

# **CALGARY HORSESHOE CLUB**

**REVISED OCTOBER 2019**

## **1) Members**

- a) Regular Members – Any individual may become a member by applying for membership and upon payment of the annual membership dues as set by the membership. Each member shall have one (1) vote and may hold office. Dues may be prepaid by a member for the following year. Membership will be valid January 1 to December 31 of membership year.
- b) Charter Members – Any individual who was a member of the original charter date (November 1981). Members must pay the “Regular Member” annual membership dues, and where a charter member has allowed their membership to lapse, they retain their charter membership by paying all dues in arrears. Each Charter Member shall have one (1) vote and may hold office. Charter Members shall have the same rights and privileges as regular Members.
- c) Honorary Members – Any individual who has been a member for a minimum of five (5) years and is a minimum of 80 years of age, has demonstrated extraordinary service and support of the Club and horseshoes in general or has achieved extraordinary success in horseshoe competition may be automatically granted a Honorary Membership. Any individual may be named by ordinary resolution for Honorary Membership for a period of time as determined by the membership present. The Honorary Member has the same rights and privileges as a regular Member but shall pay no dues to Calgary but shall pay the membership as required by Alberta Horseshoe Pitching Association (A.H.P.A.).
- d) Associate Members – Any individual may be named an Associate Member by any member of the Executive but shall have no rights, no vote, no privileges, and shall pay no dues.
- e) Senior Members – Any individual who is sixty-five (65) years of age as of January 1<sup>st</sup> of that year, or older. Senior Members shall pay the senior’s dues as set by the members at the Annual General Meeting. Senior Members shall have the same rights and privileges as a regular Member.
- f) Junior Members – Any individual that is a junior as per Horseshoe Canada By-Laws shall have no rights, no vote, and no privileges and shall pay dues as set out by the membership.
- g) Revocation of Membership – Membership in the Club may be withdrawn by a special resolution passed by the Members at a duly constituted meeting of the Members. Membership in the Club may only be withdrawn due to one or more of the following reasons:
  - i) The failure to pay their membership dues by the due date stipulated by the Executive.

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- ii) Conduct which is prejudicial to the interest or reputation of the Club.
  - iii) Fraudulent conduct by the Member in its dealings with the Club.
  - iv) Conduct by the Member which would serve to discredit the Members of the Club or the events promoted by the Club,
  - v) Willful obstruction of the objectives and affairs of the Club.
- h) A refund or partial refund of the fee paid by a Member whose membership in the Association has been revoked shall be determined at the discretion of the Executive.
- i) Rejection of Membership – Membership in the Club may be refused to any individual if it can be demonstrated that their membership would negatively impact upon the image of the Club and the game of horseshoes.
- j) All Members shall read, understand and abide by the By-Laws of the Club.

### **2) General Meetings**

- a) Quorum – A quorum for the transaction of business at any meeting of the membership of the Club shall be comprised of at least ten (10) members eligible to vote. At least one (1) Executive must be present for a valid General Meeting. If no quorum is present within twenty (20) minutes of the time called for the meeting, the meeting will stand adjourned to a time and location determined by the chair.
- b) Notice of meeting shall be by posting at the club plus announcement at a previous meeting. Additional notice should be given by email and/or telephone.
- c) Annual General Meeting – An Annual General Meeting of the members of the Club shall be held within 30 days of the first of March in the City of Calgary at such a location as the President may designate. Notice of the date, time and location of the Annual General Meeting shall be posted at the Calgary Horseshoe Centre no less than twenty-one (21) days prior to the scheduled meeting as well by email.
- d) Special Meeting – A special meeting of the members of the Club may be called, if deemed necessary, by the President, by any member of the Executive, or by a request for a meeting presented to the Secretary by a minimum of ten (10) members in good standing. Notice of the date, location and time of a meeting shall be posted at the Calgary Horseshoe Centre no less than twenty-one (21) days in advance of the meeting.
- e) The meeting agenda for Special Meetings should be posted at the Calgary Horseshoe Centre not less than twenty-one (21) days prior to the date of the meeting. The agenda and proposed resolution(s) must be accompanied by sufficient background information to permit a member to make a reasonable judgment of the decision asked to be made on behalf of the Club.
- f) Special Resolutions are required for, but not limited to:

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- i) Suspension of Membership
  - ii) Revision of By-Laws
  - iii) Dissolution of Club
  - iv) Borrowing of funds
- g) General Meeting – a General Meeting should be held a minimum of bi-monthly at a regularly scheduled time. Notice of a General Meeting shall be posted at the Calgary Horseshoe Centre no less than twenty-one (21) days prior to the date of the meeting. General meeting dates will be announced at previous meetings and via email.
- h) All meetings shall be conducted in accordance with “Robert’s Rules of Order”, except as noted in these By-Laws.
- i) Voting Requirements – General resolutions proposed at a duly constituted meeting of the members shall be approved on the affirmative vote of not less than 51% of the members then in attendance at the meeting and eligible to vote. Special resolutions proposed at a duly constituted meeting of the members shall be approved on the affirmative vote of not less than 75% of the members then in attendance at the meeting and eligible to vote. Proxy votes are not permitted.

### **3) Voting**

- a) All members in good standing and who has been a member for a minimum of ninety (90) days shall be eligible to vote as per paragraph 2. Each member in good standing shall have one (1) vote. The Chairperson shall not vote other than to break a tie vote.

### **4) Indemnification of Directors, Officers and Employees**

- i) Indemnification – All Directors, officers, volunteers and employees of the Club and their respective heirs, executors, administrators and estates, (the “Indemnified Parties”) are hereby indemnified and saved harmless by the Club from and against all costs, charges and expenses whatsoever which the Indemnified Parties sustain or incur in or arising from any claim, action or proceeding which is brought, commenced or prosecuted against the Indemnified Parties for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Indemnified parties, arising in any way from the execution of the duties of the position, office or employment with the Club, except such costs, charges or expenses as are occasioned by the Indemnified Parties’ own fraudulent conduct or willful neglect.
- ii) No Liability – No Director, officer or employee shall be liable for the acts, negligent conduct or defaults of any other Director, officer or employee of the Club acting for or purporting to act for or on behalf of the Club, or for any loss or damage to the Club or its property, which may occur or arise from the execution of the duties of the Board, or a Director, officer, volunteer or employee of the Club, unless the same shall happen or occur by or through his or her own fraudulent conduct or willful neglect.

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### **5) Executive and Committees**

- a) Executive – The President, Vice President, Secretary, Treasurer and six (6) Directors-at-Large, which shall constitute the Executive. The President, Vice President, Secretary, Treasurer and Directors-at-Large shall normally be elected at the Annual General Meeting. The President, Secretary and three (3) Directors-at-Large shall be elected on odd years and the Vice President, Treasurer and three (3) Directors-at-Large shall be elected on even years. Elections may be held at any general meeting when a vacancy exists. Secret ballots shall be used. Attendance for nomination is not required, however the missing nominee must present, in writing, to the Secretary and prior to the General Meeting, a letter stating their willingness to be nominated, the position(s) they would accept and the term.
- b) Election to the Executive shall be for a term of two (2) years. Incumbents may be re-elected if they so indicate. Where the Presidency becomes vacant, the Vice President shall become the President until an election is held. The President can appoint a member protem until the next AGM. Any member of the Executive may be removed from office by special resolution at a general meeting, and should be replaced at the same meeting or within 30 days.
- c) Executive Meetings – Notice of Executive meetings should be posted at the Calgary Horseshoe Centre a minimum of one (1) week prior to the meeting; although this may be waived in event of an emergency. Any member in good standing may attend an Executive meeting, but they do not have a vote. Chairs of committees should attend Executive meetings and report on their activities, or if not in attendance should supply a written report to the Chair before the meeting.
- d) Authority of the Executive – The Executive shall be responsible for conducting its affairs strictly in accordance with the policies and procedures established from time to time by the Members with such authority and responsibility delegated to it from time to time by the Members and the further terms and conditions of these By-Laws. Decisions and actions taken made by the Executive shall be reported to the Membership within the limitations as set forth.
- e) Other committees – the Executive may establish any number of additional committees for specific purposes and shall designate the chairperson for that committee. The remaining appointees to the committees will normally be appointed by the chairperson. Each committee shall report their activities to the general meeting.
- f) Meetings and Voting – the members of any committee shall determine the frequency of committee meetings and otherwise regulate their meetings as they see fit; provided, however, that a quorum for the transaction of committee business shall be 51% of the total committee members, and that issues arising at any meetings of a committee shall be decided by the majority vote of those present in person. In the case of an equality of votes on any matter, the Chairman or Acting Chairman of the committee shall have a second or casting vote.

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- g) Removal and Vacancies – A committee member may be removed by a majority vote of the committee or of the Executive. Voluntary resignations from a committee shall be replaced by the Chairman of the committee, or failing such replacement being made on a timely basis by the Executive.
- h) No Remuneration – Committee members shall serve without remuneration from the Club and no such member shall directly or indirectly receive any cash compensation derived from his or her position as a committee member, provided, however, that a committee member may be reimbursed for reasonable expenses incurred in the performance of his or her duties as a committee member.

### **6) Officers**

#### **a) President**

- i) The President shall serve as the chief executive officer of the Club. This position shall be held for a term of two (2) years, and the incumbent may run again. The duties of the President shall include, without limitation:
  - (1) Serving as the direct supervisor of the Executive, Staff, Officers and others of the Club.
  - (2) Coordinate the scheduling of all meetings and the content of the agendas for such meetings.
  - (3) Chair all meetings in substantial compliance with generally accepted rules of procedure and encouraging the participation of all members in such meetings.
  - (4) Shall be ex-officio member of all committees
  - (5) Facilitate the discussion of and decisions required of matters coming before the membership.
  - (6) Report to the Members with respect to actions taken by the Executive.
  - (7) Serve as a senior spokesperson for the Club to the media, and others.
  - (8) Promote the objectives of the Club and the sport of horseshoes within the community and with the Provincial, Federal and International Horseshoe Associations.

#### **b) Vice President**

- i) The Vice President's duties shall include:
  - (1) Shall act for the President in the President's absence;
  - (2) Shall assist the President in his/her duties;
  - (3) Serve on the Executive
  - (4) Shall assume the responsibilities of the President until the next General Meeting if the President cannot or will not complete his/her term in office. This may be extended at the discretion of the membership.
  - (5) May chair meetings on behalf of the President;
  - (6) Ensure adequate insurance coverage (liability, vehicle, Board of Directors and sports accident) is secured for the operation of the games; and

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- (7) Promote the objectives of the Club and the sport of horseshoes within the community and with the Provincial, Federal and International Horseshoe Associations.

### **c) Treasurer**

- i) The duties of the Treasurer shall include:
  - (1) Serve on the Executive;
  - (2) Responsible for all financial transactions, accounts, financial statement preparation and reporting to the Membership;
  - (3) Take a lead role in the preparation and presentation of the annual budget for the club;
  - (4) Reporting to the Members on a regular basis as to the financial state of the Club, including a monthly update of actual financial results compared to budget;
  - (5) Maintain Club accounts in a chartered bank(s);
  - (6) Ensure that proper accounting systems are in place and in use to properly document and track all Club receipts and disbursements;
  - (7) Ensure that all necessary tax returns, annual reports and audited financial statements completed and filed in a timely manner, thereby maintaining the Club in good standing under applicable legislation.
  - (8) In conjunction with the Audit Committee, overseeing an independent audit of the financial statements of the Club for presentation at the Annual General Meeting.
  - (9) Together with other members of the Executive, develop and implement compensation levels and employment policies for Club employees, and others.
  - (10) Promote the objectives of the Club and the sport of horseshoes within the community and with the Provincial, Federal and International Horseshoe Associations.

### **d) Secretary**

- i) The duties of the Secretary shall include;
  - (1) Serve on the Executive Committee;
  - (2) Ensure the Club meets the requirements of a non-profit Association;
  - (3) Record and maintain the minutes of all meetings;
  - (4) Ensure all documentation pertinent to Club business, correspondence and other documents are properly stored and maintained; and implement "Due Notice" proceedings;
  - (5) Maintain the Club's membership list;
  - (6) Shall oversee communications with the Members of the Club;
  - (7) Ensure updates to the By-Laws are forwarded in a timely fashion to the appropriate provincial department; and
  - (8) Promote the objectives of the Club and the sport of horseshoes within the community and with the Provincial, Federal and International Horseshoe Associations.

### **e) Directors-at-Large**

- i) The duties of the Directors-at-Large shall include, without limitation:

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- (1) Serve on the Executive;
- (2) Provide resources and support, in a leadership role, to the Club.
- (3) Learn the business of the Club with a view toward potentially officer positions in the Club in the future;
- (4) Assist in the operation of the Club; and
- (5) Promote the objectives of the Club and the sport of horseshoes within the community and with the Provincial, Federal and International Horseshoe Associations.

### **f) Past President**

The President will serve as Past President upon the completion of his/her term as President. The duties of the Past President shall include, without limitation;

- (1) Shall chair various committees at the discretion of the President;
- (2) Provide support and continuity for the incoming President;
- (3) Provide support and continuity for the Club;
- (4) Assist in the operation of the Club; and
- (5) Promote the objectives of the Club and the sport of horseshoes within the community and with the Provincial, Federal and International Horseshoe Associations.

### **g) Delegation of Authority**

The Executive may, at any time, delegate any specific power or duty of their position to another Director or Member of the Club and prescribe the circumstances in which the conditions upon which such delegation shall apply. Any such delegation must be in writing and the document maintained by the Secretary.

### **h) Records**

Each Officer, Director and Committee Chairperson shall maintain their records and pass these to their successor or to the Secretary within 30 days of leaving office. Copies may be kept for their personal records.

## **7) Employees**

- a) The Executive, and through the approval of the annual budget or otherwise, may create new employment or contract positions(s) with the Club.
- b) All such employment positions shall report directly or indirectly to the President.
- c) The duties of any employee of the Club shall be on such terms as the Executive may determine and in its discretion terminate the employment of any employee of the Club.

## **8) Administrative Matters**

- i) Signing Authorities – Signing authority shall be vested in any 5 members of the Executive, two (2) are required to sign each cheque or other document. In special circumstances additional signing authority may be given to members by ordinary resolution specifying the term and conditions.

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- ii) A person may not sign a cheque payable to themselves, or to their spouse or other family member.
  - iii) There shall not be more than one signing authority in any family. Family is defined as persons living in the same residence, or related as parent, sibling, grandparent, spouse, or other similar person.
- 9) **Auditors** – The members of the Club shall, at each Annual General Meeting, appoint an auditor to audit the accounts of the Club for the upcoming fiscal year. The auditor shall hold office until the next Annual General Meeting, provided, however, that the Executive may fill any vacancy that may arise. The remuneration of the auditor shall be fixed by the Executive. The annual audit shall be finalized not more than 90 days following the end of each fiscal year.
- 10) **Affiliations** – Subject to the approval of the Members, the Club may enter into affiliations with other corporations, Associations or Government bodies for such purposes as may advance the objectives of the Club.
- 11) **Rules and Regulations** – The Executive may prescribe such rules and regulations, not inconsistent with these By-Laws, relating to the ongoing management of the Club as it deems appropriate, provided that such rules and regulations shall have force and effect only until the next General Meeting of the members of the Club, where they shall be ratified and confirmed, or in default of such action, shall at and from that time cease to have force and effect.
- 12) **By-Law Changes** – These By-Laws may be amended, altered or rescinded upon approval of a Special Resolution of that effect, presented at any meeting of the members of the Club. Any proposed amendment must be posted at the Calgary Horseshoe Centre for viewing by all members at least twenty-one (21) days prior to a meeting at which it is proposed to vote upon the adoption of such changes to the By-Laws. Once approved by Corporate Registry, changes shall become effective as of the date of approval.
- 13) **Filing and Distribution** – The Secretary shall ensure that any changes to these By-Laws are filed as required under applicable legislation and distributed to all members.
- 14) **Financial Management**
  - a) The Club's bank account(s) shall be kept in such chartered bank(s) as the Club Executive so directs.
  - b) Cheques, drafts and promissory notes drawn from the Club's bank account(s) shall be signed by designated members of the Executive. All bills, except budgeted utility accounts shall be presented at General Meetings for approval prior to being paid but only in the excess of (d) below.
  - c) The Treasurer shall maintain a petty-cash fund, not to exceed \$ 500, for miscellaneous expenses. A record of such payments, with receipts, shall be maintained. Reimbursement of petty-cash shall be paid by cheque.



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- d) All general expenses in excess of **\$100** for the President and **\$ 1,000** for the Executive other than budgeted funds must be approved at a General Meeting before the expenditure is made. In an emergency the President may make a telephone or email poll of the members before committing the club to an expenditure exceeding these amounts.
- e) All general and budgeted items for **\$ 5,000** value and above shall require three (3) written quotes presented at a scheduled meeting, prior to Member approval.
- f) The Club may, from time to time, borrow money on terms and conditions authorized in advance by the Members. The issuance of debentures of the Club to secure indebtedness shall require approval by special resolution of the members of the Club and will be in accordance with the *Societies Act of Alberta*.
- g) All fees for usage of the Club facilities and/or services shall be set at a General Meeting.
- h) The annual audit of the Club shall be completed by a recognized and accredited accounting accountant/firm appointed by the members and prior to the Annual General Meeting and all results presented at the Annual General Meeting. The accountant/accounting firm shall have access to all records of the Club and make copies for their use in preparation of the audit. The auditor(s) shall report their finding at the Annual General Meeting.
- i) Any member in good standing may request, upon reasonable notice, to view the financial records of the Calgary Horseshoe Club. Reasonable notice shall consist of a written request forwarded to the Secretary, Treasurer or President, who shall then make the books available within fifteen (15) days of receiving the request. The place of viewing shall be mutually agreed upon by the Officer/Club Representative and the person requesting the view. Copies of documents may be taken following payment for copying services.

### **15) The Seal**

- a) Under the registration provisions of the Societies Act of Alberta, the Club is not required to have a seal and The Club has not adopted the use of a seal.

### **16) Fiscal Year**

- a) The fiscal year of the Association shall commence January 1<sup>st</sup> and end December 31<sup>st</sup> of that calendar year. This provision may be amended by Special resolution and will not constitute a revision to the bylaws.

### **17) Dissolution**

- i) Should, in the opinion of the Members, the Club become incapable for operating the Club and the Calgary Horseshoe Centre or of otherwise fulfilling its objectives, the Club may be proposed to be dissolved by a special resolution of the members to that effect. In such an event, the Executive shall thereafter wind up all operations of the Club in an orderly manner and surrender its Certificate of Incorporation as required in compliance with the *Societies Act of Alberta*. In furtherance of the dissolution of the Club, any assets remaining after paying debts and liabilities must be disbursed to eligible charitable or religious groups or purposes, as per the applicable legislation.