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# The Collicutt Siding Golf Club

## By-Laws

### A) Interpretation:

In all by-laws of the Society, the singular shall include the plural and the plural the singular; the word "person" shall include corporations and societies and the masculine shall include the feminine and neuter.

### B) Membership:

- 1) The members of the Society shall be the subscribers of the application and by-laws (upon payment of their initial membership fee) and such other persons as are admitted as members of the Society.
- 2) All applications for membership shall be submitted to the Board of Directors and, upon approval by a majority of the members of the Board of Directors present at a regular meeting thereof, the applicant shall become a member. In order to apply for voting membership herein, the application or member must be of the full age of 18 years. "A Junior membership in the Society will be offered to individuals between the ages of 12 and 17, upon application to the Board of Directors. 'Special' Junior Memberships will be offered to individuals between the ages of 12 and 17, upon application to the Board of Directors. 'Special' Junior Memberships will be offered to those individuals between the ages of 18 and 24 who are in full time attendance at a Post Secondary school. Junior Memberships are non-voting memberships and the Junior membership fee will be set by the Board annually." A Junior Member shall pay an annual membership fee and any other annual fees that are levied, but shall not be required to pay an "initial" membership fee.
- 3) There shall be an initial membership fee and annual dues paid by each member, and any other such fees, if any, as shall from time to time be fixed by the voting members at the Annual General Meeting of the Society. The Secretary of the Board shall notify each member of the fee or dues payable by said member and of the deadline for payment of Annual dues, and if said fees or dues are not paid by the date specified, the said member in default shall thereupon automatically cease to be a "Voting" member of the Society, but any such member may on payment of all unpaid fees or dues by reinstated by unanimous vote of the Board of Directors, to full voting membership. Annual Dues when paid are not refundable. **Any Membership in good standing will, upon application to the Board, be refunded at \$1,600.00. All Memberships purchased after December 31, 2000 will be subject to a non-refundable administration fee set by the Board prior to each Annual Meeting**
- 4) A member shall be deemed to be in good standing and entitled to notice of meetings when he has paid his current annual membership fee, if any, as levied as aforesaid.
- 5) In the event that a member wishes to become inactive but retain his membership, the member shall make application to the Board to be classified as an inactive, non-voting member until such time as is specified. Annual dues shall not be levied against an inactive, non-voting member.

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### C) **Withdrawal and Expulsion of Members:**

- 1) A member may resign by resignation in writing which shall be effective upon receipt thereof by the Secretary.
- 2) In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Society prior to receipt of his resignation.
- 3) The Directors shall have the power, by vote of three fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the constitution or by-laws of the Society. No member shall be expelled or suspended without having first been given an opportunity to be heard by the Directors at a meeting call for that purpose.
- 4) Upon termination of membership, whether by resignation, or expulsion, the initial membership fee paid for the membership shall be refunded by the Society upon the Society having reached a full membership as agreed upon by the members thereof from time-to-time at an Annual General Meeting and upon there being a demand for memberships. In the event of those members who became members prior to September 1, 1998, those members shall be entitled to receive the membership fee being levied as at December 31, 1998.

### D) **Meetings of the Members:**

- 1) Any **meeting** of the members shall be held at such place in Crossfield, Alberta, as the Directors may determine and on such day as the Directors shall appoint. **Seven days notice of Director's Meeting shall be mailed or handed to all Director's and 21 days notice of all other meetings of members of the Society** shall be mailed or handed to all members of the Society; provided always and subject to the provisions of the Societies Act that meetings either general or special may be held at Crossfield, Alberta without such notice if each of the members either consents to the holding of the meeting or is present thereat. Members may also by writing, waive notice of general and special meetings of members.
- 2) The Society shall hold an Annual General Meeting on or before the 28<sup>th</sup> day of February in each year, of which **notice according to by-law D-1** shall be given to all members. At each Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the Auditors shall be presented. Directors shall be elected and auditors appointed for the ensuing year. Except where the Societies Act otherwise provides or the law otherwise required, the members may consider and transact any business either special or general without any notice thereof, at any meeting of the members. The Directors shall have the power to call, at any time, a special meeting of the Society.
  - 2a. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail 21 days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt by him of a petition signed by one-third of members in good standing, setting forth the reasons for calling such meeting which shall be by letter to the last known address of each member, delivered in the mail 21 days prior to meeting.

### E) **Notice of Meetings:**

- 1) Whenever under the provisions of these by-laws of the Society a Notice or other document is sent by post, it shall be deemed to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid and shall be deemed to be

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received on the second business day thereafter. For the purpose of sending any notice, the address of any Director, officer or member shall be his last address as recorded in the membership log of the Society.

- 2) Any error or omission in giving notice of any meeting or any adjourned meeting shall invalidate such meeting or make void any proceedings **taken** thereat.

### F) Quorums:

- 1) **At an Annual, General or Special meeting of the Society, seven members in good standing and present in person shall form a quorum.**

### G) Adjournment:

- 1) Any meetings of the Society or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment may be notwithstanding that no quorum is present.

### H) Voting:

- 1) Votes of members may be given personally only, and not by proxy.
- 2) At any Meeting of the Society, each voting member present in person shall have one vote.
- 3) At all meetings of the Society, every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Society or by Law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, unless a poll be demanded, a declaration by the Chairman that a special resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Society in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman, in addition to his original vote shall be entitled to a second or casting vote.

### I) Board of Directors:

- 1) The affairs of the Society shall be managed by a Board of Directors, which shall consist of **nine members**, each of whom, at the time of his election and throughout his term of office, shall be a member of the Society. Each Director shall be elected to hold office for a period of three years (except at the original meeting of the Society where 1/3 of the Directors shall be elected for a period of three years; 1/3 of the Directors shall be elected for a period of 2 years; 1/3 of the Directors shall be elected for a period of one year). In addition to the elected Directors, the Crossfield Town Council shall be at liberty to appoint one Director to sit on the Board of Directors and his Directorship shall be at the pleasure of the Crossfield Town Council. The election may be by a show of hands unless a ballot is demanded by any member. A director cannot remain in office for greater than two consecutive terms.

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- 1a) **A minimum of 50% of all Directors elected to the Board of Directors of the Collicutt siding Golf Club be from the Crossfield and Madden Recreation Districts, hereinafter referred to as the Crossfield Area.**
- 2) The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not by the by-laws of the Society or by Law, expressly directed or required to be done by the Society at a meeting of the members otherwise.
- 3) Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the Society, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
- 4) Directors' meeting shall be held as often as the business of the Society shall require, and at least once every three months, and may be formally called by the President or by two of the Directors. Notice of such meeting shall be delivered or telephoned to each Director not less than three clear days before the meeting is to take place; provided that meetings of the Directors may be held at any time without formal notice of all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director.
- 5) A majority of the Directors shall form a quorum for the transaction of business.
- 6) Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote.
- 7) A resolution in writing signed by all the Directors personally shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.
- 8) Unless authorized by the members at an Annual General Meeting, of the Society, no member of the Board of Directors shall receive remuneration from the Society for services rendered as a member of the Board of Directors of the Society.

### **J) Officers:**

- 1) The Board of Directors may from time to time appoint such committees, officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Society and such committees, officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the Board.
- 2) The Board of Directors shall include a President, a Vice-President, a Past President, Secretary and a Treasurer or Secretary-Treasurer and such other officers as the Board of Directors may determine from time to time. One person may hold more than one office except for the offices of President and Vice-President. The President, Vice-President, Secretary and Treasurer (or Secretary-Treasurer) shall be elected to those positions by the Board of Directors at its first meeting following the Annual General Meeting of the Society. The Past President shall automatically be a member of the Board of Directors and shall have voting status.
- 3) The President shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or other officer appointed by the Board for that purpose,

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- shall sign all resolutions and membership certificates. During the absence or inability of the President, his duties and powers shall be exercised by the Vice-President.
- 4) The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society, in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him an account of all his transactions as Treasurer, and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the Board of Directors.
  - 5) The Secretary shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and the Society and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up only when authorized by a resolution of the Board of Directors, to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors. The Seal whenever used shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either, by the Vice-President.
  - 6) The Board of Directors may at any time by special resolution, direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of the Society may or shall be executed.
  - 7) The Board of Directors may adopt a seal which shall be the common seal of the Society. The common seal of the Society shall be under the control of the Directors, and the responsibility for its use from time to time shall be determined by the Directors.
  - 8) The Directors shall have the power, by vote of three fourths of those present, to expel or suspend any Officer whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Society, or who willfully commits a breach of the constitution or by-laws of the Society. No Officer shall be expelled or suspended without having first been given an opportunity to be heard by the Directors at a meeting call for that purpose.
  - 9) Unless authorized by the members at an Annual General Meeting, of the Society, no Officer shall receive remuneration from the Society for services rendered.

### **K) Removal of Directors:**

- 1) The office of a Director shall be ipso facto vacated:
  - a) if he accepts and holds any salaried office under the Club;
  - b) if he is declared lunatic or of unsound mind or the subject of a dependant adult order;
  - c) if he ceased to be a properly qualified Director;
  - d) if he be absent from the Board Meetings for three consecutive meetings without the consent of the Board.
- 2) No Director shall be required to vacate his office by reason of his being concerned or interested in or participating in the profits of any contract, or work done for or material supplied to the Club or by reason of his being a member of any partnership or company which has entered into contract with, or done work for, or supplied material

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to the Club, or which is concerned in, or participates in, the profits of any contract with the Club. Nevertheless, he shall not vote in respect of any contract or work in which he is so concerned, and before any such vote is taken he shall declare his interest therein.

- 3 a) The Club may, by **Special** Resolution, remove any Director before the expiration of his period of office and appoint another qualified person in his stead; the person so appointed shall hold office during such time only as the Director in whose place he was appointed would have held the office if he had not been removed.
- b) All acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any of their number or that they, or any of them, were disqualified, be valid as if every such person had been duly appointed and was qualified to be a Director or so to act.

### L) **Borrowing:**

- 1) The directors may from time to time:
  - a) borrow money on the credit of the Society;
  - b) issue, sell or pledge security of the Society;
  - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society to secure any securities or any money borrowed or their debt, or any other obligation or liability of the Society; provided that debentures shall not be issued without the sanction of a special resolution of the Society. From time to time the Directors may authorize any Director or officer of the Society or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Society as the Directors may authorize, and generally to manager, transact and settle the borrowing the money by the Society. **The Board of Directors shall have the authority to borrow up to a maximum of \$400,000.00 total indebtedness on its own authority, and any borrowing in excess thereof shall require prior authorization by the membership at a General Meeting.**

### M) **Execution of Documents:**

- 1) The President, the Vice-President and all other officers from time to time elected or appointed by the Club or by the Board shall perform such duties and exercise such powers and functions as may from time to time be assigned to them by the Board.
- 2) The President, or in his absence, the Vice-President, or at the discretion of the Board, some one or more Directors shall, together with the Secretary, sign on behalf of the Club all deeds, conveyances, or other instruments required to be executed by the Club.

### N) **Auditors:**

- 1) The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society.
- 2) The fiscal year of the Society in each year shall be December 31<sup>st</sup>.

### O) **Records:**

- 1) The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and

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books of the Society of any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or by resolution of the members whether previous notice thereof has been given or not.

**P) Alternations to By-Laws:**

- 1) The by-laws of the Society shall not be altered or added to except by **special** resolution of the Society. For all purposes of the Society, “**Special** resolution” shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which 21 days written notice specifying the intention to propose the resolution as an special resolution has been duly given.

**Q) Liability:**

- 1) In no event, except by express guarantee, shall any officer, Director or member of the Society be liable in his or its individual capacity for a debt or liability of the Society.

**R) Non-Profit Society:**

- 1) The Society shall be a non-profit organization and all contributions received by the Society shall be used to fulfill the objects of the Society.

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Dated this \_\_\_\_ day of \_\_\_\_\_ A.D. 2010

\_\_\_\_\_  
President – Bryan Ortman

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Vice-President – Rob Pols

\_\_\_\_\_  
Secretary – Dave Scott

\_\_\_\_\_  
Treasurer – Lorraine Kramer