

Alberta Rowing Association
By-Laws

1.0 NAME OF THE ASSOCIATION

- 1.1 The name of the Association will be The Alberta Rowing Association also to be known as the ARA
- 1.2 The registered office of the ARA shall be in Edmonton.

2.0 MEMBERSHIP IN THE ARA

- 2.1 Any group of not less than five individuals operating within the Province of Alberta and having the objective of the development of rowing shall be eligible for membership, as a club in the ARA
- 2.2 Each club constitutes a zone of operation within the Province of Alberta. At no time will there be less than three (3) member clubs operating in three different municipalities in the Province.
- 2.3 Application For Membership – any rowing club may apply in writing to the secretary of the association stating:
 - a) the purpose of the club
 - b) the officers of the club
 - c) the address of the clubUpon approval by the directors and payment of fees they shall become a member.

2.4 Definitions:

A) Rowing Club means: a Club within the Province of Alberta carrying on an athletic program whose purpose is to promote one or more sports of which one is rowing.

B) University or College Rowing Club means: a club within the confines of a University or College carrying on an athletic program whose purpose is to promote one or more sports of which one is rowing.

C) High School Rowing Club means: a club within a High School carrying on an athletic program whose purpose is to promote one or more sports of which one is rowing.

D) Amateur: the definition of amateur shall at all times be the same as the definition prescribed by the International Olympic Committee.

2.5 Membership Fees:

A) The annual fee for membership shall be determined at the Annual Meeting of the Association.

B) The membership year of the Association shall be from April 1st to March 31st.

C) Upon payment of fees, membership shall be automatically renewed for each ensuing year. If fees have not been paid by June 1st of each membership year, a member is liable for suspension until those fees have been paid. If the fees are not paid by September 15th, the member shall be expelled (at the discretion of the Executive). A member expelled for non-payment of annual dues shall not be reinstated until all arrears in annual dues are paid in full.

2.6 Members in Good Standing

A) Any member of the ARA shall be held in “good standing” if it has paid the respective fees for the current financial year of the ARA

B) Any member Club or a person or persons representing a member club of the ARA who is found to have intentionally violated the objects or by-laws of the ARA pursuant to clause 3.7 (a) and (b) shall render that Club no longer in “good standing”.

2.7 Withdrawal From Membership

A) Any member may withdraw from the ARA by submitting their intention to withdraw in writing to the President or Secretary of the ARA or by mailing such notice to the registered office of the ARA. Such withdrawal shall take effect upon receipt by the A.R.A of such notice.

B) A member who withdraws from membership remains liable for any debts to the ARA incurred prior to withdrawal, but shall not be entitled to any of the privileges offered by the ARA

2.8 Suspension or Expulsion From Membership

A) Any member club of the ARA may be suspended or expelled by a two-thirds affirmative vote of the Board of Directors pursuant to the Clauses 3.7 (a) and (b), if they or a person or persons representing them are found to be responsible for gross neglect of duty or of behaviour that is likely to bring discredit to the ARA or for intentional violation of the objects or by-laws of the ARA

B) The expulsion of any member shall not be valid until confirmed by a two-thirds majority vote of all those present and eligible to vote at a special general meeting of the A.R.A of which prior notice of the proposed agenda was given.

C) The representative(s) of the member that is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the special general meeting before the special resolution is put to a vote.

D) If a member fails to pay their annual fees within two months of the beginning of the membership year, such member shall be suspended until the fees are paid.

2.9 Limitation of Liability of Members – no member Club of the ARA is in its individual capacity, liable for any debt or liability of the ARA

3.0 MEETINGS OF THE ASSOCIATION

3.1 Annual General Meeting

A) The annual General Meeting of the ARA shall be held within the Province of Alberta in such a location as the Directors may decide.

B) The Annual General Meeting shall be held in the middle two weeks of November

C) Notice of the time and place of the holding of such meeting shall be given by providing in writing such notice to all members in good standing at least thirty (30) days in advance of the meeting. Such notice shall also include the proposed agenda, the proposed changes in the by-laws, if any, and the list of nominations for elected officers, if any.

- D) The order of business at the Annual General Meeting shall be:
1. Call to order and roll call
 2. Adoption of Agenda
 3. Reading and adoption of minutes of previous Annual General Meeting
 4. President's report
 5. Treasurer's report
 6. Reports of committees, executive and member clubs
 7. Amendments to by-laws, if any
 8. General business
 9. Appointment of auditors
 10. Election of officers
 11. Proposed site and date of next Annual General Meeting
 12. Adjournment

3.2 General Meeting

A) The Board of Directors may, at their discretion, convene a General Meeting annually, in addition to the Annual General Meeting.

B) This meeting may be held in the month of April

C) Notice of the time and place of the holding of such meeting shall be given by providing in writing such notice to all members in good standing at least thirty (30) days in advance of the meeting. Such notice shall also include the proposed agenda

D) The order of business for a General Meeting shall be the same as for the Annual General Meeting, except that there shall be no annual reports given, no auditors appointed nor officers elected.

3.3 Special Meeting (Extraordinary General Meeting)

A) Special Meeting of the ARA may be called by the President or Secretary and shall be called upon written request of four (4) member Club representative of the ARA

B) The membership of the ARA shall be notified in writing at least twenty-one (21) days prior to the Special Meeting of the time, date, location, and the proposed agenda of that meeting.

C) Only business stated on the agenda will be undertaken at a Special Meeting, unless unanimous vote of approval for the addition of new business is given by those present.

3.4 Representation – at any Annual General Meeting, General Meeting or Special Meeting of the ARA, each member Club in good standing shall be allowed one (1) voting representative for five (5) to fifty (50) members, two (2) representatives for fifty-one (51) to one-hundred (100) members and an additional voting representative for every additional one-hundred (100) members over one-hundred (100)

3.5 Failure to Give Notice of Meetings – the accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members representatives eligible to receive notice, does not invalidate the proposed meeting or any business transactions or resolutions passed at the said meeting.

3.6 Meetings of the Board of Directors

A) Meetings of the Board of Directors shall be called at the discretion of the President, or in their absence, one of the Vice-Presidents

B) Members of the Board of Directors shall be sent a notice of the meeting giving the date, place, time and proposed agenda at least fourteen (14) day in advance of such meeting.

C) The President shall chair all meetings of the Board of Directors. In the absence of the President, the Vice-President (Technical) shall chair the meeting. In the absence of the Vice-President (Technical), the Vice-President (Development) shall chair the meeting.

3.7 Conduct of Affairs – all meetings of the ARA will be conducted in accordance with Robert's Rules of Order, Newly Revised

3.8 Quorums

A) At all Annual, General and special meetings of the ARA, a quorum shall consist of thirty-three (33%) percent of the total eligible representatives of member clubs. Proxy shall not be recognized in determining quorum

B) At all Board of Directors meeting, a quorum shall be a majority of the Directors of the ARA

C) If after forty-five (45) minutes of the proposed time of the commencement of the meeting quorum is not present, the meeting shall be cancelled. If, at the next meeting a quorum is not present after forty-five (45) minutes, the meeting should proceed.

4.0 VOTING

4.1 Any recognized member Club representative, member of the Board of Directors, or member of the Executive shall possess one vote in the affairs of the ARA except that only Directors and members of the Executive may vote at Board of Directors meetings.

4.2 Each Club must designate to the Secretary one (1) week prior to the meeting, the delegates that will vote.

4.3 Voting at all meetings of the ARA shall be by a show of hands in and in all affairs of the ARA, other than amendments to the by-laws and special resolutions, simple majority is sufficient to confirm any motion or resolution.

4.4 At no time and under no circumstance, shall any member delegate vote more than once on any given question, unless they are exercising a proxy vote.

4.5 In the event of a tie vote, the meeting Chair shall be entitled to exercise a second casting vote.

4.6 Proxy Vote – A proxy vote will be recognized for an Annual General Meeting or General Meeting only, and shall equal one vote in all matters. Only members of the Board of Directors may vote by proxy, providing:

A) That a written request, indicating who is to exercise the proxy, is received in writing by the secretary prior to the meeting.

B) That the proxy is requested and exercised by a Director in good standing.

5.0 BOARD OF DIRECTORS

- 5.1 The affairs of the ARA shall be vested in the Board of Directors (hereinafter referred to as the board) consisting of:
- A) A representative from and appointed by each member rowing Club chosen from their eligible voting delegates and forwarded to the Secretary one week prior to the Annual General Meeting
 - B) the elected officers (President, Past-President, Vice-President (Technical), Vice –President (Development), Secretary, Treasurer, and Director at Large) herein known as “the Executive”
- 5.2 Member Club representatives shall serve on the Board for one (1) year and may be reappointed by the clubs
- 5.3 In the event of a vacancy in member Club representative, the member Club may appoint any other member to fill that vacancy
- 5.4 Any director may be expelled by the Board for proven dishonesty or for gross misconduct of for failing or refusing to carry out their duties as director.
- 5.5 Authority of the Board – The Board of Directors has the Authority to interpret the by-laws and their decisions shall be final and binding unless challenged at the immediate next general meeting by unanimous decision of all representative present.

6.0 ELECTION OF OFFICERS

- 6.1 The president, Vice-President (Technical), Vice-President (Development), Secretary, Treasurer and Director at Large shall be elected officers in accordance with the following:
- A) They shall be elected at an Annual General Meeting by a majority vote of the eligible voters in attendance, for a term of two (2) years commencing on the day immediately following the Annual General Meeting.
 - B) The incumbent Officers shall be eligible for re-election.
 - C) If there is only one candidate for an officer position, that candidate shall be declared elected by "acclamation."
- 6.2 The position of Past-President will be occupied by the most recent President available for office, and failing that, the Board may appoint a member to fill the position.
- 6.3 Any vacancy occurring amongst the officers of the ARA will be filled by an appointment by the Board and ratified at the next general meeting.

7.0 DUTIES OF OFFICERS AND DIRECTORS

7.1 Duties of the President

- A) The President shall be the Chief Executive Officer of the ARA. It shall be their responsibility, in association with the Secretary, to call and prepare the agenda for all meetings of the ARA. The President shall preside over all meetings of the ARA as Chairperson.
- B) The President or their designate will be the official representative of the ARA with other associations, agencies, organizations and their different levels.

- C) The President or their designate shall be liaison officer with the different levels of government.
 - D) The President shall be an ex-officio member of all committees of the ARA.
 - E) The President shall ensure that all resolutions or orders passed by the membership or board are carried out. In emergency situations, the President has the power to act on behalf of the ARA without consent of the Board. The Board must ratify these actions at the earliest possible opportunity.
 - F) The President shall be a signing officer of the ARA and shall sign all instruments directed to be executed by the ARA.
- 7.2 Duties of the Past-President – the Past-President shall serve in an advisory position to the board and shall be responsible for undertaking any duties the Board may request of them
- 7.3 Duties of the Vice-President (Technical)
- A) The Vice-President (Technical) shall assist the President in the performance of their duties and in the absence of the President, shall perform the duties of the President.
 - B) The Vice-President (Technical) shall be responsible for overseeing the administering selection of athletes to receive grants and for the selection of provincial teams.
 - C) The Vice-President (Technical) shall establish the requirements to be met for selection purposes.
- 7.4 Duties of the Vice-President (Development)
- A) The Vice-President (Development) shall assist the President in the performance of their duties and in the absence of the President shall perform the duties of the President.
 - B) The Vice-President (Development) shall be responsible for studying the feasibility of any program before it is enacted to ensure that the ARA can effectively conduct the proposed program.
 - C) Once the program is deemed realistic and necessary, the Vice-President (Development) shall oversee its implementation.
 - D) The Vice-President (Development) shall be responsible for the development of coaches, officials, athletes and administrators of the ARA.
 - E) The Vice-President (Development) shall organize and implement clinics, workshops, and seminars to further develop the sport.
- 7.5 Duties of the Secretary
- A) The Secretary is responsible for recording the minutes of all meetings of the ARA.
 - B) It is the Secretary's responsibility to ensure that these minutes are kept up to date and are circulated to all designated recipients within fourteen (14) days of the meeting.
 - C) The Secretary shall have custody of the seal of the ARA as well as the minute books and the registry of members. The registry must contain an up-to-date list of member clubs and their addresses as well as the names or representatives and their addresses.

- D) The Secretary, cooperating with the President, will compile the agenda for all meetings of the ARA and will ensure that they are mailed to all members, along with notice of the time and date of the meeting, as designated elsewhere, the appropriate number of days prior to all meetings of the ARA.
- E) The Secretary, cooperating with the President, will be responsible for ensuring that all correspondence of the ARA, both incoming and outgoing, is properly filed and properly answered when it is received.
- 7.6 Duties of the Treasurer
- A) The Treasurer shall be responsible for carrying out the financial matters and keeping financial records of the ARA in order.
- B) The Treasurer must ensure that the annual audit of the ARA is carried out pursuant to clause 10.2 of these bylaws.
- C) The Treasurer must be prepared at all meetings to present an interim financial statement of the ARA and open the ARA books for inspection by the membership.
- D) The Treasurer shall issue receipts for all moneys received by the ARA and deposit the monies in the account of the ARA at a chartered bank or trust company.
- 7.7 Duties of the Director at Large
- A) The Director shall be responsible for undertaking any duties the Board may request of them.
- B) The Board may by majority vote, confer an award of merit on any person or organization for outstanding services rendered or of excellent achievement. Recommendations in writing and signed by two (2) Directors in good standing must be received six (6) weeks in advance of the Annual meeting.
- C) Regattas – the Alberta Time Trials, the Alberta Rowing Championships and any other Regatta sponsored by the ARA shall be held annually at a time and on a course determined by the Board of Directors in consultation with any other coordinating organization as may be required.
- 7.8 Indemnification and Limitation of Liability of Directors
- A) Every Director or servant of the ARA shall be indemnified by the ARA and it shall be the duty of the Directors, out of the funds of the ARA to pay all costs, losses and expenses which such Director or servant may incur, or be liable for by reason of any contract entered into or act or thing done by them, as such Director or servant, on in any way in the discharge of their duties, including travelling expense.
- B) No Director of the ARA is in their individual capacity, liable for any debt or liability of the ARA, unless the same shall happened through their own dishonesty or willful neglect.
- C) Travel expenses incurred in the carrying out of the business of the ARA may be authorized by the Board subject to predetermined guidelines as directed by the Board.
- 7.9 Remuneration

No Director or Officer of the ARA shall receive any remuneration for their services in the capacity of a Director or Officer.

8.0 RECORDS OF THE ASSOCIATION

- 8.1 The Secretary shall maintain the records of the ARA including minutes of meetings, correspondence and other records of the ARA.
- 8.2 The Treasurer shall maintain complete and proper records of the financial operation of the ARA.
- 8.3 The Audit – The ARA shall prepare an Annual Audit for presentation to the membership at the ARA Annual General Meeting. The auditors shall be appointed annually by the membership at the Annual General Meeting.
- 8.4 The Fiscal Year – The Fiscal Year of the ARA shall be from April 01 to March 31.
- 8.5 Disposal of Funds
- A) All monies received by or on behalf of the ARA shall be deposited in the accounts of the ARA which should be housed in a chartered bank or trust company.
- B) All disbursements shall be made by cheques signed by the President or some other designated director and countersigned by the Treasurer, with proper vouchers therefore.
- 8.6 Inspection of the Books and Records
- A) The books and records of the ARA shall be open to inspection by the Board of Directors at all meetings.
- B) Members of the ARA or their representative must give at least seven (7) days notice to their desire to examine the books and records of the ARA, except at General Meetings when notice is not required. The requested inspection must be at the convenience of the custodian of the books and records.

9.0 BORROWING POWERS

The Directors may, with approval of a majority of the delegates present at a General Meeting of the ARA, borrow funds up to the amount of Five-Thousand (\$5 000.00) dollars for the benefit and further development of the ARA.

10.0 THE SEAL OF THE ASSOCIATION

- 10.1 A) The seal of the Association shall consist of the word “seal” in a circle formed by the words “The Alberta Rowing Association” – an imprint of the seal appears in the margin.
- B) The seal of the ARA shall be kept in the custody of the Secretary and shall not be affixed to any instrument or document except by authority of the Board and in the presence of two (2) signing Officers of the ARA.
- 10.2 The President, Secretary, Treasurer and one designated Director shall possess signing authority for the ARA. The President, and Treasurer shall be the primary signing Officers, but in the absence of these two (2) Officers, the other two (2) Officers can fulfil this responsibility.

11.0 AMENDMENTS TO THE BY-LAWS

- 11.1 Notice of any proposed amendment to the By-laws must be circulated to all member clubs and their appointed representatives at least twenty-one (21) days prior to any meeting at which the amendment is to be considered.
- 11.2 Any amendment to the bylaws must be in the form of a “special resolution”. A “special resolution” must be passed by seventy-five (75%) percent of the eligible voters at a meeting.
- 11.3 “Special resolutions” may be proposed by the President or the Board on receipt of a written request signed by twenty (20) members of a Club in good standing of the ARA.
- 11.4 Following the adoption of such a resolution, the ARA must notify the registrar of the amendment within thirty (30) days.
No revision or alteration or addition to a bylaw has effect until it is registered by the registrar.

12.0 DISSOLUTION OF THE ARA

If at any Annual General Meeting a resolution for the dissolution of the ARA shall be passed by a two-thirds majority of the members’ representative, the Board shall thereupon proceed to realize the property of the ARA and after discharge of all liabilities of the ARA distribute the same to a charitable organization or some similar non-profit amateur sport association.