

# Calgary Interclub Squash Association Bylaws

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# Calgary Interclub Squash Association Bylaws

## **1. NAME OF THE SOCIETY: Calgary Interclub Squash Association**

The Society is an established not for profit Society and governed by the Societies Act for the Province of Alberta. These Bylaws, and any special rules the Society may adopt, shall be governed by the current edition of Robert's Rules of Order, to the extent they are applicable to the Society.

## **2. HEAD OFFICE**

The head office of the Society shall be located in or near the City of Calgary, Alberta in a location prescribed by the Officers. The Officers may establish any other offices or agencies as deemed necessary or expedient.

## **3. DEFINITIONS**

### **3.1. Calgary Region**

The Calgary Region shall consist of the City of Calgary and its immediate environs, or such other geographical boundaries as may be set by the Board, in conjunction with Squash Alberta;

### **3.2. Club**

Any organization that operates a squash facility or that provides squash programming in the Calgary Region may become a Club;

### **3.3. Calgary Interclub Squash Team**

A Calgary Interclub Squash Team is a group of individual squash players assembled by a Club to participate in the squash leagues managed by the Society.

## **4. MEMBERSHIP**

### **4.1. Member definition**

Annually, any individual residing in the Calgary Region, of the full age of 18 years as at June 30th, being an Member of Squash Alberta in good standing and being a Member of a Calgary Interclub Squash Team is considered a Member of the Society. In addition, any person acting as an Officer or Club Representative of the Society is considered a Member of the Society. Any person under the age of 18 years within the Calgary Region may participate in the squash leagues managed by the Society, with the endorsement of their host Club, as a non-voting Member. In the event a member is expelled from Squash Alberta or the society, that individual shall cease to be a member.

### **4.2. Rights and responsibilities of a Member**

Except as otherwise specified in these Bylaws, the rights, obligations, and privileges of each Member in good standing are as follows:

- The right to move, second, and/or speak to motions at any Annual General Meeting;
- The right to attend and upon recognition by the Chairperson, to speak to any motion, issue, or matter under consideration at a Board meeting;
- The privilege of holding a position on the Board;
- The privilege of participating in any Society sponsored function or activity;

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- The right to request the Board to consider any motion, issue or matter at a Board Meeting, provided that the Board shall in its discretion determine the procedure to be followed upon receiving such request;
- The obligation to adhere to the Bylaws, as defined herein;

## **4.3. Resignation of Members**

Should a member chose to do so, they can resign as a member of the Society at any time by informing the Society by email.

## **5. BOARD OF REPRESENTATIVES**

### **5.1. Board of Representatives 'Responsibilities**

The Board of Representatives (Board) is responsible for the day-to-day operations of the Society in furtherance of these Bylaws and the objectives of the Society. The Board shall consist of the following:

- Club Representatives;
- Director, a voting position, to be determined by the Board;
- a non-voting representative of Squash Alberta;
- the non-voting Ex officio position; and,
- such other non-voting positions as determined by the Board, by majority vote, from time to time;

### **5.2. Club Representative**

The Club Representatives are appointed by the Club he/she represents. A Club Representative must be a current or former Member. A Club may appoint / designate more than one Club Representative at any given time. The primary role of the Club Representative is to represent the interests of the Members from their Club. For voting purposes at Board meetings, there can only be one vote per Club. Further, any one individual can represent only one Club at any given meeting;

### **5.3. Officers and Their Duties**

The Officers shall consist of a President, Vice-President, Secretary, Treasurer, Ex officio position and Director position(s), if any. No one individual may hold more than one Officer position at any one given time.

Officers must be current or former Members. Each position will be voted upon at the AGM, on a simple majority basis, by position; with the exception of the Ex officio and Director(s) position(s). The following is a brief description of each role:

- President: The President shall be an ex-officio Member of all sub-committees. When present, the president shall preside at meetings of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson shall be elected at that specific meeting to preside.
- Vice-President: In the event the President is unavailable, the Vice-President will assume the responsibilities of the President.

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- **Secretary:** It shall be the duty of the Secretary to attend all Society meetings, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either individual to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such individual as may be appointed by the Officers. The Secretary shall request from Squash Alberta a list of all Squash Alberta Members that reside within the Calgary Region, from time to time. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the Officers. The Secretary shall also keep a record of all the Members of the Society and their contact information; to send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.
- **Treasurer:** The Treasurer shall be responsible for all financial submissions for the Society, in a timely manner and in accordance with the Societies Act of Alberta, as required. In the event the Treasurer is unavailable, any other Officer may submit such financial statements on behalf of the Society. Further, the Treasurer shall be responsible to:
  - receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Officers may designate;
  - properly account for the funds of the Society and keep such books as may be directed by majority of the Officers;
  - present a detailed account of receipts and disbursements to the Board, when requested;
  - prepare for the AGM an overview of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.
- **Ex officio position:** This is a non-voting Officer position to recognize previous contributions to the Society. This is an advisory role to provide direction to the current Officers, and the Board at large, based on past experience and to provide essential transitional information. This position is limited to one individual who immediately / previously held an Officer's position, and offered in this order; President, Vice President, Secretary and then Treasurer. There can only be one Ex officio position at any given time. In the event any of the eligible individuals are unwilling or unavailable, the Board may approach previous Ex officio Members to fill this role.

## **5.4. Squash Alberta Representative**

A non-voting position on the Board shall be reserved for a Member of the Squash Alberta board of directors.

## **5.5. Director**

The Board reserves the option, from time to time, to nominate an individual to be a voting Officer, and hold the title of Director. A nominee must provide a scope of responsibilities and benefits to the Society, to the Board for consideration. In the event the Board, by majority vote, endorses such nominee, then that individual and position shall be voted upon at the AGM, on an annual basis.

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## **6. EXPULSION of a Director, Officer, Club Representative or Member**

Any director, officer, Club Representative or Member, upon a majority vote at a Board meeting, may be removed from office for any cause which the society may deem reasonable. The determination of good cause for removal shall be determined in accordance with the Bylaws contained herein and Roberts Rules of Order. In the event a decision involves removing a Member of the Board, and the Member so removed is a Club Representative with rights to vote on behalf of a Club, that Club shall be petitioned to appoint a replacement Club Representative in a timely manner.

## **7. JOINT SQUASH ALBERTA AND Calgary Interclub Squash Association COMMITTEE NOMINATION**

The Board may from time to time appoint or nominate individual(s) to sit on joint committees of Squash Alberta and the Society.

## **8. LIMITED LIABILITY OF THE BOARD**

Any Member of the Board, past or present, shall not be personally liable for the acts, receipts, neglects or defaults of any other Members, past or present, for any loss, damage or expense sustained by the Society, through the insufficiency or deficiency of any security in or upon which monies of the Society shall be placed.

## **9. AUDITING**

The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant, or by two Members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books, accounts and records for the previous fiscal year shall be submitted by such auditor to the AGM. The annual books, accounts and records must be audited and approved by 2 Officers (not including the Treasurer) or 2 qualified Members; qualification to be determined at the discretion of the Board.

### **9.1. Fiscal Year End**

The fiscal year end of the Society in each year shall be June 30.

### **9.2. Member Access to Books, Accounts and Records**

The books, accounts and records may be inspected by any active Member at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer or Secretary having charge of same. Each Member of the Board shall at all times have access to such books, accounts and records.

## **10. MEETINGS**

Meetings include but are not limited to regular meetings of the Board, the Annual General Meeting (AGM), and any Special meetings

### **10.1. Notice of Annual General and Special Meetings**

Notice to the Membership will mean notice to the contact information provided to the Society. Notice will be given by mail, electronic or other communication facility, as the case may be ("Notice"). Date of Notice will be the date on which Notice is given by personal delivery, one day after the date on which the Notice is delivered by telephone, electronic or other communication facility, or 5 days after the date that Notice may be mailed. In the event of accidental omission to give Notice to any given Member, or the non-receipt of any Notice by any

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such person where the Society has provided Notice in accordance with these Bylaws, or any error in any Notice not affecting its substance will not invalidate any action taken at any Meeting to which the Notice pertained.

### **10.2. Board Meeting Quorum**

In order to ratify Society business, Board meetings require a minimum quorum of 75% of eligible Board Members to be physically present, including the Officers. The Board will endeavour to meet on a monthly basis. The Chairperson (typically the President) will make the determination of a quorum.

### **10.3. Annual General Meeting**

An Annual General Meeting shall be held each year within 90 days of the fiscal year end, at a time and place determined by the Board. The Secretary will give the Membership a minimum of 21 days' notice of the time and place of the AGM.

### **10.4. Annual General Meeting Agenda**

At the AGM, the Agenda shall consist of, at a minimum:

- Confirmation and approval of the minutes from the previous AGM;
- Confirmation and approval of financial statements;
- Confirmation of Clubs within the Society, and by result, number of voting Members of the Board;
- Election of the Officers positions for two (2) year terms, and voted on, as follows:
  - President in odd years;
  - Vice-President in even years;
  - Treasurer in odd years;
  - Secretary in even years;
- Nomination of non-voting individuals to represent the Calgary Region on the Board from Squash Alberta, subject to the Bylaws of Squash Alberta;
- Nomination of an individual(s) as a voting Member(s) of the Officers, designated as a Director (if any), on an annual basis;
- Any other matters specified in the AGM notice.

### **10.5. Special Meeting**

A Special Meeting may be requested from a Club Representative individually, or at the behest of a Member, from time to time, for consideration by the Board at the next scheduled Board meeting. The Secretary will give the Membership a minimum of 21 days' notice of the time and place of the Special Meeting.

### **10.6. Annual General Meeting or Special Meeting Quorum**

In the specific case of the AGM or a Special Meeting, a quorum shall consist of a minimum of 7 Members.

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### **11. VOTING RIGHTS AND PROCEDURES**

Each Member in good standing has the right to vote in person at any Annual General Meeting or Special Meeting of the Society.

Each Club Representative and the Director, if the Director position is filled at the time, has the right to vote in person at any Board meeting. In the event a Club Representative (or suitable replacement from the same Club) is unavailable, that particular Club is designated to abstain to vote for that particular Board meeting. In the event there are multiple representatives appointed / designated by any one Club, for voting purposes, there can only be one Club Representative vote on any specific motion (one vote per Club).

In the event of a tie on any given vote at any Annual General, Special or Board meetings, all Officers in attendance will be awarded an additional vote. In the event the vote is still tied, the President will be awarded a further additional vote.

Voting will be in person and normally by the show of hands. When deemed appropriate, and agreed to by the Board, voting can be done in person by secret ballot.

### **12. FEES, DUES AND ASSESSMENTS**

Fees, dues and assessments to be paid as incident of Membership shall be determined by majority vote by the Board. Fees paid are non-refundable except under extraordinary circumstances. In the event of non-payment by either a Member or Club, the Board may take disciplinary action, up to and including expulsion from the Society, at the sole discretion of the Board.

### **13. REMUNERATION**

Unless authorized at any meeting and after notice for same shall have been given, no officer, Board Member, director, or Member of the society shall receive any remuneration for his/her services.

### **14. BORROWING POWERS**

For the purpose of carrying out its objectives, the Society may solicit donations to support the activities in such manner as it thinks fit ("Sponsorship"). However, the Society is not authorized to borrow funds or incur debt unless authorized through a "Special Resolution" passed by Society, in accordance with the Societies Act of Alberta.

### **15. CODE OF CONDUCT**

The Society supports and adopts the Squash Alberta Code of Conduct as it may be amended from time to time.

### **16. RULES AND REGULATIONS**

The Bylaws may be augmented by the establishment of Rules and Regulations for the Society. Such Rules and Regulations shall be available to all members at all times. Such Rules and Regulations are subject to change at the reasonable discretion of the Board, from time to time.

### **17. DISCIPLINARY MATTERS**

#### **17.1. Referring Complaints to Rules Committee**

In the event the Board receives a complaint regarding breach of the Code of Conduct or breach of the Rules and Regulations, the Board shall refer the complaint to a committee of the Board

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(the "Rules Committee") for determination and resolution in accordance with the Rules and Regulations and, where necessary, Roberts Rules of Order.

## **17.2. Disciplinary Sanctions and Penalties**

The Board may, upon receiving the recommendation of the Rules Committee, impose sanctions in accordance with the Rules. Sanctions may include:

- suspension or removal of Member privileges;
- notification of the breach to Squash Alberta; or
- such lesser penalties as the Board may deem appropriate.

## **18. BYLAWS**

The Bylaws may only be rescinded, altered or added to by "Special Resolution" as defined in the Societies Act of Alberta. The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.