



BY-LAWS

Voted on and approved at the
Annual General Meeting
28 November 2022

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President

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BY-LAW #1 - MEMBERSHIP

1. Any person in Yellowknife who wishes to participate in the programs of the Yellowknife Gymnastics Club may apply for membership.
2. **Full Membership**
 - a. Anyone over the age of 16 years who participates in the sport of gymnastics or any other programs offered by the Club, holds technical background conducive to the Club's programs, who has children enrolled in the programs of the Club or who is otherwise involved in the organization and programming of the Club is eligible for Full Membership in the Club.
 - b. Any person under the age of 16 who wishes to become an Athletic Member of the Club must be sponsored by a parent or guardian over the age of 16 years who is a Full Member of the Club.
3. **Athletic Membership** - Anyone under the age of 16 years who participates in the sport of gymnastics or any other programs offered by the Club in any capacity is eligible for an Athletic Membership in the Club.
4. **Lifetime Honorary Membership** - Any person nominated by the Board of Directors may, upon a majority vote of the Board, be granted a Lifetime Honorary Membership in the Club.
5. **Renewal of Membership** - Memberships other than Honorary Memberships shall be renewable on an annual basis and will be confirmed upon payment of the annual membership fee.
6. **Membership Fees** - Annual membership fees shall be set at the Annual General Meeting or a Special General Meeting each year and shall include insurance and fund raising.

BY-LAW #2: REPRESENTATION AND VOTING RIGHTS

Good Standing

A member shall be deemed to be in good standing when:

- a) registration fees have been paid as prescribed by the club;
- b) has not violated the bylaws and policies of the club; and
- c) is not subject to a disciplinary investigation or action of the club

Responsibilities of a member:

- a) adhering to the vision, mission, and values of the club; and
- b) adhering to club bylaws, policies and procedures.

1. Every member of the Club is entitled to attend all general meetings of the Club and all meetings of the Board of Directors.
2. Each Full Member and Honorary Member shall be entitled to one (1) vote at general meetings.
3. Athletic Members shall not be entitled to vote.
4. Any Full Member and any Honorary Member of the Club is eligible to hold a position on the Board of Directors.
5. Each member of the Board of Directors shall be entitled to one (1) vote at all General and Board of Directors Meetings.
6. Any member whose conduct is considered detrimental to the Club may be expelled by resolution passed by a majority of the Board of Directors of the Club. This will result in the cessation of voting privileges.
7. A member of the Club may at any time, by letter addressed to the Treasurer / Secretary or by non-payment of annual fees, withdraw as a member of the Club.
8. Voting on Club elections shall be by secret ballot and a simple majority of those Full and Honorary Members who are in good standing present at the meeting shall decide the election. Voting on all other matters may be by a show of hands.

9. **Proxy Votes** – All voting members, as defined above, are allowed to bring 1 (one) proxy vote to an AGM or Special General Meeting. Proxy votes are counted toward the attendance in order to reach quorum. In order for a proxy vote to be legitimate, the member surrounding their vote to proxy shall sign a form, provided by the General Manager. This form will be turned in prior to the start of the AGM or Special General Meeting to the Director of Administration.

BY-LAW #3: MEETINGS

1. All meetings shall be conducted under “Bourinot’s Rules of Order” (Canadian)
2. **Annual General Meeting (AGM)** - The Annual General Meeting of the Club shall be held on or before February 29th in each year.
3. **Planning and Notification of AGM**– The Board of Directors is responsible to set the date for and advertise the AGM. This is to be accomplished by:
 - a. The membership shall be advised of the AGM no later than 14 days prior to the planned AGM date through multiple avenues including but not limited to (email, website, social media etc.).
 - b. The notification shall include:
 - i. Date of the AGM
 - ii. Time of the AGM
 - iii. Location of the AGM
 - iv. Availability of virtual attendance
 - v. Planned agenda for the AGM
 - c. Any voting member wishing to have an item added to the agenda must make it known to the club General Manager no later than 7 days prior to the AGM. Any additions to the Agenda will be sent out to the membership 6 days prior to the AGM and the agenda will be locked at that point.

4. **Execution of the AGM** – The following procedures shall be followed at each AGM:

- a. Quorum will be considered achieved with a minimum of 10 (ten) voting members in attendance.
- b. The President will chair the meeting and call the AGM to order at the designated time or once quorum has been reached, whichever occurs last. In the absence of the President, the Vice President will chair the meeting and hold tiebreaker votes.
- c. The Treasurer/Secretary will take attendance and minutes for the meeting.
- d. Only items on the agenda outlined in By-Law #3 Para 3.c. will be discussed at the AGM. There will not be any items from the floor at the AGM. This is to ensure all members, whether in attendance or not, are aware of the business being discussed.
- e. Minutes from the previous AGM will be presented. Only those in attendance at the previous AGM can vote on the acceptance of the previous minutes.
- f. All Directors will provide a report on their responsible directorate. As part of the Treasurer/Secretary report, they will present the financials as well as the proposed fee schedule for the upcoming season to be voted on by voting members.
- g. Any new business items requiring approval will be handled as follows:
 - i. A motion will be read.
 - ii. A discussion period of 3 minutes will take place.
 - iii. A call for a movement to accept/deny the motion will take place by the chair.
 - iv. A voting member will move to accept the motion.
 - v. A voting member will second the motion, if there are no seconders, the motion will be declined.
 - vi. Once the second has been received, the chair will call for a vote.
 - vii. The motion will either be passed or declined.
 - viii. In the event of a tie, the chair will serve as the deciding vote.

h. Elections to the Board of Directors will be the last order of business for the AGM. In order to be elected to the Board of Directors, a member must be nominated, accept the nomination then voted in. In the event that there is more than one candidate, a secret ballot vote will take place. The schedule for elections is as follows:

- i. President (odd years)
- ii. Past President (odd years)
- iii. Vice President (even years)
- iv. Treasurer/Secretary (even years)
- v. Director of Sponsorship and Fundraising (odd years)
- vi. Up to 8 Members at Large (annually)

i. There will be a call for a motion to adjourn. Once the call has been received the meeting is considered adjourned, no seconder is required.

5. **Special General Meetings** - A Special General Meeting may be called at any time by the President or in their absence, the Vice-President. Notice of the date, time and place of any Special Meeting shall be given to ALL Members in a manner to be determined by the Board of Directors, provided that such notice shall be given no less than one full week prior to the date of the meeting. The membership shall be advised of the special meeting date and time through multiple avenues including but not limited to (email, website, social media etc.).

6. In the interval between Annual General Meetings, any action that might lawfully be taken at a Special General Meeting may be taken by vote conducted by email, fax or telephone. In such circumstances, the vote shall be taken by the Secretary and the ballots of each member casting a vote must be preserved in the Secretary's files for a period of at least one (1) year.

7. Any fifteen (15) members may call a meeting by presenting a signed request to the President, who shall call a special meeting within fifteen (15) days after receipt of such request.

8. A majority of the Board of Directors will constitute a quorum at any Board of Directors meeting, however conducted.

9. Each Full Member and Honorary Member shall be entitled to one (1) vote at special meetings.

10. **Board of Director Meetings** – The Board of Directors shall strive to meet once a month but not less than once a quarter. A majority of Board of Directors will constitute a quorum at any Board of Directors meeting, however conducted

BY-LAW #4 – BOARD OF DIRECTORS

1. The Board of Directors shall be comprised of the Executive and Members at Large. The breakdown of these positions are as follows;

- 1.1. President (Executive)
- 1.2. Past President (Executive)
- 1.3. Vice President (Executive)
- 1.4. Treasurer/Secretary (Executive)
- 1.5. Director of Sponsorship and Fundraising (Executive)
- 1.6. Up to 8 Members at Large

2. The Terms for Board of Directors is two years for Executive Members and one year for Members at Large. The replacement schedule is outlined in By-Law #3 section 4.h.

3. Terms of Reference for each position are;

A. President

- To preside at all general meetings of the members of the Club and at all meetings of the Board;
- To oversee and direct the business and affairs in accordance with the constitution of the Club, by delegation of duties to the Board and employees;
- To maintain a communication link with all members and the Board of Directors on a reasonable and regular basis;
- To maintain signing authority on Club funds;
- To cast tie breaking votes.
- To consult all members of the Board on all major decisions.
- To be responsible to oversee the promotion and development of the Club
- To prepare an annual President's report for the Annual General Meeting of the Club.

B. Past President

- Provides leadership guidance to the YKGC Board and, primarily, serves to support the Executive Board;
- Shares information and offers guidance in decision-making to the Executive, ensuring that they have the necessary information and resources to perform their duties
- Past President position can be held by any Past President of the Club at the request of the current President of the Board.

C. Vice President

- To perform the duties of the President, where necessary, in their absence.
- To liaise with the Northwest Territories Gymnastics Association and, where appropriate, with other clubs and organizations which support the Club's programs;
- To ensure the Club is represented at all meetings such as Northwest Territories Gymnastics Association and at Sport North meetings;
- To act as liaison between the Committee Chairs and the Officers;
- To be responsible for personnel matters within the Club;
- To maintain signing authority on Club funds;
- To perform all other duties as assigned by the President.

D. Treasurer/Secretary:

- To issue notices of all Club meetings, take minutes of such meetings and ensure that such minutes are preserved for future reference;
 - To conduct all official correspondence as requested by the Board;
 - To contact membership regarding agenda items, reports, and correspondence and inform said membership where to forward agenda items prior to meetings.
 - To perform other duties as assigned by the President.
 - To keep a full, accurate and up to date account of receipts and disbursements of the Club.
 - To deposit all monies and other valuable assets (term deposits), in the name of and credit to the Club.
 - To maintain signing authority on Club funds.
 - To prepare and present a fiscal year end financial statement for the Annual General Meeting.
 - To oversee all valuable funds (ie. Ensure all term deposits are rolled over, etc.)
 - To provide a financial statement for the executive meetings upon request from the President.
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- To ensure all annual membership and fundraising fees are paid and all Members are registered with the NWT Gymnastics Association on an annual basis.
- To perform all other duties as assigned by the President.

E. Sponsorship and Fundraising:

- To organise and prepare fundraising opportunities for the Club;
- Research and work with General Manger on the creation and submission of grant and funding proposals;
- Develop and maintain Sponsorship Package;
- Chair fundraising committee;
- To perform all other duties as assigned by the President.

F. Members at Large

- Participate in the development, review, and distribution of the YKGC's organization's governance policies, bylaws, and strategic plans;
- Draft, debate, review, and distribute governance policies of YKGC, including board term limits, and roles of the Executive Board.

G. The Board of Directors shall have the following additional powers:

- To add positions to the Board as defined by the members at the Annual General Meeting.
- From time to time to make a change of Rules and Regulations consistent with these By-Laws for the management of the Club's affairs/business and the discipline of its members.
- To delegate any of the powers of the Board of Directors to any standing or special committee, or to coaching staff in terms set out by the Board of Directors;
- To impose and enforce penalties on members for any violations of the By-Laws, Rules or Regulations of the Club.
- To affiliate with other groups or associations with similar interests.
- To receive donations and benefits for the purpose of furthering the objectives of the Club.

- If an officer resigns during their term of office, the President will appoint someone to fill the position for the duration of the term with the approval of the Board of Directors.
4. Any member of the Board of Directors may be expelled by a two-thirds (2/3) majority vote of the Board of Directors for proven dishonesty, or for gross misconduct or for failing or refusing to carry out his/her duties as an officer as set forth in these By-Laws.
5. The Board of Directors of the Yellowknife Gymnastics Club affirms that directors serve on a voluntary basis, and no remuneration will be provided for their services. The commitment, expertise, and time invested by directors are considered contributions to the advancement of our mission and are not compensated financially.

BY-LAW #5 – FINANCIAL MANAGEMENT

1. **Fiscal Year** - Fiscal year end shall be December 31st in each year.
2. **Borrowing Powers** - For the purposes of carrying out its objectives, the Board of Directors may, by majority vote, borrow funds for the current operations of the Club, but the total of such funds shall not at exceed one-half of the Club's revenues in the preceding fiscal year. The Board of Directors may, with the approval of a majority of the members present at a special meeting or the Annual General Meeting, borrow funds for capital expenditures.
3. **Bank Account and Signing of Cheques** - One or more bank accounts shall be kept in the name of the Club at a chartered bank or a credit union in Yellowknife to be selected by the Board of Directors. All cheques, drafts, promissory notes and valuable documents shall be made, drawn, accepted, endorsed or signed by any two signing authorities consisting of the President, Vice-President and Treasurer.
4. **Fiscal Management** - The Treasure/Secretary Director shall ensure an annual financial statement is prepared prior to the Annual General Meeting and is reviewed and signed by two Officers of the Club.
5. **Operational Expenses** – The General Manager has the authority to make purchases in relation to operations of the club to a limit defined in the Policy and Procedures Manual. Any expenditure that exceeds the pre-defined limit must be approved by the Board of Directors. Operational expenses above and beyond O&M and outside the defined annual budget, will require Board approval.

6 **Financial Audits** -The Yellowknife Gymnastics Club shall conduct a bi-annual financial audit by an independent and qualified auditor or audit firm.

- A. Audit Report: The auditor shall provide a detailed audit report to the Board of Directors, including financial statements, findings, and recommendations. The report shall be presented at the Annual General Meeting for review by the members.
- B. Board Access: Members of the Board of Directors shall have access to all financial records and audit reports. Any member requesting access to financial records must make a formal request to the Board.

7. **Books and Records** -The Yellowknife Gymnastics Club shall ensure that all books and records required to be kept by the Act, these bylaws or any other statute or law are regularly and properly kept. The club will from time to time specify a time and place at which Members may view the books and records of the club.

BY-LAW #6 – OPERATIONS

1. The operation of the club will be governed by the following three documents:
 - a. **By-Laws** – The official copy of the By-Laws will be held by the General Manager on the Club computer and posted on the Club website. By-Laws can only be amended through a vote by the membership at an Annual General Meeting or a Special General Meeting. Any proposed amendment to the Constitution or By-Laws of the Club must be submitted in writing to the Officers of the Club. The Amendments will be presented to the next general meeting (annual or special) falling 10 days or more after the date of submission. Any amendment, to be accepted, must pass by a vote of three-quarters (3/4) of those voting members present at the annual or General Meeting at which it is presented.
 - b. **Policies and Procedures Manual** – The official copy of the Policy and Procedures Manual will be held by the General Manager on the Club computer and posted to the Club website. Policies and Procedures can only be amended by a majority vote by the Board of Directors. If the Board of Directors operate outside the parameters of the approved Policies and Procedures, a motion must be passed by the majority of the Board of Directors, outlining the reason for the contravention
 - c. **Operations Manual** – The official copy of the Operations Manual will be held by the General Manager on the Club Computer and posted on the Club website. This document will outline the day to day operation of the Club. The General Manager has the authority to amend the Operations Manual.
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2. The Board of Directors will oversee the hiring of the following positions;
 - a. General Manager (full time)

3. All staff positions will be at the discretion of the General Manager. The Operations Manual will outline the layout of the staff positions and contain the Terms of Reference for staff.

BY=LAW #7 – DISSOLUTION

1. Upon dissolution or winding-up of the Club, assets, after payment of liabilities, shall be distributed to one or more registered societies designated by the Club.