

# BY-LAWS OF THE CALGARY BALLOON CLUB (1987)

## ARTICLE I

## NAME OF SOCIETY

The name of the Society shall be "The Calgary Balloon Club (1987)\*. Where the name "Club" occurs in these By-Laws, it shall be deemed to mean "The Calgary Balloon Club (1987)\*.

## ARTICLE II

## OBJECTS OF THE SOCIETY

To encourage participation in, and increase awareness of, the sport of ballooning in Calgary in particular and in Alberta in general.

## ARTICLE III

## MEMBERSHIP

### 1. Application for Membership

The Club shall be open to:

- a. Individuals
- b. Organizations

Any individual or organization may apply in writing with applicable fees, to become a member in the indicated class of membership. Following a recommendation by the membership committee, the application will be considered by the Board of Directors for approval or rejection. Their decision will be final. If rejected, the fee shall be returned forthwith. Applications for renewal of membership shall be due on the first day of each calendar year; in advance. If not received within 30 days, the member shall be suspended from participation in Club activities and if not received within 60 days shall be automatically struck off the rolls of the Club.

### 2. Types of Membership

#### a. Active Members

Any individual or organization who actively supports the Club and its affiliate the Alberta Free Balloonist Society, and the objects of both societies, is eligible to be an active member.

Active members, in good standing, are entitled to participate in all Club activities and commensurate with the abilities and qualifications of the member have the right to use all Club equipment and facilities.

Active members, in good standing, are entitled to a vote and may be nominated to hold office.

#### b. Family Members

Any individual who is the immediate family of an active member is eligible to be a family

member.

Family members, in good standing, are entitled to attend all Club activities of a predominately social/ educational nature.

Family members shall not have the right to vote or hold elected office.

**c. Honourary Life Members**

Honourary Life Membership can be conferred upon an adult resident of Alberta who shall have rendered notable service to the Club. Recommendations for Honourary Life Membership must be signed by one member, seconded by another, and submitted to the Board of Directors for consideration, at least 40 days prior to the Annual General Meeting for inclusion on the agenda.

An Honourary Life Member may participate in all Club activities on the same basis as an active member, but shall pay no dues.

A maximum of one such appointment may be made each year.

**3. Membership Fees**

Membership fees shall be set by the Board of Directors and may be revised on motion of the said Board at a regular meeting of the Club if approved by a majority of the voting members present.

The membership year of the Club shall be January 1 to December 31. New memberships granted for the first time after October 1 in any year shall extend to December 31 of the following year.

**4. Member in Good Standing**

Any member of the Club shall be held in "Good Standing" if they have paid all the respective fees for the current financial year of the Club.

Any member of the Club who is found guilty of intentionally violating the By-Laws or committing any act that is detrimental to the ethics of the Club shall no longer be considered to be in "Good Standing".

**5. Withdrawal From Membership**

Any member may withdraw from the Club by submitting his intention to withdraw in writing to the President or Secretary of the Club or by mailing such notice to the registered address of the Club. Such withdrawal shall take effect upon receipt by the Club of such notice.

A member who withdraws is still liable for any debts to the Club but shall not be entitled to any of the privileges offered by the Club.

**6. Expulsion From The Club**

Any member charged by any other member or members with conduct unbecoming to the Club and against whom such charges are sustained after due and proper hearing held by a committee of two Directors within 90 days of original charge, may be expelled from membership in the Club by a three-quarters vote in the affirmative by the elected members of the Board of Directors. The Board of Directors may ask the President of the Club to appoint an investigator to enquire, report, and recommend to the Board of Directors prior to their conducting a hearing.

**ARTICLE IV MEETINGS OF THE CLUB**

There shall be an Annual General Meeting, held no more than three months after the end of each financial year at which time the audited annual accounts and the Secretary's annual report shall be presented. A minimum of 21 days notice of each Annual General Meeting shall be given to those members entitled to vote and thus attend.

Resolutions shall be effected by a simple majority vote.

Meetings other than the Annual General Meeting shall consist of regular and special meetings. At least twenty-one days notice shall be given in writing of all regular and special meetings. One-third of the voting members constitutes a quorum at all meetings of the Society.

## **ARTICLE V** **VOTING**

Each active or honorary member, in good standing, shall have one vote. Any member who is eligible to vote and is unable to attend a meeting of the Club may vote by proxy provided that notice of such proxy is given to the Secretary not later than 48 hours before the meeting by letter, telephone, or telegram.

Any individual who carries a proxy must be a member of the Club.

No individual may carry more than two proxies.

A proxy is only valid for the meeting for which it is given, the notice of proxy must be signed by the carrier of the proxy and the person whose proxy he is carrying, and the notice of proxy must be presented to the Secretary prior to the commencement of the meeting.

## **ARTICLE VI** **BOARD OF DIRECTORS OF THE CLUB**

The Past President, President, and President-Elect shall each serve one year terms of office, whereas the Vice-President, Secretary, Treasurer and one Director at Large shall each serve two year terms-of office. These seven officers shall constitute the Board of Directors of the Club.

Should a Director resign or be unable to carry out his Director's duties before the expiration of his term, the majority of Directors shall have the power to appoint any active member of the Society to fulfil the unexpired portion of the term. This appointment shall be ratified by a simple majority of the active members present at the next regular general meeting, provided 21 days written notice has been given to all active members.

The Board of Directors shall have full control and direct the affairs of the Club between General Meetings and shall have the authority to dispense available funds for the purposes of the Club, hire staff, rent premises, authorize publications and press releases, hold meetings and do all such other things as are within the intention of the Club voting membership.

The Board may exercise all such powers and do all such acts and things as the Club may exercise and do, and which are not by these By-Laws or by statute or otherwise, lawfully directed or required to be exercised or done by the Club in General Meeting, but subject, nevertheless, to the provisions of:

1. all laws affecting the Club,
2. these By-Laws, and
3. rules, not being inconsistent with these By-Laws, which are made from time to time by the Society in General Meeting.

Any Director may be expelled by a 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 a Director.

There shall be no remuneration of Directors and Officers of the Society.

## **ARTICLE VII**

## **ELECTIONS**

At every Annual General Meeting of the Society, those members present and eligible to vote, together with those members who are carrying valid proxies, shall elect new officers to fill any vacancies that have occurred.

The elected officers shall assume office at the conclusion of that meeting.

One month prior to the Annual General Meeting, a nominating committee, consisting of the Past President and two other Directors, will nominate a slate of officers for presentation to the Annual Meeting. Voting members may add to the slate prior to or at the Annual Meeting. Any active member, in good standing, may be nominated to hold office. Only written nominations, signed by the nominee, the nominator, and a seconder will be considered valid.

If there are no nominations forthcoming for a certain position, the retiring officer will be asked to assume the position for another term. If that is not possible, the Board may appoint an active member to the office.

There shall be a separate election for each vacant position, and the first candidate to receive a majority of the votes shall be declared elected. On each ballot, the candidate with the least number of votes shall be eliminated.

If there is only one candidate for a position, that candidate will be declared elected "by acclamation". The position of Past President will be occupied by the most recent President.

The position of President will be occupied by the most recent President Elect.

## **ARTICLE VIII OFFICERS OF THE CLUB AND THEIR DUTIES**

### **1. Duties of the President**

The President shall chair the Board of Directors of the Club. It shall be his/her responsibility, in association with the Secretary, to call and prepare the agenda for all meetings of the Club. The President must chair all meetings of the Club.

The President and/or his/her designate will be the official representative of the Club with other associations, agencies, organizations and their different levels.

The President and/or his/her designate will be the liaison officer(s) of the Club with the different levels of Government.

The President shall be an ex-officio member of all committees of the Club.

The President shall ensure that all resolutions or orders passed by the membership or Board are carried out.

### **2. Duties of the Past-President**

The immediate Past-President shall serve on the Board of Directors.

The immediate Past-President shall act as Chairman of the Nominating Committee of the Club and Chairman of the By-Laws Review Committee.

The immediate Past-President shall not vote as a Director except in the case of a tied vote and then he/she shall cast the tie breaking vote.

The immediate Past-President shall be responsible for undertaking any duties the Board of Directors may request of him/her.

### **3. Duties of the Secretary**

The Secretary is responsible for recording the minutes at all Board of Directors and Club Meetings.

It is the Secretary's responsibility to ensure that these minutes are kept up-to-date and are circulated to all designated recipients.

The Secretary shall have custody of the Seal of the Club as well as the Minute Books and the Registry of Members. The Registry must contain an up-to-date list of members and their addresses.

The Secretary, co-operating with the President, will compile the agenda for all meetings of the Club.

The Secretary is responsible for mailing to all members notices of the time, date, address of all special and Annual General Meetings at least 21 days prior to such meetings of the Club.

The Secretary, co-operating with the President, will be responsible for ensuring that all correspondence of the Club, both incoming and outgoing, is properly filed and promptly answered when it is required.

The Secretary will appoint an assistant to attend meetings in case of absence.

### **4. Duties of the Treasurer**

The treasurer shall be responsible for carrying out the financial matters and keeping the financial records of the Club in order.

The Treasurer must ensure that the "Annual Audit" of the Club is carried out by qualified individuals before the Annual General meeting. The Treasurer must be of all possible assistance to the auditors and once the audit is complete, he/she must ensure it is submitted to the Registrar of Companies with the Annual Report.

The Treasurer shall receive all monies for the Club and deposit the monies in the account of the club at a Chartered Bank or Trust Company which must be designated by the Board of Directors.

The Treasurer shall pay out all authorized monies on behalf of the Club

The Treasurer shall be responsible for ensuring that funds are used in accordance with any spending restrictions that are placed upon them by granting or funding agencies;

The Treasurer shall be responsible for and keep an account of all expenditures and revenue received and dispensed, and file all bills, receipts and vouchers of the Club.

The Treasurer shall be responsible for the financial operations of the Club.

The Treasurer shall make the books and records of the Club available for inspection by any member of the Club upon 30 days notice in writing to the Treasurer.

### **5. Duties of the President-Elect**

The President-Elect shall assist the President in the performance of his/her duties

The President-Elect shall assume the role of the President whenever the President is absent or designates the role to him/her.

The President-Elect shall be responsible for undertaking any duties the Board of Directors may request of him/her.

In the event of death or resignation, the President-Elect will succeed the president for the remainder of his/her term and then complete the term he/she was elected for.

## **6. Duties of the Vice-President**

The Vice-President shall assist the President in the performance of his/her duties.

The Vice-President shall assume the role of President whenever the President and/or President-Elect is absent or designates the role to him/her.

The Vice-President shall be responsible for undertaking any duties the Board of Directors may request of him/her.

## **7. Duties of the Director at Large**

The Director at Large shall be responsible for any duties the Board of Directors may request of him/her to undertake.

# **ARTICLE IX FINANCES OF THE CLUB**

## **1. The Audit**

The Club shall prepare an Annual Audit for presentation to the membership at the Annual General Meeting after which it must be submitted to the Registrar of Companies with the Annual Report.

The Auditors shall be an appointed duly qualified Accountant or two members of the Club appointed by the Board of Directors. Such appointment shall be for a one year term but shall be renewable annually

## **2. The Fiscal Year**

The fiscal year of the Club shall be from November 1 to October 31

## **3. Signing Authority in the Club**

Any two of the following shall possess signing authority for the Club: The President, Treasurer, President-Elect.

# **ARTICLE X BORROWING POWERS OF THE CLUB**

The Board of Directors may raise or borrow funds for the purposes of the Club, provided that where money may be borrowed, the Board of Directors must secure the prior consent of three-quarters of the active members present at a meeting of the Club provided written notice of the proposed borrowing shall have been given to active members at least 21 days prior to the meeting. Consolidation or prepayment of indebtedness will be at the Board's discretion.

# **ARTICLE XI THE SEAL OF THE CLUB**

The Seal of the Society shall not be affixed to any letter, document, or instrument except by the authority and a resolution of the Board of Directors, and the President of the Club and the Secretary shall sign the said letter, document, or instrument to which the seal of the Society is so affixed in their presence. The custodian of the seal

shall be the Secretary.

## **ARTICLE XII COMMITTEES OF THE CLUB**

The Club shall have six standing committees - Finance, Communication, Flight Operations, Membership, Social and Education.

If other Standing Committees are to be added to the Club, the By-Laws must be amended to indicate their existence.

The Chairperson of the Standing Committee shall be appointed by the Board of Directors.

Special or Ad Hoc Committees may be appointed by the Board of Directors as may be from time to time deemed necessary. These Committees shall cease to exist once their task is complete and their final report submitted to the Club.

Committees of the Club, both standing and special, shall meet as often as deemed necessary by the Chairman of that Committee.

## **ARTICLE XIII OPERATING RULES**

The Board of Directors shall adopt operating rules and may amend the same from time to time. Violation of said operating rules shall be grounds for enforcing Article III, Section 6, herein.

## **ARTICLE XIV AMENDMENTS TO THE BY-LAWS**

Any amendments, substitutions, deletions, or additions to these By-Laws if not in conflict with the purposes of the Club and the Societies Act may be adopted by three-quarters of the active members present at any meeting of the Club, providing written notice of the proposed change of By-Laws shall be mailed to members at least 21 days prior to the meeting. There shall be *no* voting by proxy.

Following the adoption of such changes, the Club must notify the Registrar of the changes within 21 days.

## **ARTICLE XV LIQUIDATION AND DISSOLUTION OF THE CLUB**

Upon the dissolution of the Club and after the payment of all debts and liabilities, the remaining assets of the Club shall be distributed among similar non-profit amateur sport clubs within the Province of Alberta or to a Provincially registered charity.

### **Record of changes:**

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