

# **Excel Athletika Track and Field Club – Bylaws**

## **Article One – General**

- Section 1.1      NAME - The name of the organization shall be EXCEL ATHLETIKA (herein after called the “Club”).
- Section 1.2      LOCATION - The Club shall be located in the City of Regina, in the Province of Saskatchewan.
- Section 1.3      OBJECTIVES
1. To provide member athletes of all ages and skill levels with an opportunity to learn, develop and enhance their skills in the sport of Track and Field (Athletics).
  2. To ensure that all members are affiliated with the provincial sport governing body (Saskatchewan Athletics) and adhere to the rules, regulations and standards covering all members as stipulated by Saskatchewan Athletics, the National Sports Governing Body (Athletics Canada) and the International Amateur Athletic Federation (IAAF).
  3. To utilize the Athletics Canada Long Term Athlete Development (LTAD) framework.
  4. To provide opportunities for member athletes to compete at the highest level of sanctioned competition appropriate to their ability and aspirations.
  5. To provide and support qualified and certified coaches for all levels of athletes in all the disciplines of track and field.
  6. To promote and contribute to the betterment of the sport within and outside the City of Regina.
  7. To promote participation and competition in a spirit of good sportsmanship, honesty, fair play and positive attitude.

## **Article Two - Membership**

- Section 2.1      Types of membership in the Club shall be as follows:
- Administrators, athletes and coaches who have registered with the Club and paid the pertinent Club registration fees and other relevant deposits or bonds.
  - Members of the Board of Directors and standing committees.

- Volunteers or other persons from outside the club structure who assist the Club from time to time in its operation and activities and are accepted by the Board of Directors.
- Honorary life membership may be conferred upon an individual at an Annual General Meeting.

Section 2.2 Members of the Club are expected to conduct themselves in a manner that will not be detrimental to the well-being of the Club and are expected to comply with the Club's Code of Conduct. It shall be the objective of the members who are participating athletes to dedicate themselves to develop their capabilities by endeavoring to follow the training plans set out by their coaches. They shall always conduct themselves in a manner that will bring the highest credit to the Club, showing respect for their competitors and officials during competitions.

### Article Three - Board of Directors and Officers

Section 3.1 OFFICERS AND DIRECTORS - The Officers (Executive) of the Club shall consist of the Chairperson, Vice Chairperson, Past Chairperson, Secretary and Treasurer and shall be considered members of the Board of Directors (or commonly referred to as the "Board"). Board Members at Large will be assigned other duties to fulfill the objectives of the Club. The Board of Directors as a whole shall consist of no less than six (6) members and no more than ten (10), with one of those positions reserved for an Athlete Representative who is of the age 16 years or older.

Section 3.2 DUTIES OF OFFICERS - described as follows:

- (a) Chairperson - Serve as official representative and spokesperson for the Club. Provide leadership for the governance process and lead the process of decision making. Chair all Board General Meetings and the Annual General Meeting. Fulfill all other duties normal to the position as determined by the Board of Directors.
- (b) Vice Chairperson - Act as, and for, the Chairperson in the Chairperson's absence. Fulfill all other duties normal to the position as determined by the Board of Directors.
- (c) Past Chairperson - Act as an Advisor to the Board. Fulfill all other duties normal to the position as determined by the Board of Directors.
- (d) Treasurer - Responsible for overseeing the management and reporting of the Club's finances. Ensure the Club is complying with all tax laws and regulations and established financial policies and procedures. Assists in the preparation of the budget and monitors the budget. Must leave clear trails for audits and schedule a

yearly audit for the Club. Oversees all financial transactions and guards the organization from theft and fraud. Fulfill all other duties normal to the position as determined by the Board of Directors.

- (e) Secretary - Authorized by the Board to record the actions and decisions of all Board meetings. Give, or cause to be given, as and when instructed, all notices to Directors, Officers and members of committees of the Board. Fulfill all other duties normal to the position as determined by the Board of Directors.

Section 3.3 The Board of Directors shall be elected at the Club's Annual General Meeting. An outgoing Chairperson will become a Director ex-officio (the new Past Chairperson). All Directors shall be members of the Club at the time of election.

Section 3.4 All Directors of the Club shall be elected to a two year term with the ability to be re-elected for a second consecutive two year term. A subsequent consecutive two year term should be subject to approval of the remainder of the Board and should only be approved after efforts have been taken to fill the position with another member of the Club. Following three (3) consecutive two year terms, a Director must step down for at least one (1) year before being eligible for re-election

Section 3.5 Notwithstanding the annual process of electing a new Board of Directors, a Board of Director position will be automatically vacated:

- if a Director submits his or her notice of resignation to the Secretary or Chairperson of the Club;
- if a Director is found to be of unsound mind;
- if, at a regular or special meeting of the members of the Club, a resolution is passed by (3/4) of the members present at the meeting that he/she be removed from office;
- if the Director has been convicted of a criminal offence and, in the opinion of the majority of the remaining Board of Directors, it is determined that a continued presence on the Board is detrimental to the good public standing and operation of the Club;
- if a Director is deceased or medically incapacitated such that he or she can no longer carry out the duties of a Director; or
- if a Director is requested to resign pursuant to Section 4.9 of these Bylaws.

Section 3.6 Provided that any Director vacancy occurs pursuant to Section 3.5, the existing Directors may fill that vacancy by appointment to complete the term of the Director who has vacated.

Section 3.7 No Officer or Director shall directly or indirectly profit from their position as a Director, except for the reimbursement of reasonable expenses incurred in carrying out their

duties as a Director. **In special circumstances, when a Director is simultaneously or temporarily performing the duties of a Club Coach or Club Manager, where compensation is involved, he or she must obtain prior approval from the remaining Board of Directors. As well, in such situations, the Director involved will be excused from discussions and votes on items that pertain to his/her Coach or Manager position.**

## Article Four - Board of Directors Responsibilities

- Section 4.1      POWERS OF DIRECTORS – Exercise all such powers of the Club except those restricted by these Bylaws.
- Section 4.2      Govern and manage the affairs of the Club, with the authority to make policies, rules and regulations as deemed necessary for the operation and welfare of the Club.
- Section 4.3      Set the direction for the Club through the development of a long-range plan which includes the vision, mission, goals and objectives of the Club.
- Section 4.4      Convene meetings (as per Section 6.1) to guide day to day operations, plan meets, receive reports, evaluate, formulate and establish policies and procedures, discuss club initiatives, review yearly budgets, authorize expenditures, and discuss or ratify any other matters that may be required to meet the needs, goals or objectives of the Club.
- Section 4.5      Prepare and submit an annual budget for approval by the membership (normally at the Annual General meeting).
- Section 4.6      Maintain essential operations and continuity for the Club through both the development of structures and recruitment of people to key paid and volunteer positions.
- Section 4.7      Support the development of committees by providing direction (terms of reference), resources if required and appropriate reporting procedures.
- Section 4.8      Promote a positive public image for the Club and act in an ethical and professional manner.
- Section 4.9      Individual members are required to attend Board meetings on a regular basis. If a Board member misses 3 or more meetings during a 12 month period, the remaining Board members may require that member to resign their position.
- Section 4.10     The Board of Directors (the “Board”) is responsible to the membership.

## Article Five - Government and Administration

- Section 5.1 The fiscal or financial year of the Club shall be from September 1<sup>st</sup> of one year to August 31<sup>st</sup> of the following year.
- Section 5.2 All contracts and documents requiring execution by the Club as determined by the Board shall be signed by the Chairperson and one other Officer of the Club.
- Section 5.3 All bills, notes, cheques or other papers or documents, which pertain to the finances of the Club shall be signed by any two (2) of the Officers designated as having signing authority by the Board.
- Section 5.4 The Club shall maintain adequate accounting records, minutes of meetings, resolutions and motions, lists of Board members and officers and any other documents and records deemed necessary.

## Article Six - Meetings of Members

- Section 6.1 The Club shall hold a minimum of five general meetings of the Board per year, excluding the Annual General Meeting. **A simple majority of the elected Board members must be present at a general meeting to constitute a quorum for voting purposes.** A Special Meeting of the club may be called by the Board of Directors at any time.
- Section 6.2 While it is preferable to hold Board Meetings face to face to make decisions, address motions and encourage discussion and exploration of items brought forward; at the Chairperson's discretion, the Board may conduct urgent and critical business in between Board Meetings, via e-mail, conference call or other electronic means.
- Section 6.3 All business meetings of the Club shall be conducted according to the standard rules of parliamentary procedure (Robert's Rules of Order).
- Section 6.4 All motions shall require a simple majority of the voting membership present at the meeting to be passed or defeated. In the event of a tie, the Chairperson of that meeting shall have the right to cast his/her vote. All registered members of the club are accorded one (1) vote if they are present at the meeting.
- Section 6.5 Voting at any meeting of members may be by show of hands or by secret ballot.
- Section 6.6 The Annual General Meeting (AGM) of Excel Athletika shall be held no later than 120 days after the end of the Club's fiscal year.
- Section 6.7 Notice of the AGM shall be sent to the membership of the Club no later than 21 days prior to the date of the meeting.

Section 6.8 The order of business at the AGM shall be as follows unless it is varied by unanimous consent by those members present and entitled to vote at the meeting:

- Confirmation of voting rights and procedures
- Adoption of Agenda
- Adoption of minutes of the previous year's AGM
- Business arising out of the minutes
- Reports of Executive Officers and committees
- New Business
- Election of Board of Directors
- Resolutions
- Appointment of Auditor
- Adjournment

### Article Seven - Amendments to Bylaws

Section 7.1 The Club's bylaws may be rescinded, altered or added to by resolution of the Board of Directors, with notice of such resolution to be given at least 21 days prior to the Annual General Meeting or a special General Meeting of which at least 21 days prior notice is provided. The members of the club shall have the right to confirm, reject or amend same at the next Annual General Meeting or special General Meeting of the members.

Section 7.2 Motions effecting a change in the Bylaws require a 2/3 majority of votes cast.

Section 7.3 Copies of the Bylaws shall be available to members upon request.

Bylaw Approval or Revision Date: April 14, 2015 (approved by Board)