

BY-LAWS OF EDMONTON TABLE TENNIS CLUB

1 ORGANIZATION

- 1.1 The name of the society shall be the Edmonton Table Tennis Club, also known as the ETTC.
- 1.2 Board of Directors, Executive Committee, or Board, shall mean the Board of Directors of the society.
- 1.3 Director means any appointed or elected member of the Board of Directors.
- 1.4 ETTC, or Club, shall mean the Edmonton Table Tennis Club.

2 MEMBERSHIP

- 2.1 Any person residing in Alberta who completes the proper application and who pays the proper fees may become a member.
- 2.2 Annual fees shall be determined by the Board.
- 2.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
- 2.4 Membership may be terminated for cause by a majority vote of the Board. Termination for cause may be for any of the following reasons:
 - 2.4.1 Violation or disregard of Club rules or regulations
 - 2.4.2 Delinquency in payment of fees and assessments, including payment with NSF cheques.
 - 2.4.3 Conduct failing to conform to generally accepted standards of sportsmanship or decency or which tends to bring disrepute upon the Club or the sport of table tennis.
 - 2.4.4 Inappropriate behavior including: vindictiveness, bullying or harassment of members or employees; outrageous, libelous or defamatory claims against the club, its members or employees.
 - 2.4.5 Theft, fraud or malicious damage to Club property.
- 2.5 No member who is in arrears for dues shall be entitled to any privileges or to vote at any meeting of the Club or to run for election to the Board.

3 BOARD OF DIRECTORS

- 3.1 The Board will consist of a President, two Vice-presidents, a Secretary, a Treasurer, and three Directors.
- 3.2 Any member in good standing who has reached their eighteenth birthday; who has been a member in good standing for at least one full year (365 days); and who is not on the board of another table tennis club in Alberta, is eligible to be a Director.
- 3.3 Any vacancy of the Board occurring during the year shall be filled by appointment at the next Board meeting, provided it is so stated in the notice calling such meeting.
- 3.4 The Board shall, subject to the bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Club.
- 3.5 Regular meetings of the Board shall be held as often as may be required, but at least once every four months, and shall be called by the President.
- 3.6 Regular meetings of the Board shall be called by ten days' notice in writing mailed to each member, or by three days' notice by fax, telephone or email.
- 3.7 Four Directors shall constitute a quorum at a Board meeting.
- 3.8 Impromptu meetings of the Board may be held without notice when a quorum of the Board is present, however any business at such a meeting must be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
- 3.9 The term of office for Directors is one year or until the next Annual General Meeting when their successors are elected and installed.

- 3.10 Any Director who is absent from three consecutive board meetings, without a valid reason, shall be deemed to have vacated their position.
- 3.11 Each Director shall have one vote and such voting may not be done by proxy.
- 3.12 A Director may be removed for cause, as defined in clauses 2.4.1 to 2.4.5, with the concurrence of any five members of the Board.
- 3.13 The President of the club shall be ex officio a member of all committees.
- 3.14 The President shall, when present, preside at all meetings of the Club and the Board. In the absence of the President, a Vice-President shall preside at any such meetings. In their absence, a chairperson may be elected at the meeting to preside.
- 3.15 It shall be the duty of the Secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Society which 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 to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
- 3.16 The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in whatever registered financial institution the Board may direct.
- 3.17 The Treasurer shall receive all monies paid to the Club and be responsible for the deposit of same in whatever registered financial institution the Board may direct.
- 3.18 The Treasurer shall properly account for the funds of the association and keep such books as may be directed by the Board.
- 3.19 The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the association and submit a copy of same to the Secretary for the records.
- 3.20 The Treasurer shall be one of the officers authorized to sign cheques or financial instruments of the organization.

4. CONFLICT OF INTEREST

- 4.1 For purposes of this provision, the term "interest" shall include personal interest, interest as Director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or entity other than the ETTC.
- 4.2 Whenever a Director has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:
 - 4.2.1 The interest of such Director is fully disclosed to the Board.
 - 4.2.2 No Director with an interest may vote on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
 - 4.2.3 Any transaction in which a Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the organization.
 - 4.2.4 Payments to the interested officer or Director shall be reasonable and shall not exceed fair market value.

5. AUDITING

- 5.1 The books, accounts and records of the Treasurer and Secretary shall be audited at least once each year by a duly qualified accountant or by two members of the Club appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the Annual General Meeting of the Club. The fiscal year of the Club in each year shall be September 1 to August 31.
- 5.2 The books and records of the club may be inspected by any member of the Club at the Annual General Meeting or at any mutually convenient time and place satisfactory to the Secretary.

6. MEETINGS

- 6.1 The Club shall hold an Annual General Meeting (AGM) on or before December 31 in each year, of which notice shall be given in writing delivered via mail or email to the last known address of each member at least fourteen days prior to the date of the meeting. At this meeting shall be elected a President, two Vice-presidents, a Secretary, a Treasurer, and three Directors. The Directors so elected shall form the Board, and shall serve until their successors are elected and installed.
- 6.2 Any member who intends to run for election to the Board must submit their intention in writing at least seven days before the date of the AGM to the Secretary, who shall determine their eligibility and publish their name to the members.
- 6.3 A member must be present, or provide prior consent in writing, when being nominated for election to the Board at the AGM.
- 6.4 General Meetings of the Club may be called by the Secretary upon the instructions of the President or Board by notice in writing delivered via mail or email to the last known address of each member at least eight days prior to the date of the meeting.
- 6.5 A Special Meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, notice of which shall be in writing delivered via mail or email eight days prior to the meeting.
- 6.6 Twenty members in good standing shall constitute a quorum at any meeting.

7. VOTING

- 7.1 Each member who has reached their eighteenth birthday has one vote at a general meeting. A show of hands may decide any vote. If there is a tie vote, the motion is defeated.
- 7.2 If deemed necessary by the majority of the Board, ballots may be provided and, if used, there shall not appear at any place on a ballot anything that might tend to indicate the person who cast such ballot.
- 7.3 Voting must be done in person and not by proxy or otherwise.
- 7.4 No action taken at a meeting is invalid due to:
 - 7.4.1 accidental omission to give any notice to any Member;
 - 7.4.2 any Member not receiving any notice; or
 - 7.4.3 any error in any notice that does not affect the meeting.

8. REMUNERATION

- 8.1 The Board shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of Club business.
- 8.2 Unless authorized at any meeting and after notice of the same shall have been given, no officer, Director, or member of the Club shall receive any remuneration for their services.

9. BORROWING POWERS

The Club shall not incur expense in any year in excess of the revenue plus the balance brought forward for that year. The Club shall not exercise any borrowing power unless decided by a Special Resolution and an affirmative vote of not less than seventy five percent of the members present at a General Meeting.

10. AMENDMENTS

These by-laws may be rescinded, altered, or added to by a Special Resolution.

11. DISSOLUTION

- 11.1 A vote to dissolve the Club may be taken only at a General Meeting. Such dissolution shall require a two-thirds majority vote. Notification of the proposed vote for dissolution must be sent to all current members at their last known address or email address at least fourteen days before the meeting.
- 11.2 In the event that a quorum is not obtained as described in section 6.6, the Board may subsequently dissolve the Club by a vote at a Board meeting, with the concurrence of any six members of the Board.
- 11.3 Upon dissolution of the Club, funds remaining in Club accounts and Club property shall be disbursed to one or more regularly organized and charitable, education, scientific or philanthropic organizations to be selected by the Board.