

ALBERTA TRIATHLON ASSOCIATION BYLAWS

I. PREAMBLE

1.1. The Society

The name of the Society is the Alberta Triathlon Association, which may also be known or referred to as the ATA or the Society.

1.2 The Bylaws

The following articles set forth the Bylaws of the Alberta Triathlon Association

II. MEMBERSHIP

2.1 The membership fee in the Society shall be determined, from time to time, by the Board at any regularly called meeting. Any person residing in Alberta, may become a member by a favourable vote passed at a regular meeting of the Board, and upon payment of any fee.

2.2 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees for any year, such member shall be automatically suspended at the expiration of one month from the date on which those fees were due and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member upon a vote of the Board may be expelled from membership for any cause which the Board may deem reasonable.

2.3 The membership year is from January 1 of any given year to December 31 of that given year. Membership will run on a calendar system and must be renewed each year for the period ending on December 31 of any given year.

III. BOARD OF DIRECTORS

3.1 Board of Directors, or Board, shall mean the Board of Directors of the Society.

3.2 Composition of the Board and Officers

3.2.1 The Board shall consist of a minimum of seven (7) and a maximum of ten (10) Directors to be elected by the members.

3.2.2 The Board shall elect officers, being a President, a Vice President, a Treasurer and a Secretary.

3.3 The President shall be ex-officio a member of all Committees. The President shall, when present, preside at all meetings of the Society and of the Board. In the absence of the President, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

3.4 The Secretary shall cause the minutes of the Board of Directors' meetings to be taken and distributed, and shall ensure that draft minutes are distributed to all current members of the Board of Directors within fourteen (14) days of the meeting date for meetings of the Board of Directors. The Secretary shall perform such other duties as may be assigned by the President or by vote of the Board of Directors.

3.5 The Treasurer shall monitor the care and custody of the Society's funds and financial records, and monitor and facilitate the preparation of the financial records, statements, tax filings, and annual budget as required by regulation or the Board. The Treasurer will also report to the Board on financial matters of the organization from time to time and serve as chair of any committee responsible for finance and audit.

3.6 Board Function and Specific Rules

3.6.1 The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by 5 days' notice in writing provided to each member. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void. All instructions and notices in writing shall be given in email to the last recorded email address of the addressee according to the records of the Society.

3.6.2 A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.

3.6.3 Any director or officer, upon a majority vote of all members in good standing, may be removed from office or any cause which the Society may deem reasonable.

3.7 Protection and Indemnity of Directors and Officers

3.7.1. Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

3.7.2. No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Society, unless the act is fraud, dishonesty or bad faith.

3.7.3. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

IV. ACCOUNTING

4.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society 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. The members may determine by ordinary resolution that the books, accounts and records shall be considered in a review engagement by a duly qualified accountant rather than being subject to an audit. The fiscal year end of the Society in each year shall be the 31st of December each year.

V. MEETINGS

5.1 The Society shall hold an annual meeting on or before May 31 in each year, of which notice in writing shall be given twenty one (21) days prior to the date of the meeting. At this meeting there shall be elected not less than seven and not more than ten directors. The directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any person elected a Director (which includes any period of time holding an Office) shall hold that position on a three (3) year term. A Director may stand for re-election three (3) consecutive times. Any vacancy occurring during the year shall be filled by the Board for a term extending to the next annual meeting and then shall be subject to election at the next annual meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Society. All notices in writing shall be given in email to the last recorded email address of the addressee according to the records of the Society.

5.2 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 eight (8) days prior to the date of such meeting. 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, which shall be by notice in writing eight (8) days prior to the meeting. All notices in writing shall be given in email to the last recorded email address of the addressee according to the records of the Society.

5.3 Three (3%) percent of members in good standing shall constitute a quorum at any meeting.

5.4 If a quorum is not present within one-half (1/2) hour after the set time, the Meeting will proceed with the Members in attendance. Forth with after the Meeting, the minutes of the meeting shall be posted on the Alberta Triathlon Association website. If thirty (30) days after such posting, a written request for a special meeting seeking to rescind business passed at the meeting has not been received by the Board, then all business transacted at the Meeting shall be deemed to have been lawfully passed.

VI. VOTING

6.1 Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Society. Such votes must be made in

person and not by proxy or otherwise, but may also be made using any online voting system approved by the Board.

VII. REMUNERATION

7.1 Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the Society shall receive any remuneration for their services.

VIII. BORROWING POWERS

8.1 For the purpose of carrying out its objects, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

IX. BYLAWS

9.1 The Bylaws may be rescinded, altered or added to by a “Special Resolution”.

Date: October 16, 2022