounting records as required by the *Act*;
- ii. cause to be deposited all monies received by the Club in the Club's bank account,
- iii. supervise the management and the disbursement of funds of the Club,
- iv. provide the Board with an account of financial transactions and the financial position of the Club as requested by the Board or President,
- v. prepare annual budgets,
- vi. provide the Board of Directors a monthly financial report of the Club, and
- vii. perform such other duties as may from time to time be established by the Board.

d) The Secretary will

- i. attend all meetings of the Board,
- ii. be responsible for the documentation of all amendments to the Club Constitution and Bylaws,
- iii. ensure that all official documents and records of the Club are properly kept,
- iv. cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Club, and
- v. perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

5.4 Vacancy - Where the position of an Officer becomes vacant for whatever reason, the position may be appointed until next Annual General Meeting.

### **Executive Committee**

5.5 Executive Committee - The Executive Committee will be comprised of the Officers.

5.6 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.7 Number of Meetings – The Executive Committee will hold at least four (4) meetings per year.

5.8 Quorum - Quorum will be three quarters (3/4) of the Executive's voting members.

5.9 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands in the case of an in-person meeting, orally in the case of a teleconference, or electronically in the case of e-mail voting, unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority plus one of the votes being in favor of the resolution. The President of the Club is entitled to a second vote upon a tie.

5.10 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

### **Other Committees**

5.11 Appointment of Ad-hoc Committees - The Board may appoint such ad-hoc committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of

committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.12 Committee Members - Except for the Executive Committee, any individual may be appointed to any committee by the Board, and once appointed will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

5.13 Quorum - A quorum for any committee will be the majority of its voting members.

5.14 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.15 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.16 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Club.

5.17 Removal - The Board may remove any member of any Committee.

### **Remuneration**

5.18 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

### **Conflict of Interest**

5.19 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Club will be 1 September to 31 August, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Club will be conducted at such financial institution as the Board may designate.

6.3 Deposits and Withdraws – All securities, monies and cheques of the Club will be deposited for safekeeping in one of the Club's bank accounts and may be withdrawn by ordinary resolution of the Board of Directors.

6.4 Expenditures Over One Hundred – Expenditures over one hundred dollars (\$100) will be decided by the Board of Directors by special resolution at an in-person Board of Directors meeting.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Club will be signed by two Officers being any two of the President, Vice-President, Secretary or Treasurer. The Board of Directors may authorize other persons to sign on behalf of the Club.

- 6.6 Annual Budget – The President and the Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.
- 6.7 Requests for Financial Aid – Requests for financial aid from third parties may be made to the Board of Directors at any time and must be submitted by documented presentation.
- 6.8 Books and Records - The necessary books and records of the Club required by these Bylaws or by applicable law will be necessarily and properly kept.
- 6.9 Review – the books and records will be reviewed by the Finance Committee or the Executive before the Financial Statements are presented to the membership.
- 6.10 Property - The Club may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.11 Borrowing - The Club may borrow funds upon such terms and conditions as the Board may determine.

## **ARTICLE VII NOTICE**

- 7.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Club, Director or Member, as the case may be.
- 7.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- 7.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **ARTICLE VIII DISSOLUTION**

- 8.1 Dissolution - Upon dissolution of the Club and after payment of all debts and liabilities, its remaining property will be distributed to The Manitoba Speed Skating Association in accordance with the provisions of the Act.

## **ARTICLE IX INDEMNIFICATION**

- 9.1 Will Indemnify - The Club will indemnify and hold harmless out of the funds of the Club each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 9.2 Will Not Indemnify - The Club will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

9.3 Insurance - The Club will, at all times, remain a member in good standing of the Manitoba Section of Speed Skate Canada in order to maintain in force such directors' and officers' liability insurance as provided by the Manitoba Section of Speed Skate Canada.

## **ARTICLE X                    CODE OF CONDUCT**

10.1 All Officers and Board members shall abide by the same Code of Conduct as prescribed by Manitoba Section of Speed Skate Canada and Speed Skate Canada.

## **ARTICLE XI                    DUTIES OF DIRECTORS**

11.1 The Duties of Executive members of the Board are outlined in Article V.

11.2 The Duties of members of the Board who are not part of the Executive are as follows:

- a. Director, Equipment shall
  - i. Manage skate rentals and returns
  - ii. Keep a current list with prices on all equipment in inventory for resale
  - iii. Inform the treasurer of the sale of inventory items
  - iv. Control and manage all Club equipment, including mats, pucks, buckets, skates and guards
  - v. Identify all Club equipment with the Club logo.
  
- b. Director, Membership shall
  - i. Organize and conduct Club registration
  - ii. Register all members with Manitoba Section of Speed Skating Canada and Speed Skating Canada
  - iii. Provide updated membership lists to the Executive
  
- c. Director, Fundraising shall
  - i. Communicate and coordinate fundraising activities to the general membership.
  - ii. Track the moneys fundraised by all skating families
  - iii. Advise the Treasurer of any families who have not met their fundraising target
  
- d. Director, Bingo shall
  - i. Communicate and coordinate bingo activities to the general membership.
  - ii. Track the bingo participation of all skating families
  - iii. Advise the Treasurer of any families who have not met their bingo obligations

## **ARTICLE XII                    AMENDMENT OF BYLAWS**

- 12.1    Voting – These Bylaws may only be amended, revised, repealed or added to by an affirmative Special Resolution vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
- 12.2    Notice in Writing – Notice in writing is to be delivered to the Board twenty-five (25) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members ten (10) days prior to meeting at which it is to be considered.

## **ARTICLE XIII                    ADOPTION OF THESE BYLAWS**

- 13.1    Adoption by Board – These Bylaws are adopted by the Board of Directors of the Club at a meeting of the Board duly called and held on [date].
- 13.2    Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Club present and entitled to vote at a Meeting of Members duly called and held on [date].
- 13.3    Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Club repeal all prior Bylaws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.