

The Carnduff Centennial Arena Inc.
Bylaws

1) Title

- a) These bylaws may be cited as the bylaws of the Carnduff Centennial Arena Inc.

2) Interpretation

- a) From this point forward the Carnduff Centennial Arena Inc. shall be referred to as the "Organization"
- b) "The Board" refers to the Board of Directors
- c) "The Executive" refers to the President, Vice-President, Past President and Secretary/Treasurer.
- d) "The Recreation Board" refers to the Town of Carnduff & R.M. of Mount Pleasant No. 2 Recreation Board.
- e) "Councils" refers to the Town of Carnduff and the R.M. of Mount Pleasant No. 2 councils.

3) Objectives

- a) The objective of the Organization shall be to provide facilities for recreation, social and other like services to the residents of Carnduff and area.

4) Property

- a) The Organization shall have the right to hold in it's own name, property, both real and personal, and may enter into contracts, undertaking and obligations in its own name.
- b) The Board shall update the Town of Carnduff Administration with all purchases and sales which will affect the Town of Carnduff's insurance policy.

5) Membership

- a) Memberships shall be open to individuals 18 years of age and older, engaged in or interested in the objectives of the Organization.
- b) Members are expected to comply with all restrictions as set out by the Board.

6) General Meetings

- a) An annual meeting of members shall be held every September at a time and place to be fixed by the previous annual meeting or by the Board.
- b) At least one other general meeting of members shall be held in each calendar year, or as required, at a time and place to be fixed by the Board.

- c) All notices of general meetings will be advertised not less than 14 days or more than 50 days before the meeting. The meeting shall be advertised in the local paper. Other forms of advertising may also be used but the paper must be used.
- d) At all general meetings of the Organization each individual member in good standing who is personally present shall be entitled to one vote on each question.
- e) No business shall be transacted at a General Meeting unless there is a quorum of at least nine (9) members.
- f) All meetings of the Organization shall be held in the Town of Carnduff, Saskatchewan.
- g) The President or Directors may call a special General Meeting of members at any time but shall do so upon written request of at least 5% of the regular members.
- h) All business transacted at an annual meeting, except consideration of the financial statements, auditor's report, election of Directors, reappointment of the auditor, and approval of members application is deemed to be special business.
- i) No special business may be transacted at a meeting of members unless the notice of meeting states the nature of business in sufficient detail to permit members to form a reasoned judgment thereon.
- j) Any members may submit to the Organization, notice of any matter that he/she proposed to raise and discuss at the meeting and notice of the proposal shall be given with the notice for the next meeting of members.
- k) Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.

7) Board of Directors

- a) The Board shall consist of a minimum of seven (7) and maximum of twelve (12) members which include the Executive.
- b) The Board shall consist of the following members:
 - i) Figure Skating Rep
 - ii) Minor Sports Rep
 - iii) Rec Hockey Rep
 - iv) Red Devil Rep
 - v) Two (2) Town of Carnduff Rep's
 - vi) Two (2) RM of Mount Pleasant Rep
 - vii) Members at Large
- c) Representatives will be appointed in odd numbered years by their respective organizations for two-year terms. Organizational Representatives can be

appointed for subsequent terms with no limits on number of reappointments. Organizational Reps voted to the executive will remain Board members until their executive duties have been completed.

- d) Members at Large will be voted on by the Membership at the September General Meeting in even years for two (2) year terms. Members at Large voted to the executive will remain Board members until their executive duties have been completed.
- e) The Executive will consist of Board members elected by the membership to two-year terms.
 - i) President
 - ii) Vice-President
 - iii) Past President
 - iv) Secretary/Treasurer
- f) All members of the Board must be members in good standing in the Organization.
- g) The majority of the Executives shall not be related by blood, marriage or adoption.
- h) No member of the Board shall receive payment for his/her services, but a member shall be entitled to be reimbursed for all sums paid out for travelling and other expenses necessarily incurred by such member in connection with the work of the Organization, only upon prior approval of, and the discretion of the Executive.
- i) The Organization may, by ordinary resolution at a meeting of members called for the purposes, remove any Director or Directors from office.
- j) A majority of Directors constitutes a Quorum at a meeting of Directors.
- k) A meeting of the Board is to include Directors and on occasion invited individuals as may be required.
- l) Board meetings shall take place monthly at the call of the president in the months of September to April inclusive and the Board shall meet at least once during the period May to August.

8) Nominations and Election Procedures

- a) Nomination Committee:
 - i) Composition: The committee shall consist of the Vice President, President and Past President.
 - ii) Duties and Procedures: The Nomination Committee shall present a slate of nominees to the annual meeting for all of the elected positions of Organization.
- b) Nominations from the Floor:
 - i) Immediate President: Upon election of a new vice-president, the former vice-president shall automatically become the immediate president.

- ii) Immediate Past President: Upon election of a new vice-president, the former president shall automatically become the immediate past president.
- iii) Members at Large: nominees must be members of the Organization and voted on by the entire membership at the September General Meeting.

- iv) Vacancies: If, after the annual meeting, any of the elected positions remain unfilled, or if any of the executive positions become vacant during the operating year, these positions shall be filled by appointment by the executive.

9) Officers and Duties

- a) The Board shall manage the activities and affairs of the Organization.
- b) Every Director of the Organization shall act honestly and in good faith with a view to the best interests of the Organization and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c) Every Board member shall act only on decisions voted on and carried at a meeting of the Board.
- d) The President shall be the chief office of the Organization and it shall be his/her duty to be vigilant and active in promoting the objectives of the Organization.
- e) The President shall preside at meetings of the Organization.
- f) The Vice-President shall assist the President in the performance of his/her duties and shall act as the President in the absence or inability of the President
- g) The Board is to keep adequate records including but not limited to the Articles of Incorporation, by-laws and amendments, policies, minutes of meetings and financial records.

10) Financial Affairs

- a) The fiscal year of the Association shall end on the 31st day of August of each year.
- b) The accounts of Organization shall, as soon as is practicable after the end of each fiscal year, be examined, and the correctness ascertained and certified by on or more auditors who shall be appointed for the term of one (1) year.
- c) The Board shall cause to kept proper records of accounts of all transactions of the Organization.
- d) Each year within 45 days after the commencement of the new fiscal year, a budget setting forth details of the estimated revenues and expenditures of the

Organization for the ensuing fiscal year shall be prepared and submitted to the Directors.

The budget shall be submitted to the Town of Carnduff & R.M. of Mount Pleasant No. 2 Recreation Board for review, as well as to the Councils. The review process shall include:

- i) Communication with the Recreation Board about Recreation Board suggestions, concerns, etc. The Board will review the comments from the Recreation Board and make changes to the budget as The Board sees fit.
 - ii) Councils shall review the budget and the comments of the Recreation Board before passing the final decision on the approval of the budget.
- e) An unaudited financial statement shall be presented to the Board at each regularly scheduled meeting of the Board. The unaudited financial statement(s) shall be presented to the Recreation Board at each regularly scheduled meeting of the Recreation Board. The Recreation Board will review the unaudited financial statement(s) in the same manner as outlined in subsection 10(d)(i) and 10(d)(ii). Councils may request to review the monthly unaudited financial statements at any time to the Recreation Director.
 - f) Audited Financial statements and auditor report shall be presented annually to the Board and Membership at one of the General meetings, as well as presented annually to the Recreation Board and Councils for final approval.
 - g) The Board will create and maintain a five (5) year capital facility plan(s) to ensure proper budgeting. The plan shall be updated at least annually. The Recreation Board and Councils shall annually review the plan in the same manner as outlined in subsection 10(d)(i) and 10(d)(ii).

11) Banking

- a) The funds of the Organization shall, be deposited in a chartered bank or Credit Union as the Board sees fit.
- b) The signing officers of the Organization shall be any two (2) of the following, President, Vice President, Secretary/Treasurer, and/or an individual(s) appointed by the Board.

12) Amendments

- a) The Constitution and Bylaws may be amended by a vote of not less than two-thirds of votes cast at a general meeting of members, of which not less than 15 days notice specifying the intention to propose the resolution has been given.
- b) All amendments shall be reviewed by the Recreation Board and Town of Carnduff and R.M. of Mount Pleasant No. 2 councils in the same manner as outlined in subsection 10(d)(i) and 10(d)(ii).

13) Non - Compliance

- a) The Organization shall ensure it remains compliant with the bylaw as set forth as a condition to remain a member of the Town of Carnduff & R.M. of Mount Pleasant No. 2 Recreation Board. If the Organization is found to be uncompliant with any of the terms as so set forth in this bylaw by the Recreation Director, The Recreation Board, and/or Councils, the following procedure will occur:
 - i) The Recreation Director will have a verbal discussion with the Board members to inquire on the status of the concerns, and ensure the Board members are aware of their obligations. The Recreation Director will work with the Board members to address these concerns. The Recreation Director will explain to The Recreation Board the concerns, and all steps being taken to rectify the situation.
 - ii) If the Recreation Director feels further action is required, a letter detailing the non-compliant issues will be sent to the Board. They will be given a deadline date, set by the recreation Director and the Recreation Board, to ensure all concerns are addressed.
 - iii) If the Board remains non-compliant, they will be requested to meet with the Recreation Director and Council representatives.
 - iv) If all of the above steps do not result in the Board becoming compliant, the Councils will make a decision on further actions to be taken.

14) Liquidation and Dissolution

- a) In the event of dissolution or liquidation of the Organization, it's property and assets shall, after payment of all liabilities be donated to a charitable organization that supply great benefit to the community and or operate a public facility or facilities for recreational use in the Town of Carnduff.

Approved, adopted and ratified at Carnduff, in the Province of Saskatchewan, this 3rd day of September , 2020.