

Prince Albert Golf & Curling Club
Bylaws
(last reviewed and changed 22 October 2014)

Preamble

Whereas the Club was incorporated under the Non-Profit Corporations Act on 16 September 1981 as the Prince Albert Golf & Curling Club Inc.

And, whereas the Club is empowered under the Act to make By-laws;

Therefore, the Club's Bylaws are as follows:

I. Name

This organization shall be called the Prince Albert Golf & Curling Club Inc., hereafter referred to as the Club.

II. Interpretations and Definitions

1. In these bylaws, unless the context otherwise requires, the expression:
 - (i) "Annual Meeting" of the membership shall be held annually, the date to be determined by the Board of Directors;
 - (ii) "Board of Directors" shall mean the Board of Directors of the Prince Albert Golf and Curling Club Inc.;
 - (iii) "Club" shall mean the Prince Albert Golf & Curling Club Inc.;
 - (iv) "Director" shall mean individual member of the Board of Directors;
 - (v) "Ex-officio" means by virtue of office and does not limit the duties or capacity of any person who is an ex officious. It could be a Director, a member of a Team or working group or the holder of any other office. It only limits that person's right to vote;
 - (vi) "Members" shall mean any individual or business who pays membership fees determined by the Board of Directors;
 - (vii) "President" shall mean the President of the Prince Albert Golf & Curling Club Inc.
2. Except where excluded by context, words importing the feminine gender shall include the masculine and vice versa.

III. Location

1. The head office of the Club shall be in the City of Prince Albert, in the Province of Saskatchewan, and at such place that the Board of Directors may determine.

IV. Mission

1. The Mission of our Club is to "provide a welcoming, accessible, year round environment for people of all ages and abilities to build friendships, sportsmanship and skill development through sports, social and leisure opportunities."

V. Members of the Club, Their Responsibilities and Privileges

1. There shall be 3 types of membership categories within the Club as follows:
 - (i) Individual member who become members by paying dues;
 - (ii) Business member who become members by paying dues;
 - (iii) Life member who is recognized by the Board of Directors for exemplary leadership and service to the Club over many years and are exempt from dues.
2. All Members shall have the following privileges bestowed to them:
 - (i) One vote per member at the Annual Meeting;
 - (ii) Discounts as approved by the Board of Directors;
 - (iii) Name listed in alphabetical order on the Membership List displayed in a prominent place within the Club.
3. All Members shall have the following responsibilities to the Club:
 - (i) Pay membership dues as established by the Board of Directors;
 - (ii) Contribute to the promotion and usage of the Club by members and others within our community at large;
 - (iii) Contribute skills, time and energy to the working groups and governance teams that contribute to the programs, service or leadership of the Club;
 - (iv) When dues are not paid by the member within 30 days of lapsing, their name is removed from the Membership list and all privileges are lost.

VI. Membership Dues

1. Dues are determined and established by the Board of Directors.

VII. Board of Directors

1. The Board of Directors shall be composed of 12 directors who hold membership in the Club.
2. The Board of Directors shall govern the Club, manage and control its properties and oversee the programs and services delivered to its members and guests.
3. The Board of Directors shall share and contribute to the Mission of the Club.
4. Election of new directors or election of current directors to a new term will occur as an item of business at the Annual meeting of the Club. Directors will be elected by a majority vote of the membership present at the Annual meeting.
5. Where a vacancy on the Board of Directors occurs by death, retirement, removal or incapacity, the Board of Directors will replace the vacant position with a member who meets the criteria of the departed Director.
6. The Board of Directors, and all directors, will operate within a Code of Conduct approved by the membership at the Annual Meeting.
7. No remuneration will be paid to any director of the Board of Directors for services as a director of the Board. Through policies of the Board, reasonable expenses may be allowed for travel, accommodation and meals should a director be required to attend a function or meeting on behalf of the Club.
8. At the discretion of the Board of Directors, a Manager may be appointed to carry out the duties assigned by the Board. This individual would serve as an ex-officio on all committees of the Board.

9. The Board of Directors must be composed of the following members:
 - (i) 3 individuals who participate in golfing leagues organized for members;
 - (ii) 3 individuals who participate in curling leagues organized for members;
 - (iii) 3 individuals who are members at large;
 - (iv) 2 business members;
 - (v) 1 individual appointed by the City of Prince Albert.
10. Within one week of the Annual Meeting, the Board of Directors shall meet to declare the Officers of the Board of Directors.
11. Officers of the Board of Directors include:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer;
 - (iv) Secretary.
12. Responsibilities & functions of the President shall include:
 - (i) Regulate the order of business of Board of Directors meetings;
 - (ii) Have signing authority of all papers and documents requiring signatures on behalf of the Club;
 - (iii) Present a report to the Annual meeting of the membership;
 - (iv) Appoint a chairperson to all standing and ad hoc teams of the Board;
 - (v) Serve as an ex-officio on all standing and ad hoc teams of the Board of Directors.
13. Responsibilities & functions of the Vice President shall include:
 - (i) Possess all the powers and perform all the duties of the President, in the President's absence;
 - (ii) Have signing authority of all papers and documents requiring signatures on behalf of the Club;
 - (iii) Assume the position of President when the President completes his term of office as President.
14. Responsibilities & functions of the Treasurer shall include:
 - (i) Oversee the financial processes and obligations of the Club;
 - (ii) Present the annual budget to the Board of Directors for consideration and approval;
 - (iii) Have signing authority of all papers and documents requiring signatures on behalf of the Club.
15. Responsibilities & functions of the Secretary shall include:
 - (i) Maintain the Club's corporate records;
 - (ii) Provide notice of meetings of the Board of Directors and all other notices required by law or by these by-laws;
 - (iii) Maintain records of Board of Directors meetings;
 - (iv) Have signing authority of papers and documents requiring signatures on behalf of the Club.
16. Terms of Office for Directors & Officers:
 - (i) Individual directors are elected for 3 year terms and can serve a maximum of 2 consecutive terms;

- (ii) Officers can serve any one position for a maximum of 2 consecutive years.

VIII. Board of Directors Meetings

1. The Board of Directors shall meet to address the business of the Club.
2. Meeting times and frequencies shall be determined by the Board of Directors but shall convene a minimum of 6 times throughout the year.
3. Attendance requirements for directors and meeting quorums are as follows:
 - (i) Directors shall make every effort to attend regular and special meetings;
 - (ii) A director unable to attend a Board meeting and advises the Secretary at least one day prior to the meeting shall be excused from that meeting;
 - (iii) A director may apply for a leave of absence for a specified period. During this leave, the director will be excused from meetings held during this leave;
 - (iv) Where a director is excused from a meeting, they are not included in the determination for quorum.
4. In the event that a director has three consecutive unexcused absences, the Board of Directors shall declare the position vacant.
5. Quorums at meetings shall be 50% of the directors who have indicated their intentions to attend the meeting. There must be a minimum of six Directors present to conduct a scheduled meeting.
6. At all meetings of the Board of Directors, each director present will be entitled to cast one vote on any motion coming before the meeting. In the event of a tie, the motion is defeated.
7. Records must be taken of all Board meetings and retained for reference.
8. Notice of meetings shall be forwarded to directors one week prior to the date of the meeting.
9. The Board of Directors can meet without notice provided the directors agree to meet by unanimous consent.
10. Robert's Rules of Order will be the authority for all questions of procedure at any meeting of the Club.

IX. Annual Meeting of the Membership

1. The Board of Directors will hold this meeting within 3 months of the fiscal year end.
2. The Board of Directors shall generally report to the Members the affairs of the Club. It shall provide:
 - (i) A financial statement of the fiscal year just ended;
 - (ii) A recommendation for the upcoming fiscal year's review and/or audit team;
 - (iii) A report from the President summarizing the affairs of the Club for the year just ended;
 - (iv) Items of business as deemed necessary and approved by the Board of Directors.
3. This meeting shall be chaired by the President of the Club.
4. One month's notice of the Annual Meeting date shall be provided to the membership by communication processes in place within the Club.
5. An agenda shall be circulated to the Membership one week in advance of the meeting.
6. 15 current members of the Club will be deemed as quorum for the Annual Meeting of the membership.

7. Special meetings of the Membership may be called by the President as and when she feels it necessary. In addition, the President shall call a meeting of the Membership when requested to do so in writing by at least 25 members in good standing.
8. Voting at Annual and membership meetings shall be restricted to members in good standing on the basis described in the Membership categories.

X. Standing and Ad Hoc Teams of the Board of Directors.

1. All Teams of the Board of Directors shall function within Terms of Reference approved by the Board of Directors.
2. All Teams of the Board of Directors shall be chaired by a director of the Board of Directors. Where deemed necessary, a Co-Chair of these teams may be a current member of the Club.
3. Standing Teams of the Board of Directors shall include:
 - (i) Executive Team composed of the Officers of the Board, chaired by the President and tasked with emergent business that cannot wait until the next Board of Directors meeting;
 - (ii) Nominating Team composed of the Vice President & Secretary of the Club;
 - (iii) Organizational and Management Structure Team;
 - (iv) Building & Infrastructure Maintenance and Improvement Team;
 - (v) Communications and Marketing Team;
 - (vi) Membership Recruitment & Retention Team;
 - (vii) Finance & Revenue Generation Team;
 - (viii) Volunteer Team;
 - (ix) Programs and Services Team.
4. Each of these Teams may have one or more working groups within the Team that would report to the chairperson of that Team.
5. Ad hoc teams of the PAG&CC shall be appointed by the Board of Directors with a specific Terms of Reference and a specific time frame to perform tasks and responsibilities.
6. Records of all team meetings must be kept and provided to the Secretary for circulation and retention.

XI. Fiscal Year and Financial Considerations

1. The fiscal year of the Club shall be from the first of October to the end of September of the year following.
2. Operating and capital budgets of the Club shall be approved and monitored by the Board of Directors.
3. Signing authority of all official documents and payments shall be by one of the Officers of the Board of Directors and a member of the Club's staff, as approved by the Board of Directors.

XII. Amendments to the Bylaws

1. Upon written notice of at least 30 days, any number of amendments or an entire revision of the By-laws may be submitted and voted upon at a meeting of the Board of Directors.

2. Such amendments will be adopted at a meeting of the Board of Directors upon receiving a majority vote of the directors present at the meeting.
3. Once approved, they shall be presented at the next annual meeting of the membership for review and endorsement.

XIII. Dissolution

1. Upon the dissolution of the Club and after the payment or the provision for payment of all liabilities and the fulfillment of all other obligations of the Club, the Board of Directors will dispose of all of the assets by transferring them to the City of Prince Albert.

PRINCE ALBERT GOLF & CURLING CLUB INC.

CODE OF CONDUCT

for the

BOARD OF DIRECTORS

Preamble

To assist the Club's Board of Directors carry out its responsibilities, a code of conduct (herein after referred to as the "Code") has been established. For purposes of this document, the Code has been defined as a system of principles or rules. Conduct refers both to one's personal behavior and deportment as well as to stewardship in the execution of business.

Underlying this Code are the following principles:

- Members of the Board are equal in that each Director has one vote;
- Members of the Board are equal in that each Director represents the common interest of the Club;
- The Board derives its authority from the membership as well as from legislation which affects the Club;
- The conduct of each Director must at all times be, and be seen to be, above reproach.

THE CODE

Duties and Responsibilities

Every Director shall exercise the powers and discharge the duties of the office honestly and in good faith and in the best interests of the Club and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

No Director shall use any information acquired through and during the exercise of his responsibilities as a Director for personal benefit or gain.

Confidentiality

No Director, during or after the Director's term of office, shall disclose confidential information obtained while a Director of the Club.

"Confidential information" includes, but is not limited to:

- Personal information as defined within *The Local Authority Freedom of Information and Protection of Privacy Act*, without the consent of the individual to whom the information relates;
- Information obtained in confidence from another party or source, unless that party or source consents;
- Information, the release of which could prejudice, interfere with or adversely affect law enforcement or investigation;
- The draft of a resolution or by-law;
- Consultations or deliberations involving officers or employees of the Club;
- Information related to contractual or other negotiations by or on behalf of the Club;
- Information that relates to pending plans for the management of personnel or the administration of the Club or pending policy or budgetary decisions;
- Information, the disclosure of which could reasonably be expected to result in an undue benefit or loss to a person;
- Information which could threaten the safety or the physical or mental health of an individual; or
- Information that is subject to solicitor-client privilege.

In disclosing information, a Director shall act honestly and in good faith and in the best interests of the Club. The Director shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Conflict of Interest

Any Director who is directly or indirectly interested in any matter before the Board or any of its committees or who has an associate* who is directly or indirectly interested in any matter before the Board or any of its committees shall declare his interest and shall excuse himself from the meeting until discussion and voting (if applicable) on the matter has been completed.

Such conflicts include, but are not limited to:

- Any position or financial interest in any concern from which the Club purchases services or goods or which is in competition with the Club;
- Any direct or indirect competition with the Club in the purchase or sale of property, property rights or services;
- Any governing body membership or management or consulting relationship with any concern that does business with or competes with the Club;
- Any other matter in which the individual's ability to act in the best interest of the Club may be compromised by a competing outside interest.

* "Associate," as used in the Code, refers to a body corporate, a partner (other than a limited partner), a trust or estate, or the partner, spouse, child, parent or any other person who has the same residence as the Trustee.

Communication

Directors shall go through the appropriate channel, that is the President or his delegate, when dealing with personnel of the Club.

Breach of the Code

The Executive Team of the Board will investigate any situation, actual or potential, in which a director may be or appears to be in breach of the code.

If, following a review of the matter, the Executive Team has reasonable cause to believe that a breach has occurred, it shall ensure that the matter is addressed by the Board at the next meeting of the Board.

Where a Director has been found by the Board to be in breach of the Code, the Board shall determine the appropriate action to be taken.