

# Calgary Renegades Water Polo Club

## By-Laws

### Definitions

1. In these by-laws:
  - i) "Board" means the Board of Directors of the Club;
  - ii) "Club" means the Calgary Renegades Water Polo Club;
  - iii) "Director means a director on the Board;
  - iv) "Head Coach" means a person who is employed and engaged by the Club to be responsible for the supervision of all persons who provide coaching services to the Players of the Club;
  - v) "Member means a member as described in clause 4 , who is still in good standing under clause 5;
  - vi) "Associate Member" means those who have no 'active' athlete within the current Club or are not of alumni status;
  - vii) 'Officer" means the President,, Vice-Presidents, Secretary, or Treasurer of the Club:
  - viii) "Player" means a registered water polo athlete with Calgary Renegades Water Polo team within the Club;
  - ix) "Registrar means Registrar as defined in the Alberta Business Corporation Act RSA 2000 and as amended from time to time.
  - x) "Special Resolution" means a resolution passed:
    - a) at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
    - b) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person.
    - c) a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days notice has been given, if all the Members entitled to attend and vote at the general meeting so agree, or
    - d) a resolution consented to in writing by all the Members who would have been entitled at a general meeting to vote on the resolution in person.

### Name and Affiliation

2. The name of the Club shall be the Calgary Renegades Water Polo Club.
3. The Club shall be affiliated with the Alberta Water Polo Association (AWPA), and Water Polo Canada (WPC), and shall be subject to the relevant rules and regulations adopted by those bodies.

### Membership

4. The executive is democratically elected from the general volunteer membership:
  - a. General membership is open and accessible to any individual interested in furthering the objectives of the club
  - b. If a fee has been approved by the Board for general and/or associate membership, each general member must fulfill such fee and any applicable volunteer duties to continue membership in good-standing and retain the right of a vote
  - c. Each adult (18 years) general member has one vote
  - d. No class of membership has the right to more than one vote
  - e. Each general member has the right to run for elected office

5. Any person wishing to withdraw from membership in the Club may do so upon giving a 30 day written notice to the Board through the Club's Secretary or President. If any Member (general or associate), without permission issued by the President is in arrears for fees and/ or delinquent in the performance *personal* obligations to the Club relating to the playing of water polo with the Club as assessed by the Board, they shall not be entitled to exercise any membership privileges or powers in the Club until their fees are paid in full and the personal commitments made by such Member to the Club have been fulfilled up to that date, The Board, by a vote of not less than three quarters (3/4) , may expel any Member from membership for any cause deemed reasonable by the Board.
6. The Board shall keep a register of all Members, including full names and residential addresses, class of membership, the date on which the person is admitted as a Member and, if applicable, the date on which the person ceases to be a Member.

### **Meetings of the Club**

7. Each eligible member of the Club has one vote at any general meeting of the Club
8. The Club shall hold an annual general meeting on or before November 1 of each *year* and shall give at least two weeks' notice of the time and place of the meeting by means of email notice to all Members and by posting a notice on the website normally used for Club notices.
9. Business at the annual general meeting shall include consideration of the audited financial statements of the Club, appointment of the auditor or auditors for the following year and the election of Directors, plus any other business included on the agenda by the Board or voted to be included on the agenda by the Members.
10. At the discretion of the Board, an additional general meeting may be held in any year to elect Directors and to conduct any business included on the agenda by the Board or voted to be included on the agenda by the Members. At least two weeks' notice, in the same form as for an annual general meeting, shall be given of the general meeting.
11. A special meeting may be called by the Board at its own discretion or upon receipt of a petition signed by not less than fifty percent (50%) of the Members. At least two weeks' notice, in the same form as for an annual general meeting, shall be given of the special meeting.
12. Quorum at any meeting of the Club is ten (10) Members.
13. All votes at any meeting of the Club are by show of hands, unless the Board determines that a secret ballot shall be held, or a request for secret ballot is made and supported by a vote of not less than twenty-five percent (25%) of those Members present
14. A motion shall pass on receiving a majority vote (more than 50%) of the votes cast at the meeting, unless it requires a Special Resolution. Votes cast do not include abstentions.
15. Votes may only be cast in person at a meeting of the Club. No vote may be given by proxy or otherwise.

### **Board of Directors** (*hereto known as 'The Board'*)

16. Any Member (regardless if of same family), except Members who are minors, may be a Director. However, no more than one Member from the same family may hold an Executive position (ie. President, Vice-President, Secretary, Treasurer) at the same time.
17. The Board shall consist of up to ten (10) elected or appointed Directors plus any ex-officio Directors as allowed for in these bylaws.
18. The Board *may* appoint additional Members to be a Director of the Club provided that not more than twenty five percent (25%) of its Directors shall be appointed. However, if a vacancy arises during the year due to resignation, at that time, the Board may appoint a member to be a replacement Director to fill the position until its next normally held AGM.

19. The notice of election shall include the number of Director positions open for election, and the names of nominees proposed by the Board. Nominations may also be made from the floor.  
Nominations need not be seconded. Members vote only for election of the individual to the Board and not for the Executive Officer positions.
20. The Executive positions of President, Vice President and Treasurer may not be held by the same person (ie. also known as 'officers').
  - a. With Board approval, only the Executive Secretary position may fill another position on the board.
  - b. The Executive Secretary 'position' must not have signing authority if holding two Executive positions.
  - c. AGLC policy requires that all documents, gaming documents, bank accounts, cheque distribution, etc must be signed by two executive members. These two must not be the same person holding those signing positions.
21. Directors shall be elected for a two year term and shall hold office until the election of the Directors in the second following year, unless they resign earlier or are expelled from the Board.
22. In even numbered years the President and the Secretary will be elected. In odd numbered years the Treasurer and Vice President shall be elected.
23. A Director may resign from the Board by submitting a letter of resignation with a 30 day notice period to the President. Officers of the Club may resign by submitting a letter of resignation to the rest of the Board.
24. A Director is responsible for attending all Board meetings and performing the functions assigned by the Board. If a Director fails to a significant degree to fulfill these responsibilities or engages in conduct significantly prejudicial to the interests of the Club, the remaining Directors may give the Director notice of intent to suspend or expel in accordance with clause 48.
25. The Board of Directors may, by the appointment of a Member, fill any empty position on the Board, however created, until the next election.
26. The Board shall, subject to the by-laws and to directions given it by a majority vote at any general or special meeting properly called and constituted, have full control and management of the affairs of the Club other than such responsibilities as have been delegated to the Officers of the Club through the bylaws
27. The Board of Directors is responsible for:
  - a. Establishing strategic direction
  - b. Establishing the policies and procedures, budgets and financial overview
  - c. Reviewing Operations
  - d. Hiring of and monitoring the performance of the Head Coach in accordance with established policies and procedures of the Board
28. Meetings of the Board shall be held as often as may be required, but at least once per quarter (every 3 months), and shall be called by the President
29. A special meeting of the Board may be called on the request of any two Directors upon giving the President notice of the business to be brought before the meeting.
30. Directors shall be notified at least one week in advance of each Board meeting, except in case of emergency, when as much notice as possible shall be given by telephone or other agreed upon method of communication, *or by* agreement determined at a previous meeting
31. Four Directors shall constitute a quorum at Board meetings.

32. All Directors are voting members of the Board, and each Director, including the President has one vote on matters raised for decision Board meetings. Motions are by majority vote. In the case of a tie vote, the President shall have one additional casting vote.
33. Except where specifically set out in the bylaws, the duties of the Officers and other Directors are set by the Board.
34. In addition to those committees specifically authorized by the bylaws, the Board may constitute whatever committees it determines are necessary to perform its functions and may appoint any member or non-member of the Club to such committees.

## Officers

35. The Officers of the Club shall be:

- President
- Up to two (2) Vice Presidents
- Treasurer
- Secretary

36. The Board shall elect the Officers from the Board of Directors at a special meeting of the Board or to be held immediately following the yearly AGM. The previous Officers shall continue in office until this election is concluded. Should the circumstances arise where an Officer position is contested *there will be an election held. The positions will be filled with the candidate who has garnered the highest number of votes. In the event that there are more than two candidates, after the first vote, the candidate with the lowest number of votes will be dropped, and another ballot taken, and so on until the last ballot is decided between only two candidates. Any candidate may withdraw at any time after the first ballot. In any contested election the voting shall be by secret ballot.*

## Duties of Officers

37. President

The President shall be charged with the general management and supervision of the affairs and operations of the Club, if the President should resign or be **expelled** during the term, another Officer shall continue on as President for the remaining term. The President shall, when present, preside at and chair all meetings of the Members of the Board and the Executive Committee. The President together with the Secretary and other Officers appointed by the Board for that purpose shall sign all resolutions of the Members and the Board.

38. Vice Presidents

The Vice-Presidents shall assist the President with the general management and supervision of the affairs and operations of the Club. Each Vice President shall assume and carry out such duties and responsibilities as may be determined by the President or from time to time. A Vice President shall assume the duties of the President in the absence or incapacity of the latter. In the absence or incapacity of the President the Executive Committee shall designate one of the Vice-Presidents to preside at and chair all meetings of the Members, the Board, and the Executive Committee.

39. Treasurer

The Treasurer shall receive, deposit and make disbursements of all monies of the Club, provided that all endorsements shall be subject to ratification by resolution of the Board at the meeting of the Board next following the disbursement. In the absence or incapacity of the President and the Vice Presidents, the Treasurer shall preside at and chair all meetings of the Members, the Board and the Executive Committee.

40. Secretary

The Secretary shall be ex officio clerk of the Board and the Executive Committee. The Secretary shall attend all meetings of the Board and the Executive Committee and any general or special meeting of the Club and record all facts and all minutes of all proceedings in a book kept for the purpose. The Secretary shall give notices required to be given to Members and to Directors. The Secretary shall be the custodian of the seal of the Club and of all books, papers, records, correspondence, contracts and documents belonging to the Club, which the Secretary shall deliver up only when authorized by resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board.

#### 41. Past President

The Past President shall be an ex officio non-voting member of the Board. The Past President provides advice and guidance to the Board to ensure strategies, governance, practices, and policies are consistent with previous Board decisions as they relate to the operations of the Club. Working primarily through the President the Past President they provide advice and guidance to the Board and will work on special projects as deemed important during that year (eg. implementation of LTAD, coach development and policies etc)

#### **Executive Committee**

42. The Executive Committee will be a standing committee of the Board and shall consist of the Officers.
43. The Executive Committee shall conduct the business of the Club between meetings of the Board and report all decisions made for approval at the subsequent Board Meeting.
44. Executive Committee meetings shall be called by the President or any two members of the Executive Committee, giving each member least 48 hours notice by telephone or other agreed upon means of communication, or by agreement determined at a previous meeting.
45. The President shall be chair of the Executive Committee, and in the absence of the President one of the Vice Presidents will assume the chair.
46. Questions arising at any meeting of the Executive Committee shall be decided by simple majority. The Chairman (Pres or VP) shall also have a vote. In the case of a tie vote, the Chairman shall have an additional casting vote.
47. A quorum for the transaction of business at any meeting of the Executive Committee shall consist of not less than four members of the Executive Committee present in person or via conference call

#### **Removal of Directors and Officers**

48. The Board shall have the power, by vote of not less than seventy five percent (75%) of those present (excluding the person subject to the suspension or expulsion), to expel or suspend any member of the Board from their position as a Director and/or Officer on the basis that their conduct has been determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Club. No Director or Officer shall be expelled or suspended *from* their position without being notified of the charge or complaint against them and without having first been given an opportunity to be heard by the Board at a meeting called for that purpose.

#### **Nominating Committee**

49. The Board shall constitute a Nominating Committee, to develop a slate of nominations for election to the Board and other recruitment purposes.

#### **Remuneration and Expenses**

50. There are no provisions for payments to members, directors, volunteers or officers. Including payment of income, honorariums, dividends, shares or transfer of property.
  - a. Any individual who is an employee of the Club may not have voting privileges.
  - b. There will be no remuneration, for services provided, to voting members.
  - c. Payment for 'out-of-pocket' expenses incurred by an individual for the delivery of the Club's programs is eligible for payment, if at least 75% of the Board so approves.

#### **Joint meetings**

51. For the purpose of carrying out its objectives, the Club may hold general, special, or Board meetings in conjunction with the members of the Club and/or the Alberta Water Polo Association.

### **Amending by-laws and Objectives**

52. The bylaws of the Club may be amended or rescinded only by Special Resolution of the Club, and such amendment or rescission shall not take effect until it has been registered by the Registrar.
53. The Objectives of the Club may be altered only by Special Resolution of the Club but such alteration shall not take effect until it has been registered by the Registrar.

### **Funds and Property**

54. The Club may acquire by purchase, donation, devise or otherwise at kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop it and may erect and maintain any necessary buildings. In the case of acquiring real estate, through any means, this shall be exercised only by a Special Resolution of the Members.
55. The funds and property of the Club shall be used and dealt with for its legitimate purpose only and in accordance with these bylaws.

### **Negotiable instruments and Borrowing**

56. For the purpose of carrying out its Objects, the Club may *draw*, make, and accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
57. The signing authorities for the Club bank accounts shall be the Officers of the Club. The Board, through resolution, may appoint additional signing authorities to any or all accounts which hold funds. All withdrawals will require two signatures, at least one of which is an Officer of the Club.
58. For the purpose of carrying out its Objects, the Club may borrow, or secure the payment of money in any manner it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only by a Special Resolution of the Members.

### **Fiscal Year**

59. The fiscal *year* of the Club shall be September 1.

### **Dissolution**

60. In the event that the Calgary Renegades Water Polo Club should dissolve, after payment of debts and liabilities, any gaming assets (or all assets) remaining will be donated to another charitable organisation or group as approved by the incumbent Board.

### **Books and Records**

61. The books, accounts and records Of the Club shall be audited at least once each year by a duly qualified accountant or by two Members who are not Directors and who are appointed at the annual general meeting for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) for approval at the annual general meeting.
62. The books, accounts, records and registry of Members may be inspected by any Member upon giving reasonable notice and arranging a time satisfactory to the Secretary of the Club. Directors have access to the books, accounts, records and registry at any reasonable time. However, where personal information is requested, a valid reason relating to the purposes of the Club must be given unless consent has been received by all owners of the personal information.

### **Limitation of Liability of Members**

63. No Member of the Club is, in the Member's individual capacity, liable for a debt or liability of the Club.

### **Societies Act**

64. The Societies Act R.S.A. 2000, c. 14, as amended from time to time, applies to the Club. If any of the provisions of these bylaws are in conflict with the provisions of the Societies Act, the Societies Act shall prevail.

