



## **BYLAWS**

### **CALGARY RENEGADES WATER POLO CLUB**

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## ARTICLE I: GENERAL

### Definitions

1. In these bylaws:

- (a) "*Board*" means the Board of Directors of the *Club*;
- (b) "*Club*" means the Calgary Renegades Water Polo Club;
- (c) "*Director*" means a director on the Board;
- (d) "*Good Standing*" means a member who:
  - (i) is in full compliance with the bylaws and policies set by the *Club* and associated governing bodies;
  - (ii) is up to date on registration dues and agreed contributions; and
  - (iii) has not in any way acted in a manner which is potentially damaging to the *Club*;
- (e) "*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 *Athletes* of the *Club*;
- (f) "*Member*" means a member as described in section 3, who is in *Good Standing* under section 4;
- (g) "*Officer*" means the President, Vice-Presidents, Secretary, or Treasurer of the *Club*;
- (h) "*Athletes*" means a registered water polo athlete with Calgary Renegades Water Polo Club;
- (i) "*Registrar*" means Registrar as defined in the *Alberta Business Corporation Act* RSA 2000, c. B-9, as amended from time to time; and
- (j) "*Special Resolution*" means:
  - (i) a resolution passed
    - (A) at a general meeting or special 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 or by proxy;
  - (ii) a resolution proposed and passed as a special resolution at a general meeting or special meeting of which less than 21 days' notice has

been given, if all the *Members* entitled to attend and vote at the general meeting or special meeting so agree; or

- (iii) a resolution consented to in writing by all the *Members* who would have been entitled at a general meeting or special meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

### **Name and Affiliation**

- 2. (1) The name of the *Club* is the Calgary Renegades Water Polo Club.
- (2) The *Club* is affiliated with the Alberta Water Polo Association (AWPA), and Water Polo Canada (WPC), and is subject to the relevant rules and regulations adopted by those bodies.
- (3) The *Club* will not have a corporate seal.

## **ARTICLE II: MEMBERSHIP**

### **Member Classification**

- 3. (1) *Members* shall be classified as follows:
  - (a) “*Athlete Member*” means an *Athlete* or parent/guardian of a minor *Athlete*;
  - (b) “*Alumni Member*” means a former *Athlete Member* of the Calgary Renegades Water Polo Club who remains in *Good Standing* with the *Club*;
  - (c) “*Community Member*” means any person of the community who has an interest in furthering the objectives of the *Club* and has applied for approval of membership through the *Board*.
  - (d) “*Associate Member*” means those who have no ‘active’ *Athlete* within the current *Club* or are not of alumni status;
  - (e) “*Board Member*” means any person currently appointed or elected to the *Board*.
- (2) For greater certainty, employees of the *Club* shall be *Members* only when they hold membership as either an *Athlete Member* or an *Alumni Member*.

### **Member Obligations**

- 4. All *Members* of the *Club* must:
  - (a) pay any applicable registration fees designated to their membership classification that have been approved by the *Board*;

- (b) achieve and maintain *Good Standing* status; and
- (c) fulfil any other obligations to the *Club* as determined by the *Board*.

### **Withdrawal of Membership**

- 5.
  - (1) 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.
  - (2) If any *Member*, without permission issued by the President, is in arrears for fees and/or delinquent in the performance of obligations to the *Club* 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.
  - (3) The *Board*, by a vote of not less than 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 the following information:
  - (a) full names and residential addresses;
  - (b) class of membership;
  - (c) the date on which the person is admitted as a *Member*; and
  - (d) if applicable, the date on which the person ceases to be a *Member*.
- 7. *Members* who cease to be in *Good Standing* may have privileges suspended 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 THE CLUB**

- 8.
  - (1) Each eligible *Member* of the *Club* has one vote at any meeting of the *Club*.
  - (2) For greater certainty, no *Member* or employee of the *Club* can vote at meetings of the *Board*.
  - (3) The *Club* shall hold an annual general meeting on or before November 1 of each year.
  - (4) The *Board* must give notice of a meeting of the *Club* at least 21 days prior to the meeting, and by giving 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.
  - (5) Business at the annual general meeting must include:
    - (a) consideration of the audited financial statements of the *Club*;

- (b) the election of *Directors*, if such elections have not been conducted in Q2 pursuant to section 9(8); and
  - (c) plus any other business included on the agenda by the *Board* or voted to be included on the agenda by the *Members*.
- (6) The *Board* may hold an additional general meeting in any year for the following reasons:
  - (a) to elect *Directors*;
  - (b) to consider any business included on the agenda by the *Board*; or
  - (c) to consider any business included on the agenda by the *Members*
- (7) The *Board* must give notice of an additional general meeting in accordance with subsection (4).
- (8) The *Board* will call a special meeting as follows:
  - (a) on the *Board's* initiative; or
  - (b) upon receiving a petition signed by not less than 50% of *Members*.
- (9) The *Board* must give notice of a special meeting in accordance with subsection (4).
- (10) Quorum is established as 10 *Members*.
- (11) All votes at any meeting of the *Club* are by show of hands, unless:
  - (a) the *Board* determines that a secret ballot must be held; or
  - (b) a request for a secret ballot is made and supported by a vote of not less than 25% of those *Members* present.
- (12) A motion will pass on receiving more than 50% of the votes cast at the meeting, unless the motion requires a *Special Resolution*.
- (13) Votes cast do not include abstentions.
- (14) Votes may only be cast in person at a meeting of the *Club*. No vote may be given by proxy or otherwise.
- (15) Should local health authorities establish quarantine, *Board* meetings will be held virtually.
- (16) The following procedures apply to virtual meetings:
  - (a) Votes are documented in the chat function.
  - (b) Video cameras must stay activated during the meeting.
  - (c) If there is a request for a secret ballot, votes will be sent via email to 2 *Board Members*.

## ARTICLE IV: GOVERNANCE

### Board of Directors

#### Composition

9. (1) Any *Member*, 18 years of age or older, may be a *Director*.
- (2) No more than one *Member* from the same family may hold a position on the *Board*.
- (3) The *Board* is composed of a maximum of 10 elected or appointed *Directors* and any ex-officio *Directors* as provided for in these bylaws.
- (4) *Officers* are appointed by the *Board*.
- (5) No person may hold more than one *Officer* position.
- (6) Notwithstanding subsection (5), the Secretary may hold another position on the *Board*, with *Board* consent, as determined by a majority vote.
- (7) Should the Secretary hold two positions on the *Board*, they will not have signing authority.
- (8) Elections to the *Board* will be scheduled in Q2 every calendar year.
- (9) Notice of an election must be provided 21 days prior to the election in accordance with section 8(4) and include the following:
  - (a) the number of *Director* positions open for election; and
  - (b) the names of nominees proposed by the *Board*.
- (10) Nominations for a *Director* position may be made from the floor at the election.
- (11) Nominations for a *Director* position do not need to be seconded.
- (12) Alberta Gaming, Liquor and Cannabis policy requires that all documents, gaming documents, bank accounts, cheque distribution, etc. must be signed by two separate *Officers*.

#### Term

10. (1) *Directors* shall be elected for a 2 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*.
- (2) The *Board* must stagger the appointment of *Officers* as follows:
  - (a) The President and Secretary will be elected in even numbered years.

- (b) The Treasurer and Vice-President will be elected in odd numbered years.
- (3) When an appointment is made to fill an *Officer* vacancy, that person must serve the balance of the term.
- (4) A *Director* or an *Officer* may resign from the *Board* by:
  - (a) submitting a written letter of resignation or providing verbal resignation at a *Board* meeting that is recorded in the minutes; and
  - (b) providing 30 days notice to the President.
- (5) *Directors* are responsible for attending all *Board* meetings and performing the functions assigned by the *Board*.
- (6) Should a *Director* fail to fulfil these responsibilities adequately, or engages in conduct that is significantly prejudicial to the interest of the *Club*, the *Board* may give the *Director* notice of intent to suspend or expel in accordance with section 22.
- (7) The *Board* may, by the appointment of a *Member*, fill any vacancy on the *Board* until the next election.

#### Powers of the *Board*

- 11. (1) The *Board* shall, subject to these bylaws and to directions given by a majority vote at any general or special meeting, have full control and management of the affairs of the *Club* other than such responsibilities that are delegated to *Officers* through these bylaws.
- (2) The *Board* 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*.

#### Establishment of Nominating Committee

- 12. The *Board* shall establish a Nominating Committee to develop a list of nominations for election to the *Board* and other recruitment purposes.

#### Meetings of the *Board*

- 13. (1) Meetings of the *Board* must be held once every 3 months.
- (2) The *Board* may hold additional meetings at the call of the President.



- (3) A special meeting of the *Board* may be called on the request of any two *Directors* upon giving the President notice and an agenda of the business to be brought before the meeting.
- (4) *Directors* shall be notified at least 1 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.
- (5) Quorum of a *Board* meeting is established as 4 *Directors*.
- (6) Only *Directors* are voting members of the *Board*.
- (7) *Directors* have one vote on any matter raised for decision at a *Board* meeting.
- (8) Motions are passed by a vote of the majority.
- (9) When there is a tie vote, the President shall cast one additional vote.
- (10) Except where specifically set out in the bylaws, the duties of the *Officers* and *Directors* are set by the *Board*.
- (11) In addition to those committees specifically authorised by the bylaws, the *Board* may establish whatever committees it deems necessary to perform the *Board's* functions and may appoint any *Member* or non-*Member* of the *Club* to such committees.

## **Officers**

### **Composition**

- 14. The *Officers* of the *Club* are:
  - (a) President;
  - (b) Up to 2 Vice Presidents;
  - (c) Treasurer; and
  - (d) Secretary.
- 15.
  - (1) The *Board* shall appoint *Officers* from the *Board of Directors* at a special meeting of the *Board*, to be held immediately following the annual general meeting.
  - (2) The *Board* must appoint *Officers* by a vote of the majority.
  - (3) When an *Officer* position is contested by more than 2 people, the *Board* will conduct an election as follows:
    - (a) The *Board* will hold a vote, after which the candidate with the lowest number of votes will be dropped from the ballot.

- (b) The *Board* will proceed to hold votes in accordance with subsection (a) until only 2 candidates remain.
- (c) The *Board* will hold a final vote to decide between the final 2 candidates.
- (4) Contested votes must be done by secret ballot.
- (5) Candidates may withdraw at any time after the first vote.

#### Duties of Officers

##### ***President***

- 16. (1) The President is charged with the general management and supervision of the affairs and operations of the *Club*.
- (2) Notwithstanding section 9(8), if the President should resign or be expelled during the term, the *Board* must appoint another *Officer* as President for the remainder of the term.
- (3) The President will, when present, preside at and chair all meetings of *Members*, the *Board* and the Executive Committee.
- (4) The President, together with the Secretary and any other *Officers* appointed by the *Board* for that purpose, will sign all resolutions of the *Members* and the *Board*.

##### ***Vice President***

- 17. (1) Vice Presidents will assist the President with the general management and supervision of the affairs and operations of the *Club*.
- (2) Each Vice President will assume and carry out such duties and responsibilities as may be determined by the President from time to time.
- (3) A Vice President will assume the duties of the President in the absence or incapacity of the latter.
- (4) In the absence or incapacity of the President the Executive Committee will designate a Vice President to preside at and chair meetings of the *Members*, the *Board*, and the Executive Committee.

##### ***Treasurer***

- 18. (1) The Treasurer will 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.
- (2) The Treasurer is responsible for review, analysis, and presentation of annual financial statements, the annual budget, and other duties as determined by the Treasurer in consultation with the Executive Committee.

- (3) The Treasurer may delegate the authority to receive, deposit and make disbursements of all monies of the *Club* to the independent bookkeeper contracted pursuant to section 28 below.
- (4) In the absence or incapacity of the President and the Vice Presidents, the Treasurer will preside at and chair all meetings of the *Members*, the *Board* and the Executive Committee.

### **Secretary**

- 19. (1) The Secretary is *ex officio* clerk of the *Board* and the Executive Committee.
- (2) The Secretary will attend all meetings of the *Board* and Executive Committee and any general or special meeting of the *Club* and record all facts and minutes of all proceedings in a book or secure digital source (e.g. a secured Google Drive) kept for that purpose.
- (3) The Secretary will give notices required to be given to *Members* and *Directors*.
- (4) The Secretary is responsible for recording the minutes of *Club* meetings.
- (5) The Secretary will save papers, records, correspondence, contracts and documents belonging to the *Club* to the secure digital drive and store such papers, records, correspondence, contracts and documents on the appropriate shared, *Board*, executive or *Club* designated drive by the appropriate *Board* member.
- (6) The Secretary will deliver papers, records, correspondence, contracts and documents belonging to the *Club* only when authorised by resolution of the *Board* to do so and to such person or persons as may be named in the resolution.
- (7) The Secretary will perform such other duties as may from time to time be determined by the *Board*.

### **Past President**

- 20. (1) The Past President is an *ex officio*, non-voting member of the *Board*.
- (2) The Past President will provide 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*.
- (3) Working primarily through the President, the Past President will provide advice and guidance to the *Board* and will work on special projects as deemed important during that year.

### Executive Committee

- 21. (1) The Executive Committee will be a standing committee of the *Board* is composed of the *Officers* of the *Club*.

- (2) The Executive Committee will conduct the business of the *Club* between meetings of the *Board* and report all decisions made for approval at the subsequent *Board* meeting.
- (3) Executive Committee meetings will be called by the President or any two members of the Executive Committee, giving each member at least 48 hours' notice by telephone or other agreed upon means of communication, or by agreement determined at a previous meeting.
- (4) The President is the Chair of the Executive Committee, and in the absence of the President, one of the Vice Presidents must assume the Chair.
- (5) Questions arising at any meeting of the Executive Committee must be decided by majority. The Chair (President or Vice President) shall also have a vote. In the case of a tie vote, the Chair shall have an additional casting vote.
- (6) Quorum at a meeting of the Executive Committee shall be 4 members. Executive Committee Members may be present either in person or via video conference call.

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

- 22. (1) The *Board* may, by vote of not less than 75% of those present, expel or suspend any *Director* or *Officer*.
- (2) The *Board* may only expel or suspend a *Director* or *Officer* where the *Board* has deemed the *Director* or *Officer's* conduct to be improper, unbecoming, or likely to endanger the interests or reputation of the *Club*.
- (3) Before suspension or expulsion, the *Board* must give a *Director* or *Officer* :
  - (a) notice of intention to expel or suspend;
  - (b) details of the charge or complaint against them; and
  - (b) an opportunity to make representations to the *Board* at a meeting called for that purpose.

#### **Remuneration and Expenses**

- 23. (1) There are no provisions for payments to *Members*, *Directors*, volunteers or *Officers*, including payment of income, honorariums, dividends, shares or transfer of property.
- (2) There will be no remuneration for services provided to voting *Members*.
- (3) Payment for 'out-of-pocket' expenses incurred by an individual for the delivery of the *Club's* programs is eligible for payment, if consented to by at least 75% of the *Board*.

## **ARTICLE V: FINANCIAL MANAGEMENT**

### **Funds and Property**

24. The funds and property of the *Club* shall be used and dealt with for its legitimate objectives only and in accordance with these bylaws.

### **Negotiable instruments and Borrowing**

25. (1) For the purpose of carrying out its objectives, the *Club* may draw, make, and accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- (2) For the purpose of carrying out its objectives, 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*.
- (3) The signing authorities for the *Club* bank accounts are the *Officers* of the *Club*.
- (4) The *Board*, by resolution, may appoint additional signing authorities to any or all accounts which hold funds.
- (5) All withdrawals require two signatures, at least one of which is an *Officer* of the *Club*.

### **Fiscal Year**

26. The fiscal year of the *Club* shall be September 1 to August 31.

### **Dissolution**

27. 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**

28. (1) The *Club* will contract an independent bookkeeper for the storage of physical financial records, and contracts.
- (2) *Members* cannot be contracted as bookkeeper for the *Club*.
- (3) 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 voluntarily participate to complete the audit.

- (4) A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) for approval by the *Board* to be presented at the annual general meeting.
- (5) 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*.
- (6) *Directors* may have access to the books, accounts, records and registry at any reasonable time.
- (7) 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**

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

## **ARTICLE VI: AMENDING BYLAWS AND OBJECTS**

- 30. (1) 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* of Corporations.
- (2) 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* of Corporations.
- (3) 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.

## **ARTICLE VII: ADOPTION OF BYLAWS**

- 31. (1) These bylaws are adopted by the *Board of Directors* of the *Club* at a meeting of the *Board* duly called and held on May 2, 2024.
- (2) These bylaws are ratified by a three-fourths (75%) affirmative vote of the *Members* of the *Club* present and entitled to vote at a meeting of *Members* duly called and held on June 4, 2024.
- (3) In ratifying these bylaws, the *Members* of the *Club* repeal all prior bylaws of the *Club* provided that such repeal does not impart the validity of an action done pursuant to the repealed bylaws.