

RED DEER CATALINA SWIM CLUB BYLAWS

These By-Laws have been agreed upon for the governance of the Red Deer Catalina Swim Club (RDCSC), until such time as they are altered in accordance with the provisions of the Societies Act, as highlighted in Article 8.

Article 1- Affiliation

- 1.1 The RDCSC is an integral part of the Swim Alberta Association (SAA) and shall have the same objectives and follow the SAA Bylaws Regulations and Policies except where otherwise stated in the RDCSC Bylaws.

Article 2 - Defining and Interpreting the Bylaws

2.1 Definitions

All definitions found in the Swim Alberta Association Bylaws, Article 1, are applicable to the RDCSC Bylaws. In addition the following words have these meanings:

- 2.1.1 Annual General Meeting means the annual general meeting as described in Article 5.
- 2.1.2 Associate member is any adult person (18 years or older) who has been nominated for membership by a member and who is approved by a simple majority vote of the Board. The term for Associate members will be one year. All approved Associate members will have voting and board privileges.
- 2.1.3 Swimming member is a swimmer who has:
- a. Met the minimum technical swimming ability standard as required by the Head Coach and their assistants;
 - b. Not been suspended; and
 - c. Is registered under the RDCSC name with SAA during the current year.
- 2.1.4 Bylaws mean the Bylaws of the RDCSC as amended.
- 2.1.5 Club shall mean the RDCSC.
- 2.1.6 Director means any person elected or appointed to the Board. This includes the President and the immediate Past President. Only one member of a family may serve on the Board as a Director, at any one time.
- 2.1.7 Member means a registered swimmer over the age of 18, parent/guardian of a registered swimmer, or an approved Associate member.
- 2.1.8 Member in good standing:
- a. An individual who has completed and remitted all documents and certifications as required by the Swim Alberta Association (SAA) and RDCSC.
 - b. An individual who has complied with the Constitution, Bylaws, rules, regulations, policies and procedures of the SAA and the RDCSC including the RDCSC Codes of Conduct;
 - c. An individual who, if applicable, has paid all required membership dues;
 - d. An individual who is not subject to a disciplinary investigation or action by the SAA or the RDCSC, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board and or the ASS;

- e. An individual who has not ceased to be a Member, and
 - f. An individual who has not been suspended or expelled from membership under Article 4.5, or had other membership restrictions or sanctions imposed upon them.
- 2.1.9 Officer means any Officer listed in Article 6.
 - 2.1.10 Register of Members means the register maintained by the Secretary containing the names of the Members of the RDCSC.
 - 2.1.11 Registered swimmer shall mean a swimmer who has submitted the appropriate SAA and club registration forms and has paid the applicable associated fees (unless exempted fees by the Board).
 - 2.1.12 Society means the RDCSC and vice versa.
 - 2.1.13 Special Meeting means the special meeting described in Article 5.
 - 2.1.14 Special Resolution means:
 - a. A resolution passed at a General Meeting of the membership of the RDCSC. There must be twenty-one (21) days notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting members who vote in person;
 - b. A resolution proposed and passed as a special resolution at a General Meeting with less than twenty-one (21) days notice. All the voting members eligible to attend and vote at the General Meeting must agree; or
 - c. A resolution agreed to in writing by all the voting members who are eligible to vote on the resolution in person at a General Meeting.
 - 2.1.15 Staff means those people who are paid employees of the RDCSC (i.e. Head Coach, Office Administrator, Assistant Coaches etc.).
 - 2.1.16 Voting member means each parent, step parent, or legal guardian of a swimming member in any competitive swimming training group and each swimming member 18 years of age is entitled to vote and have board privileges. Voting members shall be inclusive of natural parents, step parents, legal guardians and swimming members.
 - 2.1.17 Written resolution is a document that describes a course of action or a decision that will be binding on all Members of the club. A written resolution does require the signature of every single member with the right to vote. If anyone cannot sign, or refuses to sign, the RDCSC must hold a meeting to vote on the subject of the written resolution.
 - 2.1.18 Board means the Board of Directors of the RDCSC.

Article 3- Organization

- 3.1 The organization of RDCSC shall comprise:
 - a. A Board of Directors;
 - b. Officers;
 - c. Members; and
 - d. Staff.

Article 4 - Membership

- 4.1 **Admission of Members.**
- 4.1.1 Any Member in good standing shall be eligible to put their name forward, or be

nominated for, any position on the Board. All names must be submitted to the Chair of the Nominating Committee, the Past President, seven days before a vote.

- 4.1.2 No individual will be admitted as a Member unless:
- a. The candidate has made an application for membership in a manner prescribed by the RDCSC;
 - b. In the case of a swimmer, the candidate has met certain criteria with regard to swimming standards that may be set by the coach and approved by the Board of Directors from time to time;
 - c. The candidate has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
 - d. If the candidate was at any time previously a member, and at the time of ceasing to be a member, was in good standing; and
 - e. The candidate, if applicable, has paid dues as prescribed by the Board.

4.2 Every member shall comply with these Bylaws and the various Policies and Codes of Conduct associated with the RDCSC.

4.3 **Membership Fees**

- 4.3.1 Membership year is as defined by the Board in the individual swimmers registration documentation.
- 4.3.2 Membership fees, monthly fees and the payment schedule for the new season, will be developed by the Board at the end of the ongoing swim season, based on the financial and membership information available at the time. The resulting fee schedule will be used as the basis for the new swim season. The fees will be presented to the membership at the fall AGM for discussion. Changes to the fee schedule remain at the discretion of the Board.
- 4.3.3 Payment Date for Fees. The annual membership fees must be paid on or before September 30 of every year.

4.4 **Rights and Privileges of Members**

- 4.4.1 Any Member in good standing is entitled to:
- a. Receive notice of meetings of the RDCSC;
 - b. Attend any meeting of the RDCSC;
 - c. Speak at any meeting of the RDCSC; and
 - d. Exercise other rights and privileges given to Members in these bylaws.

4.5 **Suspension of Membership**

4.5.1 Decision to Suspend

The Board may suspend a member / swimmer for one or more of the following reasons:

- a. If the Member/Swimmer has failed to abide by the Bylaws;
 - b. If the Member/Swimmer has breached any of the RDCSC Policies, Regulations or Codes of Conduct;
 - c. If the Member has done or failed to do anything judged to be harmful to the RDCSC or its individual members.
- 4.5.2 Notice to the Member
- a. The affected member/swimmer will receive written notice of the Board's intention to

deliberate on a possible suspension. The Member will receive at least one (1) week notice before the Special Meeting.

b. The notice will be sent by email to the last known email address of the Member or the notice may also be delivered by an Officer of the Board.

c. The notice will state the reasons why suspension is being considered.

4.5.3 Decision of the Board

a. The Member will have an opportunity to appear before the Board, or a subcommittee of the Board comprised of at least three members of the Board, to address the matter. The Board may allow another person to accompany the Member.

b. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

c. The Board may exclude the Member from its discussion of the matter, including the deciding vote. A vote to suspend will require a 2/3 majority vote comprised of the full Board.

d. The decision of the Board is final.

4.6 Termination of Membership

4.6.1 Resignation

a. Any Member may resign from the RDCSC by sending or delivering a written notice to the Secretary or President of the Board.

b. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2 Deemed Withdrawal

a. On not having completed the annual application for membership within 30 days of the new fiscal year.

b. In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members and this member will be deemed to have departed without good standing.

4.6.3 Expulsion

a. The Board may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause that is deemed sufficient in the interests of the Society. In this case the member will not be given the opportunity to address the Board. Any expulsion will require a 2/3 majority vote comprised of the full Board.

b. The Secretary shall submit to the Board of Directors the name of any member that refuses or neglects to pay any indebtedness due to the RDCSC within thirty (30) days after formal demand for payment has been made by the Office Administrator. The Board of Directors shall decide within thirty (30) days thereafter whether the club member shall be expelled or retained. This decision is final.

c. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

d. Notwithstanding the aforementioned, any member may be granted a pardon for just cause by a two-thirds majority vote of the entire Board of Directors.

4.7 Continued Liability for Debts Due

- 4.7.1 Although a Member ceases to be a Member by resignation or otherwise, they are liable for any debts owing to the RDCSC at the date of ceasing to be a Member, unless the Board decides otherwise.

4.8 Limitation on the Liability of Members

- 4.8.1 No Member is, in his individual capacity, liable for any debt or liability of the RDCSC.

4.9 Appeals

- 4.9.1 All appeals will be governed by the RDCSC Discipline, Complaints and Appeals Policy.

Article 5 - Meetings of the RDCSC

5.1 The Annual General Meeting

- 5.1.1 The RDCSC will hold its Annual General Meeting on or before 15 November of each calendar year, in Red Deer Alberta. The Board will set the place, day and time of the meeting and communicate this to the membership.
- 5.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution. The agenda of the Annual and Special meetings shall be sent to all members of RDCSC at least one (1) week (7 days) prior to the date of the Annual or Special Meetings.
- 5.1.3 Agenda for the Meeting
The Annual General Meeting deals with the following matters:
- a. Adopting the agenda;
 - b. Adopting the minutes of the last Annual General Meeting;
 - c. The President's report;
 - d. The Treasurer's report to include reviewing the financial statements from the previous year and an overview of the budget for the current year to include a review of the fee schedule established by the Board;
 - e. Reports from any sub committees;
 - f. Electing the Members of the Board to include the President, Vice President, Secretary; Treasurer, and two Directors; and
 - g. Other specific motions that any members has given notice of before the meeting is called.
- 5.1.4 A Quorum will be achieved with an attendance by 20% of the Members at the Annual General Meeting.

5.2 Special Meeting of the RDCSC

5.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. By a resolution of the Board of Directors to that effect; or
- b. On the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c. On the written request of at least one- third (1/3) of the Voting Members. The

request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

- 5.2.2 Notice - The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.
- 5.2.3 Agenda for Special Meeting - Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 5.2.4 Procedure at the Special Meeting - Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5a.)

5.3 **Proceedings at the Annual or a Special Meeting**

5.3.1 Attendance by the Public

General Meetings of the Society are open to the public.

5.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

- a. The President chairs every General Meeting of the RDCSC. The Vice-President chairs in the absence of the President.
- b. If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

- a. The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.
- b. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- c. The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

5.3.5 Voting

- a. Each Voting Member is entitled to vote at the meetings of the RDCSC. A secret ballot will be used to decide all votes and a Scrutineer may be appointed by the President for the purposes of counting the votes.
- b. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- c. A Voting Member may not vote by proxy.
- d. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- e. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- f. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

- g. In the event that voting will take place for the forming of a new Board, the Chair of the Nominations Committee will put out a call for nominations in advance of the meeting. Nominations will be consolidated and a list of candidates will be made available to the membership at 48 hrs prior to the meeting. At the discretion of the Board, nominations will close 7 days prior to the vote.
- 5.3.6 Failure to give notice of a meeting. No action taken at a General meeting is invalid due to:
 - a. Accidental omission to give any notice to any Member;
 - b. Any Member not receiving any notice; or
 - c. Any error in any notice that does not affect the meaning.
- 5.3.7 Written Resolution of all the Voting Members. All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

Article 6 - Governance of the RDCSC.

6.1 The Board of Directors

6.1.1 Governance and Management of the RDCSC

The Board governs and manages the affairs of the Club. The Board, in concert with the Head Coach, will be responsible to hire a paid administrator to carry out the office management functions of the Club. All Board members will sign and adhere to the Board Member's Confidentiality Agreement.

6.1.2 Powers and Duties of the Board

The Board has the powers of the RDCSC, except as stated in the Societies Act.

The powers and duties of the Board include:

- a. Promoting the objectives of the RDCSC;
- b. Promoting membership in the RDCSC;
- c. Maintaining and protecting the RDCSC's assets and property;
- d. Develop an annual budget for the RDCSC;
- e. Paying all expenses for operating and managing the RDCSC;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the RDCSC, and raising monies;
- i. Making policies for managing and operating the RDCSC;
- j. Approving all contracts for the RDCSC;
- k. Maintaining all accounts and financial records of the RDCSC;
- l. Making policies, rules and regulations for operating the RDCSC;
- m. Selling or disposing of any of the property of the RDCSC; and
- n. Without limiting the general responsibility of the Board, delegating certain powers and duties to paid and unpaid staff as appropriate.
- o. Expenditures, outside the budget and in excess of \$20,000.00 must be approved by a Special Meeting of the Club.

6.1.3 Composition of the Board and length of term.

The Board consists of seven members all of whom are voted in by the membership at the AGM. Each member elected to the Board will serve a two year term, except the Vice

President who will serve three terms (Vice President, President & Past President) before having to stand for re-election. The rotation of Board positions will be managed by the Board so that each season at least two positions will be up for election at the AGM. The Vice President will automatically assume the President's position in his second year followed by a third year as Past President. Any member in good standing can run for a Board position. There is no maximum period of time that a Member could sit on the Board.

- a. The President;
- b. The Vice President;
- c. The Secretary;
- d. The Treasurer; and
- e. The Past President
- f. Two (2) Directors.

6.1.4 Resignation or removal of a Director as defined in section 2.1.6.

- a. Any Director may resign from office by giving one (1) month notice in writing. The resignation takes effect either at the end of the months' notice or on the date the Board accepts the resignation.
- b. Voting Members may remove any Director before the end of a term. There must be a majority vote at a Special Meeting called for this purpose.
- c. If a Board position becomes vacant during the year, a call for nominations will be put out to the membership. The nominations will be reviewed by the Board who will then discuss the candidates and choose one to fill the position. If a unanimous choice cannot be arrived at by the Board then a Board vote will take place to select the new board member. The President will decide a tied vote.

6.1.5 Meetings of the Board

- a. The Board will hold meetings at regular intervals throughout the year but not less than once quarterly.
- b. The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- c. There will be a min of five (5) days notice by telephone or email to call a Board meeting.
- d. A majority of the Directors present at any Board meeting is a quorum.
- e. If there is no quorum, the President adjourns the meeting and sets a new date IAW 6.1.5c
- f. Each Director, including the President and the Past President, has one (1) vote.
- g. The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- h. Meetings of the Board are open to Members of the RDCSC, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- i. All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- j. A meeting of the Board may be held by a conference call or Members of the Board

may call in. Directors who participate by call in are considered present for the meeting.
k. Notices of Motion shall be in writing and must be in the hands of the secretary not later than thirty (30) days prior to the date of the Annual and Special Meetings. The Secretary shall immediately upon receipt of such Notice of Motion forward a copy to each Director of RDCSC.

l. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 **Officers**

6.2.1 The Officers of the RDCSC are the President, Vice-President, Secretary and Treasurer.

6.3 **Duties of the Officers of the RDCSC**

6.3.1 The President:

- a. Supervises the affairs of the Board;
- b. When present, chairs all meetings of the RDCSC and the Board;
- c. Is an ex officio member of all Committees;
- d. Acts as the spokesperson for the RDCC;
- e. Calls for the AGM, Special Meetings and the meetings of the Board of Directors.
- f. Nominates special committees as required;
- g. Chairs the Personnel Committee that is responsible for all hiring of paid positions within the RDCSC;
- h. Responsible for the administration of any performance reviews for the Head Coach and staff as required under the terms of their contracts for matters associated with professional development and compensation.
- i. Carries out other duties assigned by the Board.

6.3.2 The Vice President:

- a. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting
- b. With the Volunteer Coordinator, takes the lead on the review and recruiting for the club's volunteer positions.
- c. Is a member of the Personnel Committee;
- d. Conduct the Annual review of the RDCSC Bylaws, Policies and Procedures, and presents any amendments to the Board for review and consideration, and
- e. Carries out other duties assigned by the Board.

6.3.3 The Secretary:

- a. Attends all meetings of the RDCSC and the Board.
- b. Maintains and files accurate minutes of all Board and club meetings;
- c. Manages / files the Board's correspondence;
- d. Ensure all notices of various meetings are sent;
- e. Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- f. Maintains and manages the extant E-Copies of the Club's Bylaws, Policies, Codes of Conduct, etc.
- g. Carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- a. Makes sure all monies paid to the Society are deposited in a RDCSC designated

- bank / Credit union as chosen by the Board;
 - b. Is a member of the Personnel Committee;
 - c. Ensures detailed account of revenues and expenditures is presented to the Board at each Board meeting or as requested;
 - d. Ensures the annual financial statement for the RDCSC is prepared and presented to the club at the Annual General Meeting;
 - e. Chairs the Finance Committee of the Board;
 - f. Ensures that the Board Members bank signing authorities are kept up to date at the Club's financial institution.
 - g. Carries out other duties assigned by the Board.
- 6.3.5 The Past President:
- a. Is responsible for the orderly transition of members on to the Board to include in briefing packages and orientation to the duties of a Board member,
 - b. Chairs the Nomination Committee and organizes and supervises the voting at the AGM; and
 - c. Carries out other duties assigned by the Board.

6.4 **Board Committees**

6.4.1 Establishing Committees

The Board may appoint committees to advise the Board or execute tasks on behalf of the RDCSC.

6.4.2 General Procedures for Committees

- a. A Board Member or Member appointed by the Board, chairs each committee created by the Board.
- b. The Chairperson calls committee meetings. Each committee:
 - (1) Records minutes of its meetings;
 - (2) Distributes these minutes to the committee members, and
 - (3) Provides reports to each Board meeting at the Board's request.

6.5 **Standing Committees**

The Board will establish the following standing committees:

- a. Personnel Committee;
 - b. Finance Committee; and
 - c. Nomination Committee.
- 6.5.1 The Personnel Committee:
- a. Consist of the President, who is the Chairperson, The Vice President and the Treasurer
 - b. Is responsible for:
 - (1) Recommending a job description, qualifications, and performance appraisal system for the Head Coach and any other paid staff members other than Assistant Coaches who are the responsibility of the Head Coach.;
 - (2) Recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits; and
 - (3) Acting as a mediator for personnel problems.
- 6.5.2 The Finance Committee:

- a. Consists of the Treasurer, who is the Chairperson, and two (2) other Members appointed by the Board.
 - b. Is responsible for:
 - (1) Recommending budget policies to the Board;
 - (2) Investigating and making recommendations to the Board for acquiring funds and equipment;
 - (3) Recommending policies on banking and the investment of funds to the Board;
 - (4) Establishing policies for Board and committee expenditures;
 - (5) Arranging the annual audit of the books;
 - (6) Reporting on the year's activities at the Annual General Meeting; and
 - (7) Carrying out other duties assigned by the Board.
- 6.5.3 The Nominating Committee:
- a. Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board.
 - b. Is responsible for:
 - (1) Preparing a slate of nominees for the Vice President's position;
 - (2) Preparing a slate of nominees for each vacant Director position;
 - (3) Coordinating the voting at the AGM;
 - (4) In the event of a Board Position becoming vacant during the swim season the committee will be responsible to solicit the membership for a candidate to fill the position; and
 - (5) Orienting new board members.

Article 7 - Finance and Other Management Matters

7.1 The Registered Office

The Registered Office of the RDCSC is located in Red Deer, Alberta at #2, 4810 - 50 Avenue

7.2 Finance and Auditing

7.2.1 The fiscal year of the RDCSC begins 1 September and ends 31 August of each year.

7.2.2 There must be an audit of the books, accounts and records of the RDCSC at least once each year. This audit will be carried out by two (2) Members of the RDCSC, with support from the Treasurer. It is preferable if the auditors have some experience in this regard. At each Annual General Meeting of the RDCSC, the Treasurer will present the audit financials to the membership.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the RDCSC.

7.3.2 The Club Administrator has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the RDCSC can only be used by Officers authorized by the Board.

7.4 Cheques and Contracts of the Society

7.4.1 Any two members of the Board of Directors can endorse cheques drawn on the monies of the RDCSC. Two signatures are required on all cheques. The President or Vice President

may authorize the Office Administrator to sign cheques for certain small amounts required specifically for the expenses associated with the running of the Club's office. This delegation must be given in writing (e-mail) with all members of the Board included in the correspondence.

- 7.4.2 All contracts of the RDCSC must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society.

- 7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the RDCSC and the Board.
- 7.5.3 The Board keeps and files all necessary books and records of the RDCSC as required by the Bylaws, the Societies Act, or any other statute or laws.
- 7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the RDCSC of his intention to do so.
- 7.5.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, during normal business hours and under the supervision of a member of the Board or RDCSC staff.
- 7.5.6 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.
- 7.5.7 Other records of the RDCSC are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Fundraising

- 7.6.1 The RDCSC may raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money.

7.7 Payments

- 7.7.1 No Member, Director or Officer of the RDCSC receives any payment for his services as a Member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the RDCSC may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1 Each Director or Officer holds office with protection from the RDCSC. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the RDCSC. The RDCSC does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the RDCSC. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the RDCSC, unless the act is fraud, dishonesty or bad faith.
- 7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the RDCSC Treasurer. Directors or Officers are not held liable for any loss or damage as a

result of acting on that statement or report.

Article 8 - Amending the Bylaws

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the RDCSC.
- 8.2 The twenty-one (21) days notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

Article 9 - Distributing Assets and Dissolving the Society

- 9.1 The Society does not pay any dividends or distribute its property among its Members.
- 9.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives similar to those of the RDCSC.
- 9.3 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

Article 10 - Policies and Procedures

- 10.1 Policies and Procedures are defined as general organizational guidelines for the benefit of the Board of Directors, RDCSC Officers and Members.
- 10.2 Policies may be enacted by the Board of Directors, or upon recommendations from RDCSC Committee Chairmen in their respective reports to the Annual Meeting or as a result of a resolution. All members of the RDCSC will be required to abide by any Club Policies.
- 10.3 All Policies and Procedures will be reviewed annually by the Personnel Committee, and any amendments brought forward to the Board for review and consideration.

Article 11 - Decorum

- 11.1 All meetings conducted relating to the business of the RDCSC will be guided by the Robert's Rules of Order. <http://www.robertsrules.org>