

THE GRANDE PRAIRIE GYMNASTIC SOCIETY (GYMNIKS)		
1.0	Preamble	
1.1	Name	The name of our Society is The Grande Prairie Gymnastic Society (Gymniks). Throughout this document when the Society is referenced it means The Grande Prairie Gymnastic-Society (Gymniks).
1.2	Bylaws	The following articles describe the Bylaws of The Grande Prairie Gymnastic Society
1.3	Registered Office	The Registered Office of the Society is located in Grande Prairie at KMSC Law LLP #401, 10514 – 67 Avenue AB T8W 0K8
2.0	Membership	
2.1	Terms and Fees	- Any person interested in active participation to affect the objective of this Society may become a non-voting member. - Membership in the organization is open to individuals, residing in the Province of Alberta and British Columbia who are at least 18 years old. - The membership year shall be the same as the fiscal year (July 1st to June 30th). - Annual Membership Fees are paid when enrollment is made in The Society programming and the Alberta Gymnastics Federation membership is paid. - The amount of membership, enrolment, annual and other fees to be payable by a Member and the date and place of payment shall be fixed by a Board Meeting of the Society and the amounts thereof may be varied from year to year.
2.2	Categories of Membership	- Voting – Adult athletes or parents/legal guardians of children actively enrolled in Grande Prairie Gymnastic (GPG) programming. Voting Members must be 18 years of age and shall neither be employees of The Society nor the spouse of such an employee. These Members are entitled to vote at the Annual General Meeting and Special Resolution Meetings. - Non-Voting- Members who have been (or whose children have been) enrolled in GPG programming in the current fiscal year but are not currently enrolled. These Members are not entitled to vote at the Annual General Meeting (AGM) or Special Resolution Meetings but can run for a position as a Board Member.

		• Honorary- Past recognized or distinguished Members. Honorary Members are entitled to vote at the AGM and Special Resolution Meetings. Honorary Members are named each year by the Board of Directors as either new or continuing Honorary Members and shall not be required to pay any annual Membership Fee to be in good standing. • The Board of Directors shall have the authority to confer, by resolution duly passed at a meeting of the Board of Directors, Honorary Memberships in the Society. • “A Member in good standing” shall mean a Member of the Society who has observed or fulfilled all the duties or obligations pertaining to their respective membership category and has paid in full all annual fees or other dues payable as a Member of such category. • Any Member who fails to pay the annual fees or other dues shall, upon a majority resolution of the Board of Directors so deciding, thereby cease to be a Member, subject however to reinstatement upon payment of all dues and arrears owing by him / her at the date of reinstatement. • No Member of the Society shall, in his / her individual capacity, be liable for any debt of the Society.
2.3	Rights and Privileges	Any Member in good standing is entitled to: • Receive notice of the Annual General and Special Resolution Meetings of the Society • Attend any Annual General or Special Resolution Meeting of the Society • Speak at any Annual General or Special Resolution Meeting of the Society • Exercise any of the rights granted to Members in these Bylaws • Voting Members in good standing are entitled to one (1) vote as defined in the voting section of these Bylaws at the Annual General and Special Resolution Meetings. • Elect a Board of Directors that will administer and will represent the direction of the Membership.
2.4	Obligations	Members must abide by the Bylaws and Policies of the Society.

2.5	Suspension of Membership - Decision to Suspend	The Board, at any Board Meeting, may suspend a Member's Membership for one or more of the following reasons: • If the Member has failed to abide by the Bylaws or Policies of the Society; • If the Member has been disruptive to the meetings or functions of the Society.
2.6	Suspension Process	• The Board may suspend membership at any Society Board meeting, upon proper notice being delivered to the affected Member. • The affected Member will receive written notice of the Board's intention to deal with the proposed suspension, stating the reasons for the proposed suspension. The Member will receive at least 10 days notice prior to the meeting, by mail or email, to the last known address shown in the records of the Society. The notice may also be delivered by an Officer of the Board. • The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member upon notification. • The Board will determine how the matter will be dealt with and may limit the amount of time given the Member to address the Board. • The Board may exclude the Member from its discussion on the matter, including the deciding vote. • The decision of the Board is final.
2.7	Resignation	• Any Member may resign from the Society by sending or delivering a written or electronic notice to any Board member. • 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 that their resignation was sent.
2.8	Death	The membership of a Member is ended upon their death.
2.9	Transmission of Membership	• No rights or privileges of any individual Member are transferable to another person. • Although a Member ceases to be a Member by death, resignation or otherwise, they are liable for any debts

		owing to the Society at the date of ceasing to be a Member.
3.0	Liability	
3.1	Limitation on Liability of Members	No Member is, in their individual capacity, liable for any debt or liability of the Society.
3.2	Protection and Indemnity of Officers and Directors	- Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his / her role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith. - 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 Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his / her role for the Society, unless the act is fraud, dishonesty or bad faith. - Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's Auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
3.3	Board Member Liability Insurance	The Society will provide Board Member Liability Insurance.
4.0	Meetings	
4.1.1	Annual General Meeting	The Society will hold its Annual General Meeting (AGM) at least once each year. The Board sets the date, place and time of the meeting.
4.1.2	Procedures for Calling / Notification / Timeframe	- The Secretary or designate will post a notice about the Annual General Meeting on the Society's website and in the Lobby of the facility at least twenty-one (21) days before the Annual General Meeting. The notice states the date, place and time of the Annual General Meeting, and any business requiring a Special Resolution. - The board will strive to be put out a current agenda prior to the scheduled meeting.
4.1.3	Quorum for Attendance	Attendance by 10 of the Members is a quorum.

4.1.4	Failure to Reach Quorum	• The President adjourns the Annual General Meeting if a quorum is not present. • The meeting remains adjourned for one-half (1/2) hour and is then resumed at the same place same day with the Members in attendance.
4.1.5	Voting	• Each Voting Member is entitled to one (1) vote per family. • When a family has child(ren) 18 years old and older as well as non- adult child(ren) who are enrolled in GPG programming, the parent or legal guardian has one (1) vote per family on behalf of the child(ren) under 18 and the adult child(ren) shall also be entitled to one (1) vote each. • Voting will be in person by secret ballot. • Except for matters requiring a Special Resolution, a majority vote of Voting Members decide each issue and resolution. • The Chair does not vote, excepting where there is a tie vote, the Chair will vote to break the tie. • A Special Resolution matter requires 75% of members to be in favor, to pass. • A Voting Member may not vote by proxy. • The Chair declares the resolution carried or defeated. This statement is final and does not have to include the number of votes for or against the resolution. A Voting Member may request to have their vote recorded.
4.1.6	Presiding Officer	• The President chairs every AGM of the Society. The Vice-President chairs in the absence of the President. • If neither the President nor the Vice-President is present, the Board Members present choose one (1) of the present Board Members to chair.
4.2.0	Special Resolution Meeting	A Special Resolution Meeting may be called at any time by one or more of the following methods: • A resolution of the Board of Directors to that effect; or • On the written request of at least four (4) Directors. The request must state the reason for the Special Resolution

		Meeting and the motion(s) intended to be submitted at this Special Resolution Meeting; or - On the written request of at least 100 of the Voting Members. The request must state the reason for the Special Resolution Meeting. - The Secretary will keep minutes of the Special Resolution Meeting. If the Secretary is not in attendance the Board of Directors present will elect a Secretary for the meeting.
4.2.1	Procedures for Calling / Notification / Timeframe	The Secretary or Board designate will post a notice about the Special Resolution Meeting on the Society's website and in the Lobby of the facility at least twenty-one (21) days before said meeting. The notice will state the date, place and time of the Meeting, and any business requiring a Special Resolution.
4.2.2	Quorum for Attendance	50 Voting Members shall constitute a quorum for voting on the business for which the Special Resolution Meeting has been called.
4.2.3	Failure to Reach Quorum	- If a quorum is not present the President adjourns the Special Resolution Meeting for one-half (½) hour. - If a quorum is not present within one-half (½) hour, the Chair shall determine whether it is in the best interest of the Society to continue with the transaction of the Special Business. If the Chair decides it is in the best interest of the Society to continue, then the Chair shall deem quorum for the purpose of transacting the business for which the Special Meeting was called and the meeting will proceed with the Members in attendance.
4.2.4	Special Resolutions	- No business shall be transacted or considered at any Special Resolution Meeting save only that for which the said meeting was convened. 75% of members must be in favor, to pass a Special Resolution. - Voting will be open to Voting Members as defined excepting the Chair shall have a vote at a Special Resolution Meeting. - A passed Special Resolution will be dated, verified and signed by the President and at least one other Board Member.

4.2.5	Presiding Officer for Special Resolution Meetings	- The President chairs the Special Resolution Meetings of the Society. The Vice-President chairs in the absence of the President. - If neither the President nor the Vice-President are present within one-half (1/2) hour after the set time for the Special Resolution Meeting, the Board Members present shall choose one (1) of the Board Members to chair.
5.0	Governance	
5.1	Governance	The Board governs and manages the affairs of the Society.
5.2	Administration	The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
5.3	Committees / Liaisons	The Board may appoint committees / liaisons to advise, consult or carry out the work of the Board. These committees / liaisons will submit recommendations to the board to be voted on. Examples include but are not limited to: Human Resources Committee Governance Committee Finance Committee Nominating Committee GPG Program Specific Liaisons
5.4	Payment	- No Member, Director or Officer of the Society receives any remuneration for his / her services as a Member, Director or Officer. - Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
6.0	Board of Directors	
6.1	The Board and Officers	The Board shall consist of seven (7) Directors. - The Society will endeavor to have diverse board representation in terms of skills, abilities, gender, experience and Society Member sport discipline affiliation. - It shall be the duty of the Board to prepare a slate of nominated Directors to be elected by the Voting Members

		of the Society. The slate will be presented at the Annual General Meeting election. - Officer positions will be decided by the elected Directors after the Annual General Meeting either by discussion and consensus or by secret ballot if agreement cannot be reached. Officers positions are: - President - Vice-President - Secretary - Treasurer - The President of the Board will set a date and time for the next board meeting after the close of the Annual General Meeting.
6.2	Term of Office	Terms shall be for a period of three (3) years. Election rotation for positions on the Board will be as follows and continue in the same pattern moving forward: Year 1 - Two (2) Directors Year 2 - Three (3) Directors Year 3 - Two (2) Directors
6.3	Vacancies / Interim Appointments	Vacancies may be filled immediately by appointment for the remainder of the term at the next Board Meeting.
6.4	Removal: Suspension of Board Membership - Decision to Suspend	The Board, at any meeting called for that purpose, may suspend a Director from his / her office as a Director, for one or more of the following reasons: - If the Director has failed to abide by the Bylaws; - If the Director has been disruptive to the meetings or functions of the Society. - If the Director or Director's spouse has taken up employment greater than 15hrs/week employment with the Society. - If the Director is in default with respect to the definition of the membership form. - Upon absence without cause from three duly called consecutive Board meetings.
6.5	Board Membership Suspension Process	The Board may suspend a Director at any Society meeting called for that purpose.

		• The affected Director will receive written notice of the Board's intention to deal with the proposed suspension, stating the reasons for the proposed suspension. The member will receive at least 10 days' notice prior to the meeting, by mail or email, to the last known address shown in the records of the Society. The notice may also be delivered by an Officer of the Board. • The Director will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Director upon notification. • The Board will determine how the matter will be dealt with and may limit the amount of time given the Director to address the Board. • The Board may exclude the Director from its discussion on the matter, including the deciding vote. • The decision of the Board is final.
6.6	Resignation from Board	• Any Director may resign from the Board by sending or delivering a written or electronic notice to three (3) Directors • The Director is considered to have ceased being a Director on the end date stated in the notice.
6.7	Death	The Board Membership of a Director is ended upon their death.
7.0	Duties of Officers of the Board	
7.1	President	The President: • Shall be the Chief Executive Officer of the Society; Supervises the affairs of the Board; • Signs all documents requiring his/her signature; • When present, chairs all meetings of the Society and the Board; • Appoints all committees not otherwise provided for; • Is an ex officio member of all Committees, except the Nominating Committee; • Acts as the spokesperson for the Society; • Has the right to vote at elections;

		Carries out all other duties as assigned by the Board.
7.2	Vice-President	The Vice-President: - Presides at meetings in the President's absence. If the Vice-President is absent, the Directors appoint a Chairperson for the meeting; - Replaces the President at various functions when asked to do so by the President or the Board; - Chairs the Nominating Committee; - Carries out all other duties as assigned by the Board.
7.3	Secretary	The Secretary: - Attends all meetings of the Society and the Board; - Records and keeps accurate minutes and attendance records of the meetings and proceedings of the Board. If the secretary is absent a Secretary for the meeting will be elected by the Board of Directors present; - Will ensure AGM minutes are filed at the Society's registered office; - Will maintain a proper record of the meeting minutes; - Is responsible for conducting the Board's correspondence under direction of the Board and for the safekeeping and filing of said correspondence; - Sign and execute together with the President or other Officers, competent to do so, all documents on behalf of the Association; - Shall keep and preserve the correspondence and copies of all letters written on behalf of the Board; - Makes sure a record of names and contact information of all Members of the Society is kept; - Makes sure all required notices of various meetings are posted; - Is responsible for the Seal of the Society; - Is responsible to ensure the annual return, changes to the Directors of the Society, amendments to the Bylaws and other incorporating documents with the Corporate Registry are filed; and

		• Carries out all other duties as assigned by the Board.
7.4	Treasurer	The Treasurer: • Shall ensure all monies are paid to the Society; • Shall ensure the care and custody of the funds and securities of the Society and their deposit under the name of the Society into such institution(s) as the Board may direct. • Shall ensure a detailed account of revenues and expenditures is presented to the Board as requested; • Shall submit annually the books of the Society to such persons as have been delegated by the Board to audit in preparation of the Financial Statement; • Shall ensure an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting; • Shall sign or countersign such documents that require their signature; • Shall with one (1) other Board member sign all cheques, drafts, notes and orders for the payment of monies pertaining to the Society fund and shall make payment and dispose of the same under direction of the Board; • Chairs the Finance Committee of the Board, where one exists; and • Carries out all other duties as assigned by the Board.
7.5	Powers Of The Board	The Board has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Board include: • Promoting the objects of the Society; • Promoting membership in the Society; • Hiring employees to operate the Society; • Regulating employees' duties and setting their salaries; • Maintaining and protecting the Society's assets and property; • Approving an Annual Budget for the Society;

		• Paying all expenses for operating and managing the Society; • Paying persons for services and protecting persons from debts of the Society; • Investing any extra monies; • Financing the operations of the Society, and borrowing or raising monies; • Approving all contracts for the Society; • Maintaining all accounts and financial records of the Society; • Appointing legal counsel as necessary; • Making policies, rules and regulations for operating the Society and using its facilities and assets; • Examining printed material and approving the same for publication. • Selling, disposing of, or mortgaging any or all of the property of the Society; and • Without limiting the general responsibility of the Board, it may, delegate its powers and duties to a paid administrator of the Society at the discretion of the Board; • Delegate the powers of Office to any other Board Member providing that the majority of the Board Members present so agree; • Allow Board Executive Officers shall have the powers to dispose of matters requiring immediate attention.
7.6	Meetings Of The Board	• The Board will hold at least five (5) meetings each year. • The President calls the meetings. The President may also call a meeting if any two (2) Directors make a request in writing and state the business for the meeting. • Ten (10) days' notice for Board meetings by mail, email, telephone, fax or delivery is required. • Four (4) of the Directors present at any Board meeting is a quorum.

		• An emergency meeting of the Board of Directors may be held at the request of not less than three (3) Board members. • Emergency Meetings of the Board of Directors shall be held as soon as possible and arranged by either electronic notice and/or phone. • Board decisions shall be decided by a majority vote by Directors present. • The general format for Board meetings shall be decided by the board.
8.0	Finance and Other Management Matters	
8.1	Fiscal Year	• The fiscal year of the Society is from July 1st to June 30th.
8.2	Borrowing Powers	• The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security. • The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.
8.3	General Provisions	• For the purpose of carrying on its work and accomplishing it's objectives, the Society may acquire funds from the following sources: Fees from Members, dues, subscriptions, collections, donations, devices (either in money or in kind), proceeds from entertainment, concerts and from any other source approved by the Board of Directors.
8.4	Audit of Accounts	• There must be an audit of the books, accounts and records of the Society at least once each year. A certified accountant appointed at each Annual General Meeting, or two members of the Society appointed by the Board must do this audit. For each Annual General Meeting of the Society, the Auditor(s) submit(s) a complete statement of the books for the previous year. • The Auditors shall each year in sufficient time prior to the AGM for that year audit the books and accounts of the Society for the year last ended and prepare and present to the said AGM the financial report of the income and expenditures of the Society for the said year and generally

		of the keeping of the books, the financial policies of the Board of Directors and the financial standing of the Society and shall make during the year such other investigations and reports upon the affairs of the Society as the Board of Directors may require them to do. • Remuneration for the appointed Auditor(s) shall be fixed by the Board of Directors.
8.5	Signing Authority	• The designated Officers of the Board sign all cheques drawn on the monies of the Society. • Two signatures are required on all cheques. • The Board may authorize an Executive Director to sign cheques for amounts under \$500. The Executive Director may not sign their own timesheet, expense report or pay cheque. • All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.
9.0	Books and Records	
9.1	Custody and Inspection of Books and Records by Members	• The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other relevant statute or laws. • The books of account will be kept at the office of the Society or at such place that the Board shall see fit and shall be available for inspection on request by any member in good standing. • A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his / her intention to do so. • Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours. • All financial records of the Society are open for such inspection by the Members. • Other records of the Society are also open for inspection, except for records that the Board deems as confidential or records that are statutorily deemed as confidential.

10.0	The Seal of the Society	
10.1		• The Seal of the Society shall be kept in the custody of the Secretary of the Society who shall keep the same in a secure depository at the Registered Office of the Society. • The Secretary has control and custody of the seal unless the board decides otherwise. • The Seal of the Society shall not be affixed to any instrument except by authority of a resolution of the Board of Directors and the affixing of the Seal shall be attested by the signature of at least two (2) of the Officers of the Society.
11.0	Amending Bylaws	
11.1		• These Bylaws may not be cancelled, altered or added to except by a Special Resolution at any Annual General or Special Resolution Meeting of the Society. • The twenty-one (21) days' notice of the Annual General or Special Resolution Meeting of the Society must include details of the proposed change to the Bylaws. • Special Resolution Bylaw amendments must be dated, verified and signed by five (5) Directors of the Board. • The amended Bylaws take effect after both approval of the Special Resolution at the Annual General Meeting or Special Resolution Meeting and official acceptance by the Corporate Registry of Alberta.
12.0	Distributing Assets and Dissolving the Society	
12.1		In the event of a dissolution of the Society: • The Society will not pay any dividends or distribute its property among its Members. • If the Society is dissolved, any funds or assets remaining after paying all debts will be disposed of as follows: - Paid to another Society in Alberta designated by the Board; or - Paid to another registered and incorporated charitable organization designated by the Board;

		Any remaining grants shall be returned to their funder. • Members select this organization and / or allocation of assets by Special Resolution. In no event do any Members receive any assets of the Society.
--	--	--