

Edmonton Track and Field Council By-laws

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By-Laws



1. Definitions

- A. "ETFC" shall be defined as an abbreviation for the Edmonton Track and Field Council.
- B. "the Council" shall be defined as the Edmonton Track and Field Council.
- C. "The Greater Edmonton Area" shall be defined to include Edmonton City Limits and a 100 km radius from the centre of Edmonton.
- D. "Books and Records" shall refer to financial documentation and membership listings only.
- E. "Special Resolution" means
 - 1. 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 or by proxy.

1.1 Miscellaneous

- A. The books and records of the Council can be made available to any member upon request to the President, Vice President or Treasurer. The documents will be presented within a reasonable time period.
- B. The books and records of the society will always be made available at the Annual General Meeting.

1.2 Sub Committees

- A. Sub Committees will only be formed by resolution passed during a board or general meeting. No sub group of members can sanction their own sub committee.
- B. All sub committees will have at least one representative from The Board.

2. Membership

2.1 Membership Categories

- A. Membership in the Council is open to any organization interested in promoting the goals and objectives of the ETFC. The Board of Directors and voting members reserves the right to review any application for membership before approval by a 2/3 majority vote. The membership categories are as follows:
1. Voting
 - a) Club
 - (1) Any club in the greater Edmonton area that is registered and in good standing membership with Athletics Alberta is eligible for Voting membership.
 - (2) Any club deemed inactive by Athletics Alberta will not be considered a voting member of the Track Council.
 - b) Educational Institutions
 - (1) Any Educational Institution within the greater Edmonton area. Inclusive but not limited to public, catholic, christian, primary, secondary, and post-secondary institutions. These institutions must be registered and in good standing with Athletics Alberta.
 - c) Organization
 - (1) Any organization within the greater Edmonton area.
 - d) Board of Directors
 - (1) Any member of the Board of Directors is considered a voting member of the Council.

2.2 Membership Year

- A. The membership year shall be September 1 to August 31 of the following calendar year.
- B. All memberships accepted after September 1 will expire on August 31 of the following calendar year.

2.3 Membership in Good Standing

- A. Any member shall be considered in "good standing" if their membership application is approved or renewed and they are not under suspension or expulsion.
- B. Members in good standing shall always behave in accordance with "The Edmonton Track and Field Council Code of Conduct".

2.4 Suspension or Expulsion of Membership

- A. Any member of the Council may be suspended or expelled by a two-thirds majority vote of the Board of Directors if they are determined to be guilty of behavior that could damage or discredit the Council and its objectives.
- B. Violations of Bylaw, Policies, Rules or Regulations, while representing the ETFC, shall be investigated by the Board of Directors of the ETFC. The investigation must:
 - 1. Give seven (7) days' notice by email of the allegation and the date of the hearing.
 - 2. Summon the member to attend, or respond to allegations in writing.
 - 3. Inform the member of his/her rights to be accompanied by an advisor.
 - 4. Inform the member of the action taken as a result of the hearing within three (3) business days of the hearing by email.
- C. Appeals can be submitted after the hearing's results are declared and must be:
 - 1. Submitted, in writing, to the Board of Directors within 14 days of the declaration of the hearing result.
 - 2. Reviewed within 14 days of receipt of appeal by the Board of Directors.
 - 3. If another hearing is required it will follow the same rules outlined above.
 - 4. Results of the appeal must be returned within 7 days of review or additional hearing by email.

2.5 Withdrawal of Membership

- A. Any member may withdraw their membership at any time by so declaring in writing to the Board of Directors.

2.6 Arbitration

- A. If arbitration is required to resolve a dispute between members of the Council then the decision can be made by arbitration which follows under the Arbitration Act.
- B. Any decisions made under arbitration shall be binding.

3. Board of Directors

3.1 Structure

A. "The Board of Directors" shall be defined to include the following roles:

1. President
2. Immediate Past President
3. Vice President
4. Treasurer
5. Secretary

3.2 Management

A. The Board of Directors shall, subject to the bylaws, have full control and management of the business and affairs of the Council.

3.3 Terms of Office

A. The term of every Board member shall be two years from the most recent AGM with no limit on the number of successive terms. The re-election years for each position shall be:

1. Years ending in an odd number
 - a) President
 - b) Treasurer
2. Years ending in an even number
 - a) Vice President
 - b) Secretary

3.4 Remuneration

A. Directors shall not receive any remuneration for their services but may receive such expenses as approved by the Membership or yearly budget.

3.5 Duties of the Board of Directors

- A. President
1. Shall be the chief executive officer of the Council and shall preside over all General and Board Meetings of the Council.
 2. Shall be responsible for calling all meetings of the Council and preparing the meeting agendas in conjunction with the Vice President.
 3. Shall ensure all orders and resolutions of the Board and General Meetings are carried out.
 4. Shall represent, or cause to be represented, the Council at all functions requiring representation.

5. Shall chair the Board of Directors meetings of the Council and be an ex-officio member of all Council committees.
 6. Shall take custody of the Council Seal (if one is required) and be the only member allowed to use it.
 7. Shall otherwise assist as requested by the Board of Directors.
- B. Vice President
1. Shall perform the duties of the President in his/her absence.
 2. Shall oversee and track all conflicts or suggestions.
 3. Shall prepare and have custody of the meeting minutes.
 4. Shall otherwise assist as requested by the Board of Directors.
- C. Immediate Past President
1. Shall provide direction and advice on policies, bylaws, and the constitution of the Council.
 2. Shall provide clarification on the role, responsibilities, and functions of the Board of Directors.
 3. Shall provide historical knowledge and experience of past Board of Directors decisions and actions.
 4. Shall otherwise assist as requested by the Board of Directors.
- D. Treasurer
1. Shall ensure that all financial documents are kept true and in good order.
 2. Shall handle the receipt and deposit of money to Council accounts.
 3. Shall ensure that all payments of expenses are made on behalf of the Council.
 4. Shall have all financial statements audited for submission to registry every year.
 5. Shall otherwise assist as requested by the Board of Directors.
- E. Secretary
1. Shall conduct communication between the board, management, and members (if any), by giving proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes.
 2. Shall be knowledgeable of the organization's records and related materials and should be able to provide advice and resources to the board on relevant topics at issue.
 3. Shall recording minutes of meetings.
 4. Shall submit yearly registry filings including any changes in the members of the Board of Directors or bylaws.

3.6 Election or Appointment to the Board of Directors

- A. Only members in good standing shall be considered eligible for election or appointment.

3.7 Suspension or Expulsion of Board Director

- A. Any member of the Board of Directors may be suspended or expelled by a two-thirds majority vote of the remaining Board of Directors if they are determined to be guilty of behavior that could damage or discredit the Council and its objectives.

- B. Violations of Bylaw, Policies, Rules or Regulations, while representing the ETFC, shall be investigated by the remaining Board of Directors of the ETFC. The investigation must:
 - 1. Give seven (7) days' notice by email of the allegation and the date of the hearing.
 - 2. Summon the Board Director to attend, or respond to allegations in writing.
 - 3. Inform the Board Director of his/her rights to be accompanied by an advisor.
 - 4. Inform the Board Director of the action taken as a result of the hearing within three (3) business days of the hearing.
- C. Appeals can be submitted after the hearing declares its result and must be:
 - 1. Submitted, in writing, to the Board of Directors within 14 days of the declaration of the hearing result.
 - 2. Reviewed within 14 days of receipt of appeal by the Board of Directors.
 - 3. If another hearing is required it will follow the same rules outlined above.
 - 4. Results of the appeal must be returned within seven (7) days of review or additional hearing.
- D. Any expelled Board of Director member can be replaced at a Special General or Annual General Meeting at the discretion of the remaining Board of Directors.

3.8 Vote of Non-Confidence

- A. If the membership feels that the current Board of Directors no longer represents the best interests of the Edmonton Track and Field Council then a vote of non-confidence may be declared to remove the Board of Directors of all of its serving members.
- B. The motion must be submitted to the Board of Directors in writing, signed by at least the number of votes required for a quorum.
- C. Once received the Board of Directors is obligated to hold a Special General Meeting no later than 40 days after the motion is submitted.
- D. A secret ballot vote must be passed by 75% of all members votes present including proxies. The Board of Directors is excluded from voting on the motion.
- E. Vote counting must be completed and checked by two individuals; one volunteer from the Board of Directors and one volunteer from the membership.
- F. Should the motion pass an immediate vote to fill the following positions must occur:
 - 1. President
 - 2. Vice President
 - 3. Treasurer
 - 4. Secretary
- G. All other positions can be filled at either the next Annual General Meeting or a Special General Meeting.

4. Meetings

4.1 Meeting Rules

- A. All meetings shall be governed and run according to “Robert’s Rules of Order - Revised” provided they do not conflict directly with Council bylaws.

4.2 Annual General Meeting

- A. The Annual General meeting must be held within the first 90 days of the new membership year (October 1).
- B. Notice of the meeting date must be supplied to the membership by email at least 30 days in advance of the meeting date.
- C. Annual General Meetings are open to the public. All members and non-members may speak after being recognized by the chair.
- D. The order of business for an Annual General Meeting shall be the following:
 - 1. Call to order and roll call of voting delegates
 - 2. Review and Approve - Minutes from the previous Annual General Meeting
 - 3. President’s address
 - 4. Review and Approve - Financial Report and Financial Statement
 - 5. Bylaw Amendments
 - 6. General Business
 - 7. Elections
 - 8. Adjournment
- E. Retiring officers shall remain in office until the adjournment of the meeting at which their successors are elected.

4.3 General Meetings and Special General Meetings

- A. General and Special General meetings may be called by the Board of Directors.
- B. Notice of a general or Special General meeting shall be given to all members by email at least twenty-one (21) days prior to the date of the meeting.
- C. Special general meetings must be called by the Board of Directors upon receipt of a written petition, to either the Vice President or Treasurer, from at least fifteen (15) member votes of the Council, outlining the reason for the meeting.
- D. The Special General meeting, as petitioned, must be called within 40 days of receipt of the petition.

4.4 Quorum

- A. A quorum, necessary for the transaction of business at any general meeting, shall be 12 votes. Proxy votes shall not be considered for quorum.
- B. Quorum must be evaluated 30 minutes after the start of a meeting.
- C. If no quorum is established at a meeting, a new meeting shall be called within 30 days and the delegates at that meeting, regardless of number, will be considered quorum.

4.5 Membership Voting Distribution

- A. Club Members
 - 1. Each club shall receive three (3) votes to cast during any meeting.
 - 2. Each club shall delegate a single voting representative or proxy at each meeting.
- B. Educational Institute
 - 1. Each Educational Institute shall receive three (3) votes to cast during any meeting.
 - 2. Each Educational Institute shall delegate a single voting representative or proxy at each meeting.
- C. Organization
 - 1. Each Organization shall receive three (3) votes to cast during any meeting.
 - 2. Each Organization shall delegate a single voting representative or proxy at each meeting.
- D. Board of Directors
 - 1. Each Board Director shall receive one (1) vote.
 - 2. Board Directors are not allowed proxy votes.
 - 3. Board Directors cannot act as proxy votes for any other party.
- E. President
 - 1. The President shall not have a vote except when a tie occurs. In the case of a tie, the President shall declare his vote.
 - 2. Should the President abstain the motion does not pass.
- F. Past President
 - 1. The Past President shall receive no votes.
 - 2. The Past President cannot hold proxy for any members.

4.6 Voting Rules

- A. All motions will be carried by simple majority unless otherwise stated by these bylaws.

- B. Voting at general meetings will be done by a show of hands. Secret ballot shall be used if not less than three (3) members (not votes or proxies) request it regarding a particular motion.
- C. No single person shall hold proxy for more than one other party.

4.7 Meeting Minutes

- A. Meeting minutes must be taken at every general, Special General, and Annual General meeting.
- B. The minutes shall be recorded by the Secretary or anyone else designated by the President for that purpose.
- C. The President must receive a copy of the minutes after they have been written and formatted. The President must review and approve minutes as recorded before distribution to the membership.
- D. The President must present minutes from the previous meeting for review and approval by the membership at the next meeting.
- E. Minutes must be made publicly available no later than 21 days after the meeting concludes.

5. Financial

5.1 Fiscal Year

- A. The fiscal year of the Council shall be the calendar Year commencing October 1 to September 30.

5.2 Accounts

- A. The Board of Directors shall cause true accounts to be kept of all funds received and disbursed by the Council.
- B. Cheques will require two signatures from the following three positions:
 - 1. President
 - 2. Vice President
 - 3. Treasurer
- C. The books/records of the Council shall be made available for inspection given written notice to the Board of Directors.
 - 1. Records must be made available within a reasonable time period.

5.3 Disposal of Funds

- A. All monies received by or on behalf of The Council shall be deposited in the account of The Council which shall be kept and transacted in the name of The Edmonton Track and Field Council at a Chartered Bank, Trust Company, Credit Union, or Toronto Dominion Branch as determined by the Executive.

5.4 Audit of Accounts

- A. The accounts must be audited at least once per year for submission to Registry.
 - 1. The yearly audit must be completed and presented at the Annual General Meeting.
 - 2. The audit as defined by the Societies Act shall be accepted.
- B. Additional audits can be requested by a majority vote of the membership.
- C. The person performing the audit shall be a member of the Council who is not a member of the Board of Directors.

5.5 Borrowing Powers

- A. For the purpose of carrying out its objectives the Board of Directors may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures. These actions must be approved by a Special Resolution before it can be carried out, unless already approved as part of the yearly budget.

6. By-Law Alterations

6.1 Changes to Existing By-Laws

- A. All changes (making, altering, or rescinding) must be presented during either the Annual General or a Special General Meeting and passed as a Special Resolution.
- B. All approved changes must be submitted to the corporate registry immediately following the conclusion of the meeting.

7. Dissolution of The Edmonton Track and Field Council

- A. Should the Council and its' members decide that the organizations should dissolve the following actions should be taken:
 - 1. The Council will not pay a dividend or distribute its property among its members.
 - 2. Upon dissolution of The Edmonton Track and Field Council, after paying debts and liabilities, any general funds or assets remaining are donated to a registered and incorporated organization. Athletics Alberta shall select this organization.
 - 3. Upon dissolution of The Edmonton Track and Field Council, after paying debts and liabilities, any gaming assets remaining will be donated to another charitable organization. Athletics Alberta shall select this organization.