

CALGARY ROADRUNNERS CLUB

GENERAL BY-LAWS

DEFINITIONS

"Act" means the Societies Act, R.S.A. Chapter S-14, as amended from time to time;

"AGM" means any Annual General Meeting of the Club;

"Board" means the Board of Directors of the Club;

"Club" means the Calgary Roadrunners Club;

"Director" means a member of the Board;

"Member" means an individual having a membership in the Club pursuant to Section 1;

"SGM" means any Special General Meeting of the Club;

"Voting Member" means a Member entitled to vote in accordance with Section 2 (d).

"Chairperson" means the Director who chairs or presides over Club meetings.

1. MEMBERSHIP

(a) All persons who pay the membership fee prescribed by the Board from time to time shall be entitled to be a Member of the Club. In the case of a Family membership, each of the immediate members of such family shall be entitled to be a Member. Furthermore, honorary memberships may be issued with the approval of the Board.

(b) The term of Membership in the Club shall be 12 consecutive months beginning on the date which the annual membership is paid, provided that the Board may from time to time change the term of membership. Notwithstanding the foregoing, in the event any Member resigns, withdraws, is replaced or is expelled in accordance with these By-Laws, such Member's membership shall end upon such event without reimbursement of fees.

(c) Members may withdraw from the Club at any time by filing a written resignation with the Club.

(d) A Member of the Club may be expelled upon a majority vote of the Board for any reasonable cause which is detrimental to the function and character of the Club, including, insofar as it relates to the functioning of the Club and its membership, conduct unbecoming or unlawful behavior. The expelled Member shall lose all rights and privileges associated with being a Member.

2. MEETINGS

(a) Annual General Meetings

An annual general meeting ("AGM") shall be called by the Board and be held within sixteen weeks of the end of each fiscal year for the purposes of considering:

- (i) the report of the Board;
- (ii) the financial statements of the Club;
- (iii) the report of the auditor or auditors of the Club appointed pursuant to section 12 of these By-laws;
- (iv) any other business that may properly come before the AGM; and
- (v) designating Directors in accordance with section 3(a) of these By-laws.

(b) Special General Meetings

A special general meeting ("SGM") may be called by the Board at any time. A SGM shall be called by the President or Secretary if he or she receives a written request to do so, signed by at least 25 Voting Members of the Club.

(c) Quorum

At an AGM or a SGM, twenty-five Voting Members in good standing shall constitute a quorum. In the event of inadequate quorum, another meeting may be convened within 14 days.

(d) Eligibility to Vote

Each Member who is eighteen years of age shall be a Voting Member and shall be entitled to one vote in respect of matters at each AGM or SGM.

(e) Calling Meetings

Not less than twenty-one days written notice shall be given to each Voting Member of any AGM and not less than twenty-one days written notice shall be given to each Voting Member of any SGM. In computing such period, the day on which such notice is delivered or mailed shall be excluded and the day for which notice is given shall be included. Notices of an AGM or SGM shall state the matters to be discussed at the meeting. Written notice may be provided by electronic mail.

(f) Voting

Every question submitted to an AGM or SGM shall be decided by a majority of votes cast by Voting Members present in person or by proxy, with abstentions not counted as votes cast, with the exception of changes to the Application for Incorporation, objects and purposes of the Club or its By-laws (refer to section 15) which shall require approval of three-quarters (3/4) of the votes cast at a meeting of Voting Members present in person or by proxy. The Chairperson does not normally vote. However, in the case of a tie vote, the Chairperson of the meeting shall be entitled to cast the deciding vote. All votes shall be determined by a show of hands, unless the Chairperson of the meeting elects to call for a ballot, or a resolution calling for a ballot is approved.

(g) Irregularities

Minor, inconsequential irregularities in the notice of an AGM or a SGM or in the giving thereof, or the non-receipt of any notice by any Member or Members, shall not invalidate any resolution passed or any proceeding taken at an AGM or a SGM nor shall it prevent the holding of such an AGM or SGM.

(h) Proxies

A Voting Member may execute a proxy in favour of another Voting Member entitling the Voting Member proxy holder to vote on behalf of the Voting Member at an AGM or SGM, and any notice of a meeting of Members shall contain a statement that the Voting Members may exercise their right to vote through proxy and shall contain the form of proxy approved for use.

A proxy may be in the following form:

The undersigned Voting Member of the Calgary Roadrunners Club hereby appoints _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Calgary Roadrunners Club to be held on _____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Dated this _____ day of _____, 20____.

3. BOARD OF DIRECTORS(a) Constitution of the Board of Directors

The business of the Club shall be managed by the Board of Directors. The Board shall consist of a minimum of three directors and a maximum of ten directors. The total number of directors shall be appointed (elected by members in good standing) at the AGM or SGM.

(b) Designation of the Board

(i) Designation

The members of the Board of Directors shall, from amongst themselves, appoint a chairperson (the "Chairperson") of the Board and that individual shall hold that position until the earlier of:

- the election of a new Board at the next AGM or SGM;
- their resignation as Chairperson;
- the Chairperson ceasing to be a Director; or
- appointment by the Board of a new Chairperson.

(ii) Term of Office

- A. Directors appointed to the Board shall serve for a term of two years. However, any Director may be removed by resolution of the Voting Members.
- B. No Director appointed to the Board may serve more than three consecutive terms as a Director, unless approval for such appointment is given by a vote of the members present at an AGM.

(iii) Conditions of Service

No Director shall receive any salary or financial compensation for services as a Director, other than reimbursement for traveling and other expenses incurred on behalf of the Club that are approved by the Board. A Director ceases to hold office upon:

- being removed from office by the Voting Members;
- ceasing to be qualified for appointment as a Director; or
- his or her written resignation being delivered to the Board.

Any Director not attending a minimum of 5 Board meetings per year per Paragraph 3(j) may be removed at the discretion of the Board.

(c) Meetings of the Board

(i) Ordinary Meetings

The Board shall have at least eight regular meetings in each fiscal year at such times and places as the Board may decide; provided one of such meetings shall promptly follow the AGM.

(ii) Special Meetings

Special Meetings of the Board may be called at any time by either the Chairperson of the Board or the President of the Club on at least twenty-four hours' notice to each Director of the time, place and purpose of the meeting.

(d) Quorum

At a Board Meeting, a majority of the currently serving Directors of the Club present at or participating in the meeting shall constitute a quorum for the conduct of business. Board meetings

may be held without a quorum, provided that any decisions made shall be ratified at the next Board meeting having a quorum, failing which the decisions made without a quorum shall be null and void.

(e) Eligibility to Vote

Each Director shall be entitled to one vote in respect of matters properly before the Board at each monthly Board meeting. Members of the Club who are not Directors may attend meetings of the Board of Directors and may submit items of Agenda for discussion by the Board to the Chairperson prior to the monthly meeting but will not have voting rights at this event.

(f) Calling Meetings

The Directors may make regulations regarding the time and manner that notice shall be given of meetings of the Board. In the absence of such regulations and, subject to the provisions of section 3(c)(ii) of these By-laws, fourteen days' written notice shall be given to each Director of any meeting of the Board. In computing such period of fourteen days, the day on which such notice is delivered or mailed shall be excluded and the day for which notice is given shall be included. Notices of meetings shall state the matters to be discussed at the meeting. A Board meeting may be convened without proper notice having been given provided all Directors present at such meeting agree to waive such notice requirement.

(g) Voting

Every question submitted to a meeting of Directors shall be decided by a majority of votes cast by Board members present with abstentions not counted as votes cast. The Chairperson does not normally vote. However, in the case of a tie vote, the Chairperson of the meeting shall cast the deciding vote. All votes shall, unless the Chairperson of the meeting elects to call for a ballot, or a resolution calling for a ballot is approved, be determined by a show of hands.

(h) Irregularities

Irregularities in the notice of a meeting of the Board or in the giving thereof, or the non-receipt of any notice by any Director or Directors, shall not invalidate any resolution passed or any proceeding taken at a Board Meeting and shall not prevent the holding of such Board Meeting.

(j) Telephone Meetings, Unanimous Written Resolutions

Meetings of Directors may be conducted by telephone or electronic means provided proper notice of such meeting has been given in accordance with paragraphs (c) and (f) hereof; and provided all Directors participating in such meeting are able to hear or communicate with each other. Any matter to be decided at a Board meeting may be decided upon by written resolution of the Directors provided all Directors entitled to vote on such a matter have executed the written resolution.

(k) Vacancies

A vacancy occurring in the Board of Directors may be filled for the remainder of the term upon a majority vote of the directors then in office provided there is a quorum. If there is not a quorum or in the event a majority of the directors then in office do not wish to fill the vacancy, the Voting Members entitled to elect or appoint a director for the vacant position may do so by resolution.

4 OFFICERS

There shall be a President, Vice-President, Secretary and a Treasurer for the Club and such other officials as the Board may by resolution determine from time to time. One person may hold more than one office. Excepting the Treasurer, all other Officers are expected to be members of the Board. The Chairperson of the Board may be the President of the Club.

The Officers shall be appointed at the first meeting of the Board following each AGM, or otherwise at any other Board meeting. Each Officer elected or appointed by the Board shall hold office from election or appointment until the earlier of:

- (a) 24 months has expired from election or appointment;
- (b) the election or appointment of a replacement Officer;
- (c) the resignation of the Officer; or
- (d) such Officer is removed by the Voting Members or the Board.

The Board may, at its discretion, appoint an employee or Officer on a part-time or full-time basis for such compensation, duration and other terms as the Board deems to be appropriate. The employee may, at the Board's discretion, be an Officer of the Club.

If any Officer of the Club becomes incapable of serving in that capacity, the Board may appoint a replacement.

5 DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

(a) The President shall, when present, preside at and act as chairperson of all meetings of the Members. The President shall also be charged with the general supervision of the affairs of the Club and such other duties and tasks relating to the Club as may from time to time be determined by the Board.

(b) The Vice-President shall, in the absence of the President, preside at and act as Chairperson of all meetings of the Members and be charged with the general supervision of the affairs of the

Club. The Vice-President shall also assume such other duties and tasks relating to the Club as may from time to time be determined by the Board.

6 DUTIES OF THE SECRETARY AND TREASURER

(a) The Secretary shall:

- attend all meetings of the Members and of the Board;
- record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose;
- give all notices required to be given to Directors and to Members;
- be the custodian of all books, papers, records and other documents belonging to the Club (except such as he or she may leave in the custody of a person or persons when authorized by a resolution of the Board so to do); and
- perform such other duties relating to the Club as may from time to time be determined by the Board.

The Board may delegate some or all foregoing duties to an employee appointed in accordance with section 4 of these By-laws. The Calgary Roadrunners Club has dispensed with the use of a seal.

(b) The Treasurer shall:

- keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account;
- deposit all moneys or other available effects in the name and to the credit of the Club in such bank or banks as from time to time be designated by the Board;
- disburse the funds of the Club for which the Treasurer is responsible under the direction of the Board taking proper vouchers therefore;
- render to the Board, at meetings thereof or whenever required, an account of all transactions as Treasurer and of the financial position of the Club; and
- such other duties relating to the Club as may from time to time be determined by the Board.

The Board may delegate some or all the foregoing duties to an employee appointed in accordance with section 4 of these By-laws.

7 COMMITTEES

(a) The Board may appoint one or more Committees for such purposes and with such responsibilities as the Board may decide from time to time.

(b) The members of any such Committee need not but may include one or more Members and Directors.

(c) Each such Committee shall report on its activities to the Board in such manner and at such times as the Board may designate at the time such Committee is formed.

8 DUTY AND STANDARD OF CARE

Every Director and Officer of the Club in exercising his or her powers and discharging his or her duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Club; and
- (b) exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.

Every Member, Director and Officer of the Club shall comply with the requirements of the Act and of these By-laws;

No Director or Officer for the time being of the Club shall be liable for the acts, receipts, neglects or defaults of the Club, or of any other Director or Officer or employee of the Club, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Club shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or with which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of monies, securities or effects or any damage resulting from any dealings with any monies, securities or other assets of or belonging to the Club or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her failure to exercise the powers and to discharge the duties of his or her office honestly and in good faith.

9 INDEMNITIES OF DIRECTORS AND OFFICERS

Except in respect of an action by or on behalf of the Club to procure a judgement in its favour, the Club shall indemnify a Director or Officer, his or her heirs, executors administrators and assigns against all charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of having been a Director or Officer of the Club, if:

- (a) he or she acted honestly and in good faith; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Where an action is brought by or on behalf of the Club to procure a judgement in its favour and a Director or Officer is made a party to the action by reason of being or having been a Director or Officer of the Club, the Club shall indemnify the Director or Officer against all costs, charges and expenses reasonably incurred by him or her in connection with the action if he or she satisfies the requirements of (a) and (b) above.

Notwithstanding anything in this section 9, a Director or Officer of the Club is entitled to indemnity from the Club in respect of all costs, charges and expenses reasonably incurred by him or her in connection with the defense of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being a Director or Officer of the Club if the person seeking indemnity:

- (c) was substantially successful on the merits in his or her defense of the action or proceeding; and
- (d) is fairly and reasonably entitled to indemnity.

10 INSURANCE

The Club shall purchase and maintain insurance for the benefit of any person or any Director or Officer against any liability incurred by him or her in his or her capacity as such Director or Officer, except when the liability relates to his or her failure to act honestly and in good faith.

11 BANKING

(a) The Club's bank accounts shall be kept in such bank or banks as the Board may by resolution from time to time determine and all Club funds shall be deposited to the bank account/s.

(b) Cheques on the Club's bank accounts, drafts drawn or accepted by the Club and promissory notes given by it may be signed, drawn or accepted by such person or persons as the Board may by resolution name for that purpose. All Club cheques of \$200 or more being paid out shall have two signatures, one of which shall be that of an Officer of the Club. Club cheques of lesser value may be signed by only one approved Club signatory.

(c) Bills of exchange, promissory notes, cheques or orders for money may be endorsed for deposit to the credit of the Club by such person or persons as the Board may name for that purpose.

12 AUDITORS

The Voting Members shall, at each AGM of the Club, appoint one or more auditors to hold office until the next AGM of the Club for the purpose of examining and reporting upon the accounts of the Club. The Board may fill any casual vacancy in the office of the auditor. The auditor shall annually prepare audited financial statements for the Club. The auditor or auditors may be volunteer positions

and there shall not be a requirement that the auditor or auditors be a professional firm engaged on a fee for service basis.

13 FISCAL YEAR

Until otherwise determined by resolution of the Board of Directors, the fiscal year of the Club shall end on the 30th day of September in each year.

14 NOTICES

All notices and other communications hereunder shall be in writing and shall be deemed to have been duly given when personally delivered, emailed, mailed by registered mail or shipped via overnight courier service. Written notice may be provided by electronic mail in those instances where the intended recipient has consented thereto in writing, including by electronic mail.

Service shall be deemed to be affected on the day when personally emailed, delivered or on the second following business day after being remitted by registered mail, overnight courier service, or electronic mail.

15 BY-LAWS, ENACTMENT, AMENDMENT AND REPEAL

The By-laws of the Club may be rescinded, altered or added to by special resolution of not less than three-quarters (3/4) of the Voting Members present at an AGM or SGM or by proxy. Not less than twenty-one days written notice shall be given to each Voting Member of any AGM or SGM for this purpose. Thereafter any such enactment, repeal or amendment shall be submitted to the Registrar of Corporations for Alberta for approval and shall not be acted upon until such approval is obtained.

16 BORROWING BY-LAW

The Club may borrow from a chartered bank or trust company such amounts as the Voting Members by majority vote agree, provided that at no time shall the aggregate of indebtedness of the Club outstanding exceed Ten Thousand (\$10,000.00) Dollars. Upon consent of the Voting Members, any two of the President, Vice-President and the Treasurer are authorized to enter into such loan and security arrangements with a chartered bank or trust company as have been previously approved by the Voting Members in connection with such borrowing.

17 DISSOLUTION OF THE CLUB

Upon dissolution of the Club, the Club's assets shall be distributed in accordance with Section 33 of the Act, in accordance with the directions of the Board.

18 RECORDS

The Secretary shall prepare or cause to be prepared the minutes of the meetings of the Members and Directors of the Club and shall have custody of the following documents at the offices of the Club:

- (a) the application for incorporation, the objects and purposes of the Club and the Bylaws of the Club, and all amendments;
- (b) the minutes of the AGMs and SGMs;
- (c) copies of the audited financial statements of the Club; (d) the minutes of the meetings of the Directors; and
- (e) all other books and records of the Club.

All such records shall be open to inspection by the public at the offices of the Club during normal business hours.

19 REGISTERED OFFICE

The registered office of the Club shall be maintained in Calgary, Alberta.