

APOLLO – FRIENDS IN SPORTS

BY-LAWS

ARTICLE 1 - PREAMBLE

1.1—*The Society*,

The name of the society is Apollo – Friends in Sports which is also hereafter referred to as the Society.

1.2—*The By-Laws*,

The following articles set forth the By-Laws of the Society.

ARTICLE 2 - DEFINING AND INTERPRETING THE BY-LAWS

2.1 *Definitions*

In these By-Laws, the following words have these meanings.

- 2.1.1 *Act* means the Societies Act, R.S.A. 2000, C. S-14, or any statute substituted for it.
- 2.1.2 *Annual General Meeting* means the annual General Meeting of the Society Membership.
- 2.1.3 *Board* means the Board of Directors of the Society.
- 2.1.4 *By-Laws* means the By-Laws of the Society as amended.
- 2.1.5 *Director* means any ~~person~~-voting member elected or appointed to the Board.
- 2.1.6 *General Meeting* means the Annual General Meeting and a Special General Meeting.
- 2.1.7 *Member* means a Member of the Society.
- 2.1.8 *Officer* means any Officer of the Society.
- 2.1.9 *Registered Office* means the registered office for the Society.
- 2.1.10 *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the Society as required by the Act.
- 2.1.11 *Special Resolution* means a resolution passed at a General Meeting of the Membership of the Society.

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2.1.13 ***Voting Member*** means a Member entitled to vote at the meetings of the Society.

2.1.14 ***Non-voting Member*** means a Member not entitled to vote at the meetings of the Society.

2.2 ***Interpretation***

The following rules of interpretation must be applied in interpreting these By-Laws.

2.2.1 ***Singular and Plural:*** words indicating the singular number also include the plural, and vice-versa.

2.2.2 ***Masculine and Feminine:*** words indicating the masculine gender also include the feminine gender and vice versa.

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ARTICLE 3 - MEMBERSHIP

3.1 Any person being of the full age of eighteen years may become a Member of the Society.

3.2 Any person wishing to become a **voting** Member shall be required to complete an application for Membership in the form approved by the Board and pay a Membership fee **in full**.

3.3 The Membership fee in the Society shall be determined by the Board of Directors.

3.4 Memberships shall expire ~~on April 30th of each year~~ **annually on a date designated by the Board of Directors**.

3.5 Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a Member shall remain liable for payment of any fee, assessment or other sum levied or which became payable by him or her to the Society prior to acceptance of his or her resignation.

3.6 Any member, upon two-thirds vote of the membership present at a General Meeting may be expelled from the Society for any cause, which the Society may deem reasonable. Application for expulsion of a member must be presented, in writing, to the Executive at least 10 (ten) days prior to the date set for the General Meeting.

3.7 Upon the failure of any Member to pay annual Membership fees, any subscription, or other indebtedness due to the Society for a period greater than 60

days, the Board of Directors may cause the name of such Member to be removed from the register of Members without being provided an opportunity to be heard at a General Meeting, but such Member may be re-admitted to the Membership at the discretion of the Board after payment of all outstanding amounts owing and resubmission of an application for Membership.

3.8 Any Member who resigns, withdraws or who is expelled from the Society shall forthwith forfeit all right, claim and interest arising from or associated with Membership in the Society.

3.9 Membership fees are not refundable.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 The Officers of the Board of Directors of the Society shall minimally consist of:

- a. Executive:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. ~~Social Director~~ Sports Liaison Director
 - vi. Western Cup Director
 - vii. Communications Director

- ~~b. Sports Directors:
 - i. ~~President of the Inner City Volleyball League~~
 - ii. ~~President of the Apollo Curling League~~
 - iii. ~~President of the Rainbow Riders Bowling League~~
 - iv. ~~President of the Absolutely Smashing Badminton League~~
 - v. ~~President of the Q's on First? Slow Pitch League~~
 - vi. ~~President of Outdoor Pursuits~~
 - vii. ~~President of Apollo Lawn Bowling~~
 - viii. ~~President of Calgary Frontrunners~~~~

4.2 The Board of Directors may, after a favourable vote passed by a majority of the Board of Directors at a Board of Directors Meeting, add up to four additional Directors at Large. These additional Members of the Executive shall be retained until the next annual election.

ARTICLE 5 – PRESIDENT

5.1 The President is the Chief Executive Officer and Spokesperson of the Society and shall preside at all Board of Directors' Meetings and General Meetings of the

Society. In the President's absence, the Vice-President shall preside at any such meetings and in the absence of both; a chairperson may be elected by those Members present at the meeting to preside thereat. The President shall be responsible to the Board of Directors for administration of all policies of the Executive.

ARTICLE 6 – VICE-PRESIDENT

- 6.1 The Vice-President shall perform all duties of the President in case of absence or disability of the President. The Vice-President assumes the President's chair for the remainder of the term if vacated before the end of the term. In such event, the position of Vice-President becomes vacant. ~~The Vice-President is responsible for the promotion of any sports event not already represented on the Board of Directors by a Sports Director.~~ (Sports Liaison)

ARTICLE 7 – SECRETARY

- 7.1 It shall be the duty of the Secretary to attend all meetings of the Society and Board of Directors and to keep accurate minutes of same. The Secretary shall have charge of the seal of the Society, if any, which seal whenever used shall be authenticated by the signature of the Secretary and the President or in case of inability of either to act, by the Vice-President.
- 7.2 ~~————~~In the event of absence of the Secretary, the Secretary's duties shall be discharged ~~————~~by such Officer as may be appointed by the President or Board of Directors.
- 7.3 The Secretary shall have charge of all correspondence of the Society and be under direction of the President and the Board of Directors.
- 7.4 The Secretary shall keep a record of all Members of the Society and their addresses, send notices of General Meetings and shall collect and receive all Membership forms as required from the treasurer.
- 7.5 Shall ensure that the annual returns, changes in the Directors of the Society, amendments in the By-Laws and other documentation required by law are filed with ~~the Corporate Registry~~ Service Alberta.

ARTICLE 8 – TREASURER

- 8.1 The Treasurer shall receive all monies paid to the Society and shall be responsible for the deposit of same in the Society's bank account(s). The Treasurer shall present a detailed account of receipts and disbursements to the Executive

whenever requested and shall prepare for submission to the Annual General Meeting a duly audited statement as hereinafter set forth, of the financial position of the Society and submit a copy of the same to the Secretary for the records of the Society. The Treasurer shall have custody of all financial books and records and prepare the financial statement to be filed with the register of Societies according to the Societies Act of Alberta. The Treasurer ensures the validity of the annual ~~Apollo and Western Cup~~ budget and ~~facilities~~ **facilitates** required deposits and disbursements.

ARTICLE 9 – SOCIAL DIRECTOR **Sports Liaison**

9.1 The ~~Social Director~~ **Sports Liaison** shall be responsible for **communicating and maintaining contact with the Society and the general community at large.** ~~the organization and promotion of the social events and activities sponsored by the Society.~~ **NEED EXPANSION?**

ARTICLE 10 – WESTERN CUP DIRECTOR

10.1 The **Apollo** Western Cup Director shall be responsible for the organization and promotion of the annual **Apollo's** Western Cup Event including the Sports and Social Activities.

ARTICLE 11 – COMMUNICATIONS DIRECTOR

11.1 The Communications Director is responsible for the active promotion of the Society to other groups and individuals and the internal and external communications of the organization. The Communications Director is responsible for publishing the Society's ~~newsletter~~ **communications**. This position will also be responsible for the upkeep of the Society's web site. ~~and all web resources including the Web Master and the Web Vendor will fall under the scope of this position.~~

a. Web Master
Position of Web Master will report to Communications Director and will not be a Member of the Apollo Board of Directors ~~with a one year term from November 1 to October 31.~~ This position will have full responsibility for **the** web site ~~format.~~ ~~Individual Executive Members, Sports Directors, or Activity Coordinators will remain responsible for the content they wish presented.~~

~~When the position of Web Master is vacant, the Board of Directors shall appoint two Board of Director Members in addition to the Communications Director as a Selection Committee, which will conduct a~~

~~candidate search. This search will include notice to Members of the Society in good standing with an email on file with Secretary requesting names. This Selection Committee will review candidates and submit recommendation to Apollo Board of Directors for approval.~~

~~b. Web Vendor~~

~~Position of Web Vendor for Society will report to the Communications Director and will not be a Member of the Apollo Board of Directors with a one year term from November 1 to October 31. This position will have full responsibility for web hosting.~~

~~When the position of Web Vendor is vacant, the Board of Directors shall appoint two Board of Director Members in addition to the Communications Director as a Selection Committee, which will conduct a candidate search. This search will include notice to Members of the Society in good standing with an email on file with Secretary requesting resumes. This Section Committee will review candidates and submit recommendation to Apollo Board of Directors for approval.~~

ARTICLE 12 – BOARD OF DIRECTORS MEETING

- 12.1 The Board of Directors shall, subject to the By-Laws or directions given by two-thirds majority vote at any General Meeting properly called or constituted, have full control and management of the affairs of the Society.
- 12.2 Meetings of the Board of Directors shall be held as often as may be required, but at least once every two months and will adhere to Robert's Rules of Order.
- 12.3 Board meetings will be formally called by the President or by the Vice-President in the President's absence or on the direction in writing of two Directors.
- 12.4 The Directors shall receive at least seven days' notice for the Board meetings. Notice may be by mail, telephone, fax or e-mail. Board Members may waive notice of any meeting.
- 12.5 A ~~minimum of seven~~ **majority of** Board Members ~~constitutes a of which three are Members of the Executive and three are Sports Directors plus one other must be present for a quorum to exist at any Board of Directors Meeting.~~ Such quorum must be present for any motions present to the Board of Directors to be passed by the majority vote. In the event of a tied vote the matter at hand reverts to the status quo.
- ~~12.6 A Member of the executive of the Board cannot also act as a Sports Director or alternate for purposes of quorum or voting at a Board of Directors Meeting.~~

~~12.7~~**12.6** Directors may participate in a meeting and be counted in the quorum, by means of a conference call.

~~12.8~~**12.7** If there is no quorum, the Chair shall adjourn the meeting and issue a new notice to reconvene providing at least ~~48 hours~~ **15 min** ~~—SAME AS 13.5??~~ notice.

~~12.9~~**12.8** At the written request of any two Board Members, the President or the Vice-President in the President's absence can issue a motion for approval via email vote. Same quorum and voting rules apply for email vote that do for a regular Board meeting.

~~12.10~~**12.9** Any Member of the Executive may not miss two consecutive meetings without a reason acceptable to the Executive. The position held by an Executive Member who misses two consecutive meetings without a reason acceptable to the majority of the Executive may be subject to impeachment per clause 14.1 and 14.2.

~~12.11~~ ~~Sports Director may designate an alternate to attend Apollo Board Meetings, which alternate will be counted in the quorum and be able to take part and vote at the meeting as would a President of a sport. Sports which are represented during Western Cup must appoint a Director to attend Western Cup meetings must attend meetings called by the Western Cup Director and fully support and participate in the planning and execution of Western Cup. A Director of a represented sport may appoint a representative to fulfill this role and would assume all duties of the Director.~~

~~12.12~~**12.10** The Chair shall not have a second or casting vote in the case of a tie vote. A tie vote results in the motion being defeated.

~~12.13~~**12.11** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

~~12.14~~**12.12** A Director may resign from office by giving notice in writing.

ARTICLE 13 – GENERAL MEETINGS

13.1 The Society shall hold an Annual General Meeting on or before July 15th of each year of which meeting due notice shall be given to all Members.

13.2 The Executive shall be elected at the Annual General Meeting. The positions of President, ~~Treasurer~~, Western Cup Director and ~~Social Director~~ **Sports Liaison** shall serve a two-year term with elections in years ending in an odd number. Vice-President, Secretary, **Treasurer** and Communication Director shall serve a two-year term with elections in years ending in an even number. Terms will

conclude with the adjournment of the Annual General Meeting in which election for named positions was held.

13.3 Any vacancies during the year shall be filled by by-elections held at the next General Meeting, provided it is so stated in the notice calling such meeting.

13.4 General Meetings or special meetings of the Society shall be called at any time by the President or Secretary upon the instruction of the President, or majority of the Board of Directors, or signed petition by one-quarter of the Membership (in which petition shall be set forth the reasons for calling such meeting) and will adhere to Robert's Rules of Order. Notice of General Meetings or special meetings will be sent to the last known postal or e-mail address of each Member postmarked and or dated at least eight calendar days prior to the date of the meeting. A quorum shall be ~~20 Members~~ **considered all voting members** in attendance.

13.5 Failure to Reach Quorum

The President shall cancel the General Meeting, if a quorum is not present within one-half hour after the set time. If cancelled, the meeting shall be re-scheduled by the President and a new notice will be issued to reconvene providing at least ~~48 hours~~ **15 minutes** notice.

13.6 Failure to Give Notice of Meeting

No action taken at a General Meeting shall be invalid due to:

- (a) accidental omission to give any notice to any Member;
- (b) any Member not receiving any notice;
- (c) any error in any notice that does not affect the meaning.

Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

ARTICLE 14 – IMPEACHMENT

14.1 A Special General meeting of the Society called only for the purpose of impeachment of any Executive member may be requested by a two-thirds majority of the Executive or signed petition by two-thirds of the **voting** Membership (in which petition shall set forth the reasons for calling such meeting and impeachment). Notice of such meeting shall be given per clause 13.4. Any Executive Member subject to impeachment proceedings under this clause or clause 12.9 shall be suspended from office until a special General Meeting is held. Such meeting is to be held within 30 days of the date of suspension of said Officer.

- 14.2 Any Executive Member may be removed from office only upon a three-quarters vote in favour of such removal by those members present at a special meeting called for this purpose.

ARTICLE 15 – AUDITING

- 15.1 The books, accounts and records of the Society shall be audited at least once a year by a duly qualified accountant **or two non-Board voting members appointed** ~~elected~~ for that purpose. The auditors shall not be members of the Board of Directors.
- 15.2 A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by such auditors at the Annual General Meeting of the Society.
- 15.3 The fiscal year-end of the Society shall be April 30th of each year.
- 15.4 The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting provided for herein or at any time upon giving reasonable notice and arrangement of a time satisfactory to the Officer having charge of the same.
- 15.5 Each Member of the Board of Directors shall at all times have access to said books and records.
- ~~15.6 All Sports Directors and all sports affiliated with the Society will keep proper books, accounts and records, with copies of those books, accounts and records to be kept and made available to the Treasurer and to the duly qualified accountant doing the audit as required under clause 15.1.~~

ARTICLE 16 – ELECTIONS

- 16.1 All nominees for elected positions must be **voting** Members of the Society in good standing.
- 16.2 The Board of Directors shall appoint a Recruiting Committee of at least two Board of Director Members whose responsibility it shall be to recruit candidates for all positions, but who shall not be responsible for nominating said candidates.
- 16.3 Nominations for the Executive positions shall be accepted from the floor at the Annual General Meeting.

- 16.4 Nominees who are absent from the Annual General Meeting at which such elections are being held may stand for election upon submission of a signed and witnessed declaration accepting the nomination to the President, prior to or at the Annual General Meeting.
- 16.5 Any Executive position vacated during the year may be filled on a temporary basis by a **voting** Member of the Society in good standing approved by a majority vote of the Board of Directors until the next General Meeting.

ARTICLE 17 – VOTING

- 17.1 Any **voting** Member in good standing shall have the right to vote at a General Meeting of the Society.
- 17.2 Voting must be made in person and not be proxy or other method.
- 17.3 Voting on election of Officers, impeachment and Special Resolutions shall be by secret ballot unless election by show of hands is approved by a majority of those **voting** Members of the Society in attendance. All other matters shall be voted on by show of hands or secret ballot at the discretion of the Board of Directors.
- 17.4 A majority of votes of **voting** Members present shall decide each issue and resolution unless the issue needs to be decided by a Special Resolution. In case of a tie vote, the resolution fails. The Chair of the Meeting will ~~not~~ **then** have a ~~second~~ casting vote.

ARTICLE 18 – REMUNERATION

- 18.1 Unless authorized at a General Meeting and after notice of same shall have been given, no **voting** Member of the Society, Director, or Executive Officer shall receive any remuneration for their services as a Member, Director or member of the Executive.
- 18.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

ARTICLE 19 – FUND RAISING

- 19.1 All proposals for fund raising must be tabled at a Board of Directors Meeting for approval prior to implementation. The Coordinator of any such fund raising committee must be a **voting** Member of the Society selected and approved by the Board of Directors.

ARTICLE 20 – BORROWING POWERS

- 20.1 For the purpose of carrying out its objectives, the Board of Directors may borrow, raise or secure the payment of monies in such manner as it thinks fit and in particular, by the issue of debentures.
- 20.2 In no case shall debentures to borrow be issued without the approval of the Board confirmed by a Special Resolution of the Society.

ARTICLE 21 – BY-LAWS

- 21.1 They By-Laws may be rescinded, altered or added to by a Special Resolution passed by a majority of not less than three-fourths of such **voting** Members ~~entitled to vote~~ as are present at a General Meeting of which twenty-one days written notice specifying the intent to propose a resolution as a Special Resolution has been duly given.

ARTICLE 22 – PROTECTION & INDEMNITY OF DIRECTORS & OFFICERS

- 22.1 Each Director or Officer shall hold office with protection from the Society. The Society shall indemnify each Director or Officer against all costs or charges that result from any act done in his or her role for the Society including all reasonable legal accounts. Notwithstanding the above, the Society will not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 22.2 No Director or Officer shall be liable for the acts of any other Director, Officer or employee. No Director or Officer shall be responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer shall be liable for any loss due to any act, oversight, or bona fide error in judgment. Notwithstanding the above, the Society will not protect a Director or Officer from an act, oversight, or error that is fraudulent, dishonest or in bad faith.
- 22.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society’s auditor. Directors or Officers will not be liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 22 – Dissolution

23.1 Should the society dissolve, after payment of all debts and liabilities, any assets remaining shall be disbursed to ~~Outlinks, Centre for Gender and Sexual Diversity of Calgary, Alberta~~ a charitable or registered society as determined by two-thirds of the voting Membership in a Special Resolution.