

**BY-LAWS**

**OF**

**GRANDE PRAIRIE DISC GOLF**

**CLUB (2021)**

*(Operating as GPDGC)*

*March 2021*

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# **SECTION I GENERAL**

## **Article 1.01 Association Name**

The name of the association shall be GRANDE PRAIRIE DISC GOLF CLUB. The Grande Prairie Disc Golf Club may carry out its activities under the trade name of "Grande Prairie Disc Golf" or "GPDGC". For the purposes of these by-laws, the organization shall be referred to as "GPDGC".

## **Article 1.02 Offices**

The GPDGC Board of Directors shall have the ability to determine the location(s), within the Grande Prairie region, of the offices of GPDGC.

## **Article 1.03 Purposes and Goals**

The purpose of the Grande Prairie Disc Golf Club is promotion and enhancement of the sport of Disc Golf. This is accomplished by:

- A. Working with local governments to expand disc golf opportunities.
- B. Establishing, maintaining, and improving courses in Grande Prairie and surrounding area.
- C. Providing and supporting opportunities for organized play at various levels.
- D. Helping educate new people about the benefits of disc golf.
- E. Outreach to encourage proper rules and etiquette among casual golfers.

The Goals of the Grande Prairie Disc Golf Club:

- F. Promote the sport of disc golf - it's understanding and participation by the public.
- G. Promote safe play and proper adherence to the rules.
- H. Promote play by underrepresented groups: women, youth, different cultural groups, seniors.
- I. Support different levels of play - introductory, casual, organized, and competition.
- J. Support multi-use parks where disc golf is a common, accessible activity.
- K. Support sustainable, eco-friendly, disc golf course design and maintenance emphasizing native ecotypes.
- L. Support transparent, mutually supportive, cooperative relationships with public land agencies

# **SECTION II MEMBERSHIP**

## **Article 2.01 Membership Categories**

GPDGC will offer the following Membership Categories

- A. Individual Membership
- B. Junior Membership

The GPDGC may also offer an Associate Organization membership.

The GPDGC Board of Directors shall have the ability to determine the fees, sub-categories, responsibilities, and all other relevant details of the membership categories.

All memberships are valid from the calendar year for which they were applied for and purchased through the end of the calendar year unless otherwise determined by the Board of Directors or the AGM.

## **Article 2.02 Membership Eligibility**

In order to become a GPDGC member, the individual must:

- A. Provide all required information, as determined by the Board of Directors, to GPDGC;
- B. Pay designated annual membership fees; and
- C. Agree to abide by the rights and responsibilities of membership.

## **Article 2.03 Membership Responsibilities**

Each GPDGC member, shall conduct itself in a manner consistent with the by-laws and policies of GPDGC and the decisions of the GPDGC Annual General and Special Meetings, the Board of Directors, and the Management Board.

The Board of Directors and the Management Board may, at any time, overrule any decision of a member that is inconsistent with the by-laws or policies of GPDGC, a decision made at an AGM or by the Board of Directors or the Management Board.

## **Article 2.04 Membership Resignation or Expulsion**

Any member of GPDGC may withdraw before the end of the Season as a member by providing the Board of Directors with written notice of such withdrawal.

Membership may be suspended or terminated by a two thirds majority of the Board of Directors present at a meeting of the Board. Membership may be suspended or terminated for:

- A. Willful destruction of course or park property, plant life, or wildlife;
- B. Failure to respect other competitors or members of the public while at a GPDGC course, facility, or event;
- C. Wilful disregard for the rules of play at a sanctioned competitive event;
- D. Any other behavior which in the opinion of the board brings disrepute to the GPDGC

Prior to suspension or termination being considered, the member under review shall be provided with notice of the alleged violation and shall be given an opportunity to offer written comment on or rebuttal to the alleged violation and to appear in person before the meeting to present his, her or its case.

A suspended or terminated member loses all rights of membership. There will be no reimbursement of club dues.

A suspended or terminated member may be reinstated by a majority vote of the Board of Directors or the membership.

## **Article 2.05 Membership Rights**

Any individual member, over the age of 18 years and with the power under law to contract, of GPDGC has the right to:

- A. Run for and be elected to the GPDGC Board of Directors; and
- B. Vote in person at all GPDGC Annual General and Special Meetings. Voting by proxy is not permitted.

Any junior member, over the age of 14, of the GPDGC has the right to:

- A. Vote in person at all GPDGC Annual General and Special Meetings. Voting by proxy is not permitted.

No individual member shall be entitled to attend or vote at any GPDGC General or Special Meeting unless they are in good standing with GPDGC.

For the purpose of this clause, the term "good standing" shall mean

- A. The member is not in violation of the by-laws or policies of the GPDGC or a decision of a GPDGC General or Special Meeting, the Board of Directors, or the Management Board; and
- B. All fees and other amounts due to GPDGC from such member are paid in full.

Any individual member of GPDGC has the right to attend any meeting of the Board of Directors. With prior notice and consent, they may address the Board for up to five minutes on any issue. However, they will not be permitted to vote and will not be entitled to speak throughout the rest of the meeting.

# **SECTION III MEETINGS**

## **Article 3.01 General Meetings**

GPDGC will hold a general meeting at least once per year. This meeting is referred to as the GPDGC Annual General Meeting, or AGM. The President will call the AGM, and notice of meeting for the AGM shall be given not less than 21 days prior to the date of the meeting to every member of GPDGC by declaration on social media and the website.

The AGM shall be held at least once every calendar year for the purposes of:

- A. Reviewing the activities GPDGC conducted during the preceding year and the financial statements for the most recently completed fiscal period of GPDGC;
- B. Electing the Board of Directors of GPDGC; and
- C. Attending to such other business that may be properly brought before the meeting.

The President or, in his or her absence or inability or failure to act; The President or, in his or her absence or inability or failure to act, the Vice President or, in his or her absence or inability or failure to act, a member of the Board of Directors or other member as selected by the meeting shall act as the chair of the AGM.

The current Secretary shall act as secretary of the AGM and shall prepare or cause to be prepared the minutes of such meetings.

The chair of the AGM shall not be entitled to vote, except in the event of a tie, in which case the chair shall have the deciding vote.

A quorum for the transaction of business at the AGM shall be not less than 8 members present in person, inclusive of the chair of the meeting.

Members of the public may attend and speak but not vote at the AGM. Through a majority vote of members present, all or part of the meeting may be closed to non-members.

Except as otherwise specified in this by-law, the Board of Directors shall have the power to establish procedures governing the conduct of the AGM.

## **Article 3.02 Special Meetings**

On occasion, the Board of Directors may determine that a special meeting is required to address emerging issues that cannot wait until the next AGM.

All special meetings shall be subject to the same sanctions and procedures as the AGM, as detailed in Article 3.01.

# SECTION IV THE BOARD OF DIRECTORS

## Article 4.01 Election of the Board of Directors

The Board of Directors of GPDGC shall consist of 4 - 11 members, over the age of 18, with the power under law to contract, living in the province of Alberta, and members in good standing of GPDGC. Members do not become ineligible for serving on the Board of Directors by virtue of having a spouse who also serves on the Board.

Each year at the AGM, the Board of Directors will be elected. The Board of Directors shall serve a one-year term on the Board. Each position on the Board of Directors will be elected annually.

The Directors of the Board shall hold office until the close of the AGM following their election. A Director whose term of office has expired shall retire at the close of the AGM at which his or her successor is elected, but such retiring officer shall be eligible for re-election. The term of the Directors shall commence at the close of the AGM at which they are elected.

### Article 4.01.1 Composition of the Board of Directors

The Board of Directors shall consist of; a President, a Vice President, a Secretary, a Director of Finance, and up to **seven (7) Directors at Large**.

The duties of the President shall include:

- A. To act as ex-officio a member of all Committees;
- B. When present, preside at all meetings of GPDGC and the Board. The President or, in his or her absence or inability or failure to act, the Vice President or, in his or her absence or inability or failure to act, a member of the Board of Directors selected by the meeting shall act as the chair of meetings of the Board of Directors;
- C. Acting as the chief executive officer of GPDGC;
- D. Acting as the primary spokesperson for the GPDGC.

The duties of Vice President shall include:

- A. Assume the responsibilities of President in the event the President is absent, unable, or failing to act, until such a time as the President is able to resume their duties;
- B. Assume the role of President in the event the President resigns or is removed by the Board of Directors

The duties of the Secretary shall include:

- A. To prepare or appoint a designate to prepare the minutes of the AGM;
- B. Shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary or President, or in his or her absence or inability or failure to act, the Vice President or a member of the Board of Directors selected by the meeting;
- C. To prepare and submit the society's Annual Return;
- D. To coordinate communication with the membership.



The duties of the Director of Finance shall include:

- A. Acting as chief financial officer of GPDGC;
- B. Ensuring that the financial records of GPDGC are properly maintained and financial statements are produced;
- C. Ensuring that all monies of GPDGC are properly received and kept safe and that all monies owing by GPDGC are paid;
- D. Providing financial information to the Board of Directors as required.

The duties of the Director(s) at Large shall include:

- A. Participate in the execution of GPDGC operations as a stand alone representative or as a committee member.

## **Article 4.02 Procedure for Nominations**

At the AGM, any individual member of GPDGC may nominate any other person not on the list of nominees from the Chair for election as a Director of GPDGC.

## **Article 4.03 Removal or Resignation of Directors**

If any Director is not fulfilling his or her duties of office in a manner satisfactory to the Board of Directors, the Board of Directors may remove such person from office before the expiry of his or her term by a resolution carried by not less than two-thirds of the votes cast on the question. Upon removal of a Director from office, the Board of Directors shall, by secret ballot, elect another person to fill the vacancy for the remainder of the term.

If a Director resigns prior to the expiry of his or her term of office, the Board of Directors shall determine whether the position shall remain vacant or a Special Meeting shall be convened to fill the vacancy. If a Special Meeting is called, then the vacancy may be filled by a resolution carried by not less than two-thirds of the votes cast on the question.

## **Article 4.04 Authority of the Board of Directors**

The Board of Directors shall have the power and authority to:

- A. Administer the affairs of GPDGC;
- B. Determine all policies required in connection with the affairs of GPDGC;
- C. Develop and administer all GPDGC activities and programs;
- D. Retain and terminate the employment of all staff required by GPDGC, and fix the remuneration of such staff;
- E. Approve and oversee the GPDGC's Strategic Plan;
- F. Approve the annual GPDGC budget; and
- G. Establish such committees as it deems necessary for the proper administration of the activities of GPDGC;

all in accordance with the decisions and directives of the AGM and Special Meetings.

## **Article 4.05 Remuneration of the Board of Directors**

No member of the Board of Directors shall receive any remuneration from GPDGC in connection with the holding of such office, except for the reimbursement or payment of expenses in accordance with the policies of GPDGC.

## **Article 4.06 Meetings of the Board of Directors**

The Board of Directors will determine the specific dates of the meetings of the Board of Directors. The Board of Directors shall meet at least three times per year to:

- A. Approve the budgets;
- B. Plan the activities for GPDGC for the next year; and
- C. Review the activities of GPDGC.

The President or the Management Board may call special meetings of the Board of Directors at any time. The President must call a special meeting of the Board within 14 days of receiving a written request to do so by a majority of the Board of Directors.

Notice of meetings of the Board of Directors shall be given not less than seven (7) days prior to the date of the meeting to all members of the Board of Directors and the chair of each committee of GPDGC. If not a member of the Board of Directors, the chair of each committee of GPDGC shall be entitled to attend all meetings of the Board of Directors and, unless the Board of Directors otherwise consents, may address the meeting only on matters relating to the area of responsibility of the chair's committee.

At meetings of the Board of Directors, each member of the Board of Directors, except for the chair, shall be entitled to one (1) vote. The chair of the meeting shall not be entitled to vote, except in the event of a tie, in which case the chair shall cast the deciding vote. Members of the Board of Directors shall not be entitled to appoint a proxy to attend and vote on his or her behalf at any meeting of the Board of Directors.

A quorum for the transaction of business at a meeting of the Board of Directors shall be five (5) members, inclusive of the Chair of the meeting.

The Secretary, or his or her designate, shall act as secretary of all meetings of the Board of Directors and shall prepare or cause to be prepared the minutes of each meeting.

Except as otherwise provided in this by-law, the Board of Directors shall have the power to establish procedures governing the conduct of meetings of the Board of Directors.

A meeting of the Board of Directors may be conducted by way of telephone conference call or any other type of communication that allows each member of the Board of Directors to hear the others; provided always that such a meeting only where reasonable attempts are made to include all members of the Board of Directors and of the Management Board in the call or communication.

## **Article 4.07 Electronic Voting**

When the President deems it necessary, a vote of the Board of Directors may be taken by electronic means without the calling of a formal meeting. In such circumstances, the President or his or her designate shall:

- A. Notify each member of the Board of Directors or Management Board a clear statement of the question to be voted upon;
- B. Advise the members in writing of the closing date for receipt of ballots, which shall not be less than 1 day from the date on which the ballots are transmitted.
- C. Advise the members of the means to which all ballots are to be returned.

The president shall, within five (5) days of the closing date fixed for the receipt of ballots, notify all members of the Board of Directors of the results of the voting. All ballots received by the President shall be made transparent or kept on file.

# **SECTION V MANAGEMENT BOARD**

## **Article 5.01 Election of the Management Board**

The Board of Directors will determine if a Management Board will be appointed.

The Management Board of GPDGC shall be comprised of:

- A. The President
- B. The Vice President
- C. The Director of Finance
- D. One (1) other board of directors

The member of the Board of Directors to sit on the Management Board shall be selected by a secret ballot of the Board of Directors conducted at the first meeting of the Board of Directors held after the AGM. No nominations shall be made, and each member of the Board of Directors shall vote for one member of the Board of Directors, other than the President, Vice President, and the Director of Finance. The member of the Board of Directors who receive the greatest number of votes shall sit on the Management Board. If there is a tie vote, the Board of Directors shall conduct a second secret ballot to select a member from those members who have received an equal number of votes.

The term of office of members of the Management Board shall commence at the close of the meeting of the Board of Directors at which the members of the Board of Directors selected to sit on the Management Board are determined and shall terminate at the close of the next AGM.

## **Article 5.02 Removal or Resignation of Directors**

If any of the members of the Management Board is not fulfilling his or her duties on the Management Board in a manner satisfactory to the Board of Directors, the Board of Directors may remove such member from the Management Board before the expiry of his or her term by a resolution carried by not less than  $\frac{2}{3}$  two-thirds of the votes cast on the question. Upon the removal of such a member, the Board of Directors shall, by secret ballot, select another member of the Board of Directors, other than the President, Vice President, or the Director of Finance, to fill the vacancy on the Management Board for the remainder of the term.

## **Article 5.03 Authority of the Management Board**

The Management Board shall have the power and authority to:

- A. Administer the day to day operations of GPDGC and the implementation of all GPDGC activities;
- B. Supervise all GPDGC staff; and
- C. Reallocate budgeted funds within the area of responsibility of any Director, Committee, or Officer, but not from the area of responsibility of one Director, Committee, or Officer to the area of responsibility of another Director, Committee, or Officer;

all in accordance with the decisions and directives of the AGM and the Board of Directors.

Unless specifically provided for in the budget approved by the Board of Directors, the Management Board shall not have the authority to utilize any funds from GPDGC's reserves without specific approval from the Board of Directors.

## **Article 5.04 Meetings of the Management Board**

The Management Board shall meet as often as is necessary to ensure that the activities of GPDGC are implemented in an orderly manner. Meetings of the Management Board shall be called by the President.

At each meeting of the Board of Directors, the President shall report with respect to all activities of any action taken by the Management Board since the last meeting of the Board of Directors.

Notice of meetings of the Management Board shall be given not less than three (3) days prior to the date of the meeting to all members of the Management Board.

The President, or in his or her absence or inability or failure to act, a member of the Management Board selected by the meeting shall act as the chair of meetings of the Management Board.

At meetings of the Management Board, each member of the Management Board, including the chair, shall be entitled to one (1) vote. In the event of a tie, the chair of the meeting may cast a second vote to break the tie. No member of the Management Board shall be entitled to appoint a proxy to attend and vote on his or her behalf at any meeting of the Management Board.

A quorum for the transaction of business at a meeting of the Management Board shall be three (3) members, inclusive of the chair of the meeting.

The Secretary, or his or her designate, shall act as secretary of all meetings of the Management Board and shall prepare or cause to be prepared the minutes of each meeting.

Except as otherwise provided in this by-law, the Management Board shall have the power to establish procedures governing the conduct of meetings of the Management Board.

# **SECTION VI OFFICERS AND COMMITTEES**

## **Article 6.01 Appointment of Officers and Committees**

The Board of Directors may appoint Officers and Committees to execute the annual projects for the association.

Officers and Committees may be selected from the Board of Directors or other individuals, as determined by the Board of Directors.

Officers and Committees may be appointed to:

- A. Plan and execute tournaments, leagues, or other events;
- B. Develop and maintain courses; or
- C. Other projects as assigned by the Board.

The specific roles of Officers and Committee Members will be determined on an annual basis, after the projects for the year have been determined, and may change from year-to-year.

Officers and Committees will be given broad authority to decide matters relating to their work, provided that they conform to Board of Director approved budgets and policies, and to decisions or directives made by the Board of Directors, AGM, and Special Meetings.

## **Article 6.02 Removal or Resignation of Officers**

If any Officer is not fulfilling his or her duties of office in a manner satisfactory to the Board of Directors, the Board of Directors may remove such person from office before the expiry of his or her term by a resolution carried by not less than two-thirds of the votes cast on the question. Upon removal of an Officer from office, the Board of Directors may appoint another person to fill the vacancy for the remainder of the term.

## **Article 6.03 Remuneration of Officers**

No Officer shall receive any remuneration from GPDGC in connection with the holding of such office, except for the reimbursement or payment of expenses in accordance with the policies of GPDGC.

## **Article 6.04 Committee Chairs**

At the time of establishing any committee, the Board of Directors shall identify which Officer will assume responsibility for the committee.

The term of any chair of a committee who is not a Director shall expire at the close of the AGM next following the date on which the chair is appointed. Any person whose term as chair of a committee has expired may be reappointed.

The Board of Directors may delegate to the Management Board the responsibility of appointing the chair for any or all committees.

## **Article 6.05 Removal or Resignation of Committee Chairs**

If the chair of any committee, including any Director, is not fulfilling his or her duties in a manner satisfactory to the Board of Directors, the Board of Directors may remove the chair from office by a resolution passed by not less than two-thirds of the votes on the question. Upon the removal of the chair of a committee, the Board of directors may appoint a new chair for the remainder of the term or delegate such responsibility to the Management Board.

If the chair of a committee resigns, the Management Board may appoint a new chair for the remainder of the term.

## **Article 6.06 Committee Reporting**

At each meeting of the Board of Directors, the chair of each committee shall report with respect to the planning and operational status of all activities in his or her committee's area of responsibility.

# **SECTION VII RESPONSIBILITIES OF DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS**

## **Article 7.01 Membership**

All Directors, Officers, and Committee Chairs shall be individual members of GPDGC in good standing. Committee members are encouraged but not required to hold a GPDGC membership.

## **Article 7.02 Acting in Good Faith**

All Directors, Officers, and Committee Members of GPDGC (each of such persons being referred to as a "Volunteer") in discharging his or her duties shall act honestly and in good faith with a view to the best interests of GPDGC. Subject to the foregoing, no Volunteer shall be liable for:

- A. The acts, receipts, neglects or defaults or any other Volunteer or of any employee of GPDGC;
- B. Any loss, damage, cost, or expense of GPDGC arising through the insufficiency or deficiency of title to any property acquired for or on behalf of GPDGC;
- C. The insufficient or deficiency of any security in or upon which any of the monies of GPDGC are invested;
- D. Any losses, costs, expenses or damages arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or other property of GPDGC are deposited;
- E. Any loss, cost, expense or damage resulting from an error or judgment or oversight on his or her part;
- F. Any loss, cost, expense or damage or misfortune whatsoever that occurs in the execution of the duties of his or her office or in relation thereto;

Provided that nothing contained in this clause shall relieve any Volunteer from the duty to act in accordance with any applicable statute or from liability for any breach thereof. Subject to any limitations imposed by any applicable statute, GPDGC shall indemnify each Volunteer, each former Volunteer, and his or her heirs and person representatives, against all cost, losses, damages, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by her or him in respect of any civil, or criminal or administrative action or proceeding to which she or he is made a party by reason of being or having been a Volunteer, if:

- A. She or he acted honestly and in good faith with a view to the best interests of GPDGC;
- B. In the case of a criminal or administrative action or processing that is enforced by a monetary penalty, he or she had reasonable grounds for believing that her or his conduct was lawful

## **Article 7.03 Expenditures**

Any expenditure, debt or liability in an amount greater than \$500 made or incurred on behalf of GPDGC by any employee, or volunteer without the approval of the Board of Directors or the Management Board and which exceeds the amount budgeted for the activity in respect of which the expenditure, debt, or liability was incurred shall be the personal liability of such employee or volunteer, and GPDGC and its members shall not be liable for such expenditure, debt or liability.



# **SECTION VIII FINANCIAL AFFAIRS**

## **Article 8.01 Financial Review**

The Fiscal year of GPDGC shall end on the 31st day of December in each year. The Board of Directors may from time to time change the date upon which the fiscal year of GPDGC shall end.

The accounts of GPDGC shall be audited following the completion of each fiscal year by such person(s) as the Board of Directors may determine and may be a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting.

The books and records of GPDGC shall be available for inspection by any member of GPDGC upon request to the Secretary.

No income of GPDGC shall be available for distributing to or for the personal benefit of any GPDGC member.

## **Article 8.02 Dissolution of GPDGC**

Upon the winding-up and dissolution of GPDGC, after payment of all liabilities of GPDGC, all remaining assets shall be transferred to another non-profit organization with goals and objectives similar to GPDGC. No amount shall be paid and no assets shall be distributed to or for the benefit of any member of GPDGC.

## **Article 8.03 Accruing Debt**

The Board of Directors may, without authorization of the AGM:

- A. Borrow money on credit of GPDGC; and
- B. Give a guarantee on behalf of GPDGC to secure the performance of an obligation of any person.

The Board of Directors under the authority of the GPDGC may issue, reissue, sell or pledge debt obligations by the issue of debentures; but in no case shall debentures be issued without the sanction of a special resolution of GPDGC.

# **SECTION IX AMENDMENTS TO BYLAWS**

## **Article 9.01 Special Resolutions**

No amendments shall be made to these by-laws except at an AGM or Special Meeting by Special Resolution. All amendments will be made by Special Resolution, as defined by Section 1(d) of the Societies Act, and shall be registered with Alberta Corporate Registries.

All amendments to this by-law shall require the approval at the AGM by a resolution carried by not less than three-quarters (75%) of the votes cast on the question.

## **Article 9.02 Notification of Amendments**

The President shall cause all proposed amendments to this by-law to be forwarded to each member of GPDGC with the notice of the AGM. Specific notification of the intention to amend the by-laws will be given not less than twenty-one (21) days before the meeting.

## **Article 9.03 Effective Date of Amendments**

Any amendment to these by-laws shall become effective at the close of the AGM at which they were passed. Amendments will be registered with the Registrar of Corporations for the Province of Alberta as soon as possible after the AGM.

If the Registrar of Corporations finds any deficiencies with the by-laws then every effort will be made by the Board of Directors to act in accordance with the current by-laws registered at the Registrar of Corporations.

# SUMMARY OF RESPONSIBILITIES

This page is not part of the Bylaws- it is for discussion purposes only.

## Membership at AGM or Special Meetings:

- Elect Board of Directors
- Review club activities and financial statements
- Appoint 2 members to audit the financials (unless the Board has appointed an accountant)
- Amend Bylaws (75% majority)
- Make other decisions that are brought before it

## Board of Directors:

- Sets Member fees and other details of membership
- Can suspend or expel members ( $\frac{2}{3}$  majority)
- Remove Directors
- May appoint an accountant to audit the financials
- Set policy and “Administer GPDGC affairs, activities and programs”
- Hire, terminate staff
- Approve the Annual GPDGC budget
- Authorize debt

## Management Board:

- Administer day-to-day operations
- Supervise staff
- Reallocate budgeted funds as long as they stay in same category

## Committees and Officers:

- Undertake projects and initiatives as designated by the Board. Must conform to membership/Board directions, Board policies, and Board approved budget