

The Calgary Spartans Track Club

Incorporated Under the Societies Act of the Province of Alberta

October 7, 1977

Certificate of Incorporation Number 10479

Amended Bylaws as at November 18th, 2017

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Section A - Objectives

We, the Calgary Spartans Track Club, hereby declare that we formed a society under the Societies Act R.S.A. 1970 and that:

1. The name of the Society is the Calgary Spartans Track Club.
2. The objective of the society is:
 - a. To provide for the training and competition in track and field of the Members and afford opportunity for healthy, friendly and social activities.
 - b. To acquire indoor and outdoor facilities for training and competition purposes.
 - c. To encourage and promote track and field training and competitions.
 - d. To put on clinics for the purpose of developing track and field within the community.
 - e. To provide equipment for carrying on the various objects
 - f. Generally to encourage and foster and develop among its Members and coaches a recognition of the importance of developing skills and appreciation of the sport of track and field.
 - g. To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of the society.

Section B - Bylaws as adopted by the board of directors and approved at the annual meeting, November 18, 2017

Article 1 - Name

1.1 The society shall be called the Calgary Spartans Track Club and shall hereinafter be referred to as "the Society".

Article 2 Definitions

2.1 "The Board" - Throughout these Bylaws wherever the term appears, it shall be understood that such reference shall mean the Board of Directors of the Society.

2.2 "General Body" - Throughout these Bylaws wherever the term "general body" appears, it shall be understood that such reference shall mean all Members of the Board of Directors and all Members of the society in good standing.

2.3 "Member" - Throughout these by-laws wherever the term "Member" appears it shall be understood that such reference shall mean:

- a. An Active Member in good standing - no monetary arrears

- b. Honourary Member- individual selected by the Board and awarded an Honourary Membership.

2.4 "Director" - Throughout these by-laws wherever the term "director" appears, it shall be understood that such reference shall mean any Trustee, Officer, Member of the Board of Directors or a person occupying a position regardless of the title of the position.

Article 3 - Membership

3.1 The Society shall have two classes of Membership which shall be as defined in the Society Bylaws and Membership may be obtained by application as set forth in the Bylaws.

3.2 Classes of Membership

- a. Membership in the Society shall be of two classes as defined under "Member".

b. Active Members in good standing shall be voting Members. Honorary Members shall be non-voting Members.

3.3 Active Members

Any person who resides in Alberta, or who normally resides in Alberta (including but not limited to out of province students) may become an Active Member of the Society upon approval of the coaching staff and the Board and upon payment of annual dues. Active Members in good standing shall enjoy all the rights and privileges of full Membership in the Society. These include, but are not restricted to, training under the direction of the Society's designated coaches, use of training facilities, and use of Society funds for travel, accommodation and other expenses while attending competitions, away from the City of Calgary, which are recommended by the coaching staff.

3.4 Honorary Members

The Board may at any time elect and admit to Membership as an Honorary Member any person who has contributed outstanding service to the Society or the sport of track and field. Such selection shall be by unanimous consent of the Board. Honorary Members shall not be required to pay dues.

3.5 Admission to Membership

Every candidate for admission as an Active Member shall submit a formal application utilizing a process authorized by the Board. The Board shall be the final authority in judging the eligibility of the applicant for Membership. If the Board, after due consideration shall judge the applicant's qualifications meet the requirements of these Bylaws, it shall admit the applicant to Membership in the Society. If the applicant shall not be admitted to the Membership as aforesaid, he/she shall be notified in writing of the rejection of his/her application without stipulating any reason for such rejection.

3.6 Dues

An applicant for Active Membership in the Society on being notified of his/her admission shall pay dues applicable to Membership for the current year, and on making such payment shall be entitled to all privileges for that class of Membership as outlined in the Bylaws.

3.7 Duties of Members

All Members must fulfill the obligations to the Society in accordance with the Society's Bylaws and must abide by the rules, policies and regulations of the Society as may be approved from time to time by the Board.

Article 4 - Board of Directors

4.1 A Director of the Society does not have to be a Member of the Society.

4.2 The Board of Directors of the Society shall minimally consist of a President, Vice President, Secretary, Treasurer, Registrar, and one Director-at-Large. Up to two Athlete Representatives are optional. All Members of the Board shall have reached the age of twenty-one (21) years by the time of the Society's annual meeting, excepting the Athlete Representative who shall have reached the age of 18. The Board of Directors shall have a maximum of 8 members, not including Athlete Representatives.

4.3 Duties of the Board of Directors

The Board of Directors shall have full control and management of the affairs of the Society including, but not restricted to, the hiring of coaching staff, eligibility for Membership, disciplinary actions, financial matters and setting of policies, rules and regulations.

4.4 Duties of the Directors

a. President

i. The President shall preside over all regular and special meetings of the Society. In the absence of the President the Vice-President shall preside at such meetings. The President has the power to call special meetings when necessary, preserve all order and lay out all business before Members. The President shall appoint such committees as are required for the purposes of the Society within the limitations prescribed by the By-laws and shall delegate Members to represent the Society as required from time to time. The President shall be an ex-officio Member of all committees.

ii. The President must sign all authorized documents of the Society. The President shall be a signing officer of all bank accounts.

b. Vice-President

The Vice-President shall assist the President in his/her duties and shall assume the office of President in case of a vacancy from any cause in that office and shall assume to duties of President for such period or periods as that director for any reason may be unable to perform his/her official duties. The Vice- President shall be a signing authority of all bank accounts.

c. Secretary

It shall be the duty of the Secretary to attend all meetings of the Society and of the Board and to keep accurate minutes of same. In the case of the absence of the Secretary , the duties shall be discharged by such Director as may be

appointed by the Board. The Secretary shall have the charge of the delegated correspondence of the Society and shall be under the direction of the President and the Board. The Secretary shall send notices of the Society's meetings as required and directed by the Board. The Secretary shall be a signing authority of all bank accounts.

d. Registrar

The Registrar shall keep a record of all Members of the society and their addresses. The Registrar shall be a signing authority of all bank accounts.

e. Treasurer

The Treasurer shall ensure monies of the Society are deposited in an insured bank or approved financial institution as the Board has designated. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. The Treasurer shall present a fully detailed account of the receipts and disbursements to the Board whenever requested and shall prepare for the Annual General Meeting a statement duly reviewed as hereafter set forth, of the financial position of the society. The Treasurer shall be a signing authority of all bank accounts.

f. Directors-at-Large

The Director(s) shall assist in the affairs of the Society and fulfill all duties as may be delegated to them from time to time by the President or the Board.

g. Athlete Representatives

Athlete Representatives will be nominated by their respective coaches based on age (18 years minimum), maturity, dedication, desire, and leadership skills. The Athlete Representatives shall attend Board meetings to represent their assigned group of athletes within the Society and shall fulfill all duties assigned to them by the Board.

4.5 Removal of Directors

- a. In addition to the replacement of directors by election as provided for elsewhere in the Bylaws, any Director shall be removed automatically if he/she is expelled, suspended or withdraws pursuant to Article 6 of the Bylaws.
- b. No Board Member can be removed without prior notice and will be allowed to defend himself/herself at a Special Meeting if requested.
- c. A Board Member who is justifiably removed shall not be permitted to run for any office in the Society until one calendar year has elapsed from the time of the removal from office.

4.6 Terms of Office

- a. The offices of President and Vice-President shall be open for a one (1) year term.
- b. The offices of Secretary, Treasurer, Registrar and Director-at-Large shall be open for a two (2) year term.
- c. The office of Athlete Representative shall be open for a one (1) year term.

4.7 Election of Directors

- a. All Directors of the Society shall be elected by the voting Members at the Annual General Meeting in the following manner:
 - i. On or before the first day of September in each year, the President then in office shall appoint a Nominating Committee of up to three persons. One, a Board Member shall act as the Chairperson of the Nominating Committee.
 - ii. The Nominating Committee shall nominate one or more candidates for each vacancy on the Board for the ensuing year. Additional nominations for each office with the exception of the Athlete Representative may be accepted at the Annual General Meeting.
 - iii. Election for each vacancy on the Board may be by show of hands or by ballot. No ballot shall be furnished to any voting Member who is not in good standing.
 - iv. The majority of all votes cast shall be necessary for election. In the case of a tie, the incumbent Board shall cast one additional deciding vote.
 - v. If a casual vacancy, whether temporary or permanent, shall occur in any office on the Board, other than that of President, such vacancy shall be filled by majority vote of the Board, either for the unexpired term or such shorter period as the Board in its sole discretion may decide. In the case of a tie, the President shall cast the deciding vote. If a casual vacancy shall occur in the office of President, the same shall be filled by the Vice-President and there shall be deemed to be a casual vacancy in the office of Vice-President.

Article 5 Ethics

5.1 Each Society Member or director shall be guided by the highest standards of ethics, personal honour, integrity and professional conduct. The Society endorses fair-play in sport and is against the use of performance-enhancing drugs. In this regard athletes and coaches will be guided by the Athletics Canada banned substances list.

5.2 A Member or director found guilty of a breach of ethics may be reprimanded, allowed to resign, suspended or expelled from the Society by the Board. Before such a decision is made, the Member or director shall be notified by the Board, and within two weeks shall have the right to appear before the Board.

5.3 Any Member or director who has been notified of and expulsion or suspension shall have the right to appeal same before the Board.

5.4 At the Appeal, the Member or someone designated by him/her may present an argument on his/her behalf. No Member may be disciplined under this Article without this right of appearance before the Board. .

5.5 The decision of the Board will be final.

Article 6 Expulsion, Suspension and Withdrawal

6.1 A Member of the Society may be expelled by a majority vote of the Board if found guilty of inappropriate behavior that is likely to bring discredit to the Society.

6.2 Any person expelled from the Society under Article 5 of the Bylaws shall be forthwith notified in writing to that effect by the Secretary.

6.3 Any Member who has been suspended or expelled under Article 5 shall not be eligible for reimbursement of his/her membership fee.

6.4 Any person suspended from any class of Membership in the Society may be reinstated with the unanimous approval of the Board upon payment of all dues or fees owing or satisfying all outstanding obligations to the Society which were in default at the time of his/her suspension. Such reinstatement shall always be subject to such additional terms as may be stipulated by the Board.

6.5 Any Member may withdraw from Membership in the Society by delivering to a Director of the Society a notice of his/her intention to do so and such withdrawal shall be effective immediately upon said Director's receipt of notice.

6.6 If withdrawing under Article 6.5, fees expended on behalf of the athlete (facility fees) are not refundable. Club fees may be prorated if the athlete has attended <50% of the applicable season (e.g. winter/summer).

Article 7 Meetings and Voting

7.1 The Annual General Meeting shall be held in the fall of each year. The meeting shall be held at a date, place and time designated by the President. One month's notice shall be given to all Members of the Society by e-mail or telephone.

7.2 One-third of the total Membership in good standing shall constitute a quorum at the Annual General Meeting. If the quorum is not met, the meeting shall be postponed to another date, if requisitioned by the Members. If requisitioned by the Board the meeting will be postponed thirty (30) minutes then proceed to the business at hand.

7.3 At this meeting there shall be elected a President, a Vice-President, a Secretary, a Treasurer, a Registrar, and the Directors-at-Large. A list of candidates will be provided at the meeting and nominations for additional candidates for each Board position with the exception of the Athletes Representative will be accepted from the floor by any Member in good standing who has reached the age of 18. Members under the age of 18 will be represented by their parent/legal guardian who may make nominations from the floor on their behalf.

7.4 The order of business to be conducted at an Annual General Meeting shall be as follows:

- a. Call to order and Introduction of the Board
- b. Quorum Count
- c. Approval of the Agenda
- d. Approval of the Minutes of the last Annual General Meeting
- e. Business arising from the minutes
- f. President's Report
- g. Reports from the Board
- h. Amendments to the Society's Bylaws
- i. New business
- j. Election of the Board
- k. Adjournment

7.5 Special meetings can be called at any time with the specific matters of the Society. There shall be no other business conducted except the concern the special meeting has been called for. Twenty-five percent (25%) of all Members in good standing will constitute a quorum. All Members will be contacted three (3) days prior to any special meeting by e-mail and/or telephone.

7.6 A Board Meeting shall be held at least six (6) times a year.

7.7 Only Members present will carry a vote at a meeting. Every Member who has reached the age of 18 will have one vote. Members under the age of 18 cannot vote and will be represented by their parent/legal guardian who can vote on their behalf. Votes will not be accepted by proxy.

7.8 The President is not allowed a vote at any meeting unless to break a tie vote.

7.9 At the end of their year in office, the President and Treasurer shall submit their reports to the Annual General Meeting, and those Members present shall vote to accept or reject each report by a show of hands. A simple majority shall suffice to accept each report, and acceptance of both reports by the meeting shall constitute approval by the Society of all acts of the Board described in the reports.

7.10 Directors of the Society shall be elected in accordance with Article 4 hereof.

7.11 Special Resolutions to amend the Bylaws may be proposed by (a) the Board or (b) a petition signed by one-third of the Members in good standing and addressed to the Board. Members under the age of 18 cannot sign a petition and will be represented by their parent/legal guardian who can sign a petition on their behalf. Special Resolutions must be passed by a majority of such Members entitled to vote as are present at a general meeting of which special notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

7.12 With the exception of the votes described above, votes taken at any meeting of the Society shall not be binding upon the Board, the Society or the Membership.

7.13 All discussions held at a Board Meeting are privy to the Board only unless otherwise stipulated by the President. Disciplinary action can be taken against a Board Member not complying.

7.14 All meetings are private functions. and only Board Members in good standing of the Society shall be present unless invited by the Board. Coaches, Members of the Society and invited guests may attend at the invitation of the Board.

Article 8 Committees

8.1 Special Committees

The Board may institute such special committees as are deemed necessary to assist in managing the affairs of the Society, and may thereafter disband such committees at its discretion.

Note – all items kept but moved to Article 4

Article 9 - Dues and Expenses

9.1 Dues

The annual dues of both Active and Associate (Training) Members shall be set annually in September by the Board.

9.2 Payment of Dues

All annual dues and facility fees are payable as per the schedule approved by the Board and posted on the Calgary Spartans website.

9.3 Suspension for Non-payment of Dues

Any Member who is reported by the Treasurer to the Board as being in arrears in payment for his/her dues for the current year shall be liable for suspension from the Society at the discretion of the Board.

9.4 Deposit of Monies

All current monies belonging to the Society shall be deposited in its name in an insured bank or approved financial institution.

9.5 Borrowing Power and Remuneration

The Board shall be authorized to borrow or raise or secure the payment of money in such a manner as it thinks fit for the purposes of the Society. No Director or Member of the Society shall receive any remuneration for his/her services unless specifically provided for in the By-laws.

Article 10 - Inspection of Financial Records

10.1 Audit

A financial review of the ledger accounts, bank accounts, and reports of the Secretary/Treasurer shall be performed annually and a report on the results of the financial review will be available at the Annual General Meeting of the Society.

10.2 Inspection by Members

The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting or at any other time upon giving not less than two weeks written notice to the Board.

Article 11 - Liabilities of Directors

11.1 Each person serving on the Board shall be deemed to have assumed office on the express understanding, agreement and condition that every Director of his/her Society and their heirs, executor(s), administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and

expenses whatsoever, which such Director sustains or incurs in or about any action, tort, or proceedings which is brought or commenced or proposed against him/her or any other Director or Directors in or about the execution of his/her duties, or his /her or their office, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

We don't have a seal

Article 12 - Amendments and By-laws

12.1 The By-laws may be rescinded, altered or added to by a "Special Resolution" passed by a majority of the Membership as are present at a General or Annual Meeting.

Article 13 - Role of the Coaches

13.1 To abide by the Constitution, Bylaws and Rules and Regulations of the Society.

13.2 To abide by the decisions and rulings of the Board.

13.3 To help, encourage and assist in the continual improvements of standards of their athletes.

13.4 To comply with all conditions, terms and stipulations of their contracts.

13.5 To ensure that a yearly contract is fully understood and agreed to from October to September of any given year.

13.6 To chaperone their athletes at all Track Meets.

Article 14 – Dissolution Clause

Should the Calgary Spartans Track Club be required to or voluntarily choose to dissolve, the following procedure shall be adhered to:

14.1 The Board of Directors will call a special general meeting according to the regulations and procedures in the bylaws.

14.2 At the special general meeting a motion to dissolve the organization must be passed according to the regulations of the bylaws. This will include the required notice for the meeting, the quorum and how many votes are required to pass the motion.

14.3 If the vote passes, documentation and minutes to this effect must be completed after which the organization shall no longer carry out any business except to the extent necessary for the liquidation of the entity.

14.4 Liquidation will include:

- Sale of any assets
- Payment of all debts
- Distribution of remaining monies
- Closure of bank accounts
- Filing of applicable documentation/forms with the Province of Alberta
- Resignation of all Board members

Any remaining monies after payment of outstanding debts shall be distributed to an eligible non-profit society or societies as determined by the Board which has similar goals and objectives as the Calgary Spartans Track Club.

Article 15 - Roberts Rule of Order

15.1 All meetings shall follow "Robert's Rules of Order" unless otherwise stipulated in these Bylaws.