

**SOCIETY BY-LAWS**  
**Medicine Hat Paddling Club**

Alberta Registries #501 140 271 5

**PREAMBLE**

**Name of Society:** Medicine Hat Paddling Club

This document is the general bylaws of the Medicine Hat Paddling Club. These bylaws regulate the transaction of business and affairs of the Medicine Hat Paddling Club.

**MEMBERSHIP**

**1. TERMS OF ADMISSION**

- a. Any person residing in Alberta, and being of the full age of 18 years, may become a member upon payment of the annual membership fee.
  - i. Annual Membership Fees expire on December 31 and are not pro-rated.
  - ii. Members will have a 3 month grace period for renewal of their Membership after Dec. 31, and failing renewal, the member will be removed from the membership list.
  - iii. Membership Fees are non-refundable.
  - iv. The Membership fee in the Society (club) shall be determined, from time to time, by special resolution.
  - v. Lifetime Membership may be awarded from time to time, by a motion at a general (monthly) meeting for a deserving club member. A majority vote by the members will result in waived membership fees to the Society (club) for the recipient's lifetime.

**2. RIGHTS & PRIVILEGES OF MEMBERS**

- a. Members shall have the right to attend all general (monthly) meetings, the Annual General Meeting (AGM), Special Meetings, and at said meetings, the privilege to
  - i. vote and/or share their opinions
  - ii. request information or input to the discussions
  - iii. Volunteer as available.

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- b. Any member shall be eligible to serve in any office in the Society (club).
- c. Members shall have the right to attend Society (club) events/activities.
- d. Members shall have the right to request, by email to the appropriate Officer, to arrange to see the financial records and/or minutes of the Society (club) meetings.

**3. RESIGNATION OR EXPULSION OF MEMBERS**

- a. Any member wishing to withdraw from membership may do so at any time, by notifying the Director or Coordinator responsible for Membership by email,
- b. ANY member, upon a majority vote at a special meeting (with 21 days notice) may be expelled from membership for any cause which the Society (club) may deem reasonable.

**4. VOTING RIGHTS**

- a. Any member of the society (club) shall have the right to vote at Society (club) meetings in person and not by proxy or otherwise.
- b. Voting shall be done by a simple majority of those Members present at the meeting.

**MEETINGS**

**5. GENERAL (monthly) MEETINGS**

- a. The Board of Directors will set a schedule of general (monthly) meetings of the society for the year.
- b. The Board of Directors can change the schedule of monthly meetings with notice sent to the last known email address of each member, at least 21 days prior to the meeting, and posted on club social media either by the secretary or designate.
- c. Monthly meetings are open to the public, but only Members shall have the right to vote.

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- d. No monthly meetings are scheduled in July and August.
- e. Quorum for monthly meetings shall be 15% of the current membership.

**6. SPECIAL MEETINGS**

- a. A special meeting shall be called by the Board of Directors:
  - i. upon receipt of a clearly defined petition signed by one-third of the membership, or
  - ii. to address an issue of fundamental importance to the society (club) that cannot wait until the AGM.
- b. A special meeting can only address a single, specific issue (as per the Societies' Act)
- c. Special meeting notice:
  - i. will set forth the reasons for calling such meeting,
  - ii. shall be sent to the last known email address of each member, at least 21 days prior to the meeting (as required by the Societies Act) by the secretary or designate.
- d. Quorum for a special meeting shall be 15% of the current membership.

**7. ANNUAL GENERAL MEETING**

- a. The society (club) shall hold an Annual General Meeting (AGM) on or before December 31st in each year
- b. Notice shall be sent to the last known email address of each member, at least 21 days prior to the meeting and posted on club social media by the secretary or designate.
- c. Elections will be held to fill any expiring terms or vacant positions on the Board of Directors, by a majority vote of members in attendance, for:
  - i. President (2 year term),
  - ii. Vice-President (2 year term),
  - iii. Secretary (2 year term),
  - iv. Treasurer, (or Secretary-Treasurer) (2 year term),

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- v. five directors (staggered 2 or 3 year terms)
- d. The officers and directors so elected shall form the Board of Directors, and shall serve until their successors are elected and installed.
- e. Quorum for the Annual General Meeting shall be 15% of the current membership.

**8. BOARD OF DIRECTORS MEETINGS**

- a. The President, working with the newly elected Board of Directors shall determine a schedule for their meetings.
- b. The President, working with the Secretary shall set the agenda for the Board Meetings and the secretary shall email it to each Board Member in a timely fashion in advance of the meeting.
- c. Meetings of the Board of Directors may be held face-to-face, virtually or any combination thereof.
- d. Quorum at a Board of Directors Meeting shall be any 5 Board of Directors members attending the meeting.

**DIRECTORS AND OFFICERS**

**9. BOARD OF DIRECTORS**

- a. The Board of Directors shall manage the affairs of the Society (club), subject to the Societies' Act and subject to the club by-laws or directions given by a majority vote of Club Members..
- b. The Board of Directors shall pass a motion on who signs contracts and cheques for the society (club) and how many signatures will be required.
- c. No Director or Officer of the Society (club) shall receive remuneration for his/her services, however,
  - i. on occasion, the Board of Directors, or a general (monthly) meeting can give special approval for paying an honorarium to a Society (club) member.

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- d. Reasonable expenses incurred while carrying out duties of the Society (club) may be reimbursed upon approval from the Board of Directors.
  - e. Each Director or Officer holds office with protection from the Society (club). The Society (club) indemnifies each Director or Officer against all costs or charges that result from any act done in his/her governance role for the Society (Club). The Society (club) does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
  - f. No Director or Officer is:
    - i. liable for any other Director or Officer.
    - ii. responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society (club).
    - iii. liable for any loss due to an oversight or error in judgment or by an act in his/her role for the society (club), unless the act is fraud, dishonesty or bad faith.
  - g. A person appointed or elected a director becomes a director if:
    - i. they were present at the meeting when being appointed or elected, and did not refuse the appointment.
    - ii. they were not present at the meeting but consented to act as a director before the appointment or election, or within 10 days after the appointment or election,
    - iii. Any vacancy occurring during the year shall be filled at the next general (monthly) meeting, provided it is so slated in the notice calling such meeting.
10. APPOINTMENT AND REMOVAL OF DIRECTORS & OFFICERS
- a. Directors and Officers are elected at the Annual General Meeting (see #7, c. & d. above)
  - b. Any Director or Officer of the Society (club) can be removed from their position by a majority vote at a special meeting of the Membership. (see #6, Calling Special Meetings)

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**11. DUTIES OF DIRECTORS & OFFICERS**

**a. PRESIDENT**

- i. The President will be elected to a 2 year term.
- ii. The President shall be an ex-officio member of all Committees.
- iii. He/she shall preside at all meetings of the society and of the Board of Directors.
  - 1. In his/her absence, the Vice-President shall preside at any such meetings.
  - 2. In the absence of both, a chairperson may be elected at the meeting to preside.
- iv. The President, working with the Secretary shall generate an agenda prior to a monthly meeting, board meeting, special meeting or the Annual General meeting.
- v. The President shall be the official spokesperson for the Club and may delegate this role to another Member as needed.
- vi. The President may assign roles/tasks to volunteers from the Membership as needed.

**b. VICE-PRESIDENT**

- i. The Vice-President will be elected to a 2 year term.
- ii. The Vice-President shall preside in the absence of the President.
- iii. The Vice-President will be responsible for other Board of Directors tasks as assigned/agreed to.

**c. SECRETARY**

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- i. The Secretary will be elected to a 2 year term.
- ii. The Secretary shall have charge of all official correspondence of the society and be under the direction of the President of the Board.
- iii. It shall be the duty of the secretary, or designate, to maintain Society (club) records and keep accurate minutes at:
  - 1. monthly meetings of the Society (club)
  - 2. meetings of the Board of Directors,
  - 3. special meetings
  - 4. the Annual General meeting
- iv. The Secretary will prepare for submission to the Annual General Meeting (AGM) a duly audited statement of the minutes of the Society (club)
- v. He/She shall be responsible to file fundamental Society (club) amendments and Board of Director updates to the Corporate Registry office.
- vi. In cases of the absence of the Secretary, his/her duties shall be discharged by a volunteer Member.

**d. TREASURER**

- i. The Treasurer will be elected to a 2 year term.
- ii. The Treasurer shall be responsible for keeping an accurate record of all monies of the society (club).
- iii. He/She shall be responsible for receiving and depositing all monies paid to the society (club) into the designated banking institution.
  - 1. Collection of membership fees shall be overseen by the Treasurer
- iv. He/she shall present a full detailed account of receipts and disbursements to the Board of Directors in a reasonably timely manner if requested.

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- v. The Treasurer will prepare for submission to the Annual General Meeting (AGM) a duly audited statement of the financial position of the Society (club) and submit a copy of same to the Secretary for the records of the Society (club).
  - vi. The Office of the Secretary and Treasurer may be filled by one person if so decided at the Annual General Meeting.
- e. DIRECTORS AT LARGE
- i. Directors at Large are elected to 2 or 3 year terms.
  - ii. Directors at Large are responsible for roles agreed to, at the first Board of Directors meeting of each new year.  
These roles may include but are not limited to:
    - 1. Special Events
    - 2. Membership
    - 3. Social media postings and maintenance
    - 4. Special Projects

**FINANCIAL AFFAIRS**

**12. AUDITING**

- a. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by:
  - i. a duly qualified accountant, or
  - ii. by two members of the society, with an understanding of financial procedures and in good standing, elected for that purpose at a monthly meeting held prior to the Annual General Meeting of that year.
- b. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the Annual General Meeting of the society.
- c. The fiscal year of the society shall be November st.
- d. The books and records of the society may be inspected by any member of the society at the Annual General Meeting or at any

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time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same.

- e. Each member of the Board shall at all times have access to such books and records.

**13. BORROWING MONEY**

- a. For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such a manner as it thinks fit, in particular by the issue of debentures.
- b. This power shall be exercised only under the authority of the society (club), and in no case shall debentures be issued without the sanction of a special resolution of the society.

**FUNDAMENTAL CHANGES**

**14. AMENDING THE BY-LAWS or OBJECTS of the Society (club)**

- a. The by-laws or objects may be rescinded, altered or added to by a 'special resolution'.
  - i. Special Resolution is defined in Section 1(d) of the Societies Act.
- b. There must be a general (monthly) meeting, either the annual general meeting or a special meeting.
- c. There must be at least 21 days' notice to all members of the proposed change(s).
- d. At least 75% of the members who vote at the meeting must approve the change(s).

**Date of 2nd Draft for Board Approval: Sept. 4, 2024**

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**Date adopted by Membership:**

**Date Filed:** \_\_\_\_\_with Alberta Registries

**Signed by:**

**Witness: ??**