

# Athletics Prince Edward Island

## Bylaws

### **Article 1    Membership**

- 1.1    Membership in Athletics PEI shall include
  - a.    Active Members
  - b.    Associate Members
  - c.    Honorary Members
  
- 1.2    Active membership shall be limited to duly approved clubs and individuals. Membership is entitled to all benefits and programs conducted by Athletics PEI and Athletics Canada. Each active club in good standing shall be entitled to vote at any Special or General Meeting in conformity to Article 13. For the purpose of this section, the Prince Edward Island School Athletic Association (PEISAA) and the PEI Roadrunners Association shall be deemed associate members.
  
- 1.3    Associate memberships shall be open to organizations or persons who desire to assist in the promotion of and participation in track and field or athletics. Associate members shall not be entitled to vote at any Special or general meeting. Associate members are not entitled to the benefits of Athletics Canada unless specifically authorized by the Board of Directors of Athletics PEI (BOD).
  
- 1.4    Honorary membership shall be granted to persons nominated by active members and unanimously approved by the BOD. Honorary members shall not be entitled to vote an Special or General meetings.
  
- 1.5    Applications for membership shall be submitted to the Secretary in writing together with the appropriate fee set by the Association. Applications for Club membership shall be submitted to the Secretary for approval by the BOD.
  
- 1.6    Any member may terminate membership by giving written notice to the Secretary of its or their intended resignation and such resignation must be approved in accordance with the Bylaws of such clubs or affiliated sections.
  
- 1.7    The Association may terminate the membership of any member for sufficient reason by an extraordinary resolution approved by two-thirds majority of those

present and entitled to vote at a Board, General, or Special Meeting duly called for that purpose.

- 1.8 An active club shall be duly constituted so as to provide for an organization consisting of a President, Secretary-Treasurer and members.
- 1.9 The affairs of each active and associate member shall be governed in accordance with the provisions of Athletics PEI insofar as the same is possible.

## **Article 2 Fees**

- 2.1 The annual fees for members in Athletics PEI for the following calendar year shall be set and approved by the BOD. The fees must be so approved By October 31<sup>st</sup> of the year preceding the year for which the fees are to be effective.
- 2.2 Honorary membership shall be granted without payment of fees.
- 2.3 Officials shall obtain full membership in the Association for a fee to be determined annually.
- 2.4 Coaches will be required to register annually and to pay a fee to be determined annually.
- 2.5 Fees will be determined by the membership at the Annual General Meeting and if set by the BOD as per Article 2.1 will be ratified at the Annual General meeting.

## **Article 3 Board of Directors and Management**

- 3.1 The affairs of Athletics PEI shall be managed by a Board of Directors (BOD). The BOD shall consist of an Executive, Club Representatives (one from each sanctioned Club in good standing,) an Athlete's representative and up to 10 Directors at large.
- 3.2 The day to day Management of Athletics PEI shall be in the Executive which shall consist of the President, Vice-President, Secretary, Treasurer and immediate Past-President.
- 3.3 The BOD shall meet at least five (5) times a year but may hold other meetings as required so long as proper notice is provided. The presence of 50% of the Executive is required for a quorum with at least one of them being the President or Vice-President.
- 3.4 The President and Secretary shall be elected at the Annual General Meeting for two-year terms in years ending with an odd number.

- 3.5 The Vice-President and Treasurer shall be elected for two year terms at the Annual General Meeting in years ending with even numbers.
- 3.6 Directors at large shall be elected annually.
- 3.7 Executive members shall receive no compensation for their services but may be reimbursed for expenses incurred on behalf of the Association.
- 3.8 The BOD shall annually appoint all Committee Chairs, subject to any terms of reference developed by the BOD. Committee Chairs may attend the BOD meetings. At no time shall such Committee Chairs. Committee Chairs shall not entitled to vote by virtue of their position as Committee Chair.
- 3.9 The BOD may, from time to time, invite to meetings such persons as they deem advisable to assist in the operation of the Association. These persons shall not be entitled to vote.
- 3.10 Each BOD member shall be entitled to one vote except for the President who may cast a vote only in the event of a tie.
- 3.11 The BOD may hire an Executive Director or staff person on an annual basis. This person shall not be entitled to vote but shall attend all meetings and shall be accountable to the Executive.
- 3.12 The Executive shall have the power to appoint a person to hold office during any unexpired term of any member of the Executive or BOD. The appointed member shall assume the position and responsibilities of the former member until the next Annual General Meeting.
- 3.13 Any BOD member who misses three consecutive BOD meetings shall be considered to have resigned at the third meeting unless such member provides written reasons for missing the meetings and has approval of the BOD.

#### **Article 4 Roles and Responsibilities**

- 4.1 The duties of the President shall include the following:
- a. To preside at all meetings of APEI or to ensure the Vice-President can preside in the case of his or her absence.
  - b. to be the official spokesperson for the Association;

- c. to represent Athletics PEI as a delegate to meetings of Athletics Canada or any other meetings requiring an official from the Association;
- d. To assist any staff persons in providing publicity through the general media;
- e. To have the power in an emergency situation requiring urgent decision making or action to consult with a minimum of any three (3) Executive members, by telephone, if necessary, and to obtain agreement regarding a course of action. Such actions as he or she may take must be ratified by the next meeting of the BOD.

4.2 The duties of the Vice-President shall include the following:

- a. To preside at meetings in the absence of the President.

4.3 The duties of the Treasurer shall include the following:

- a. to keep proper books of accounts and records and to place funds of Athletics PEI into a bank account under the name of "Athletics PEI" when properly approved.
- b. To honor or pay all accounts of the Association;
- c. To report the state of finances of the Association to the Board;
- d. To prepare financial statements of budgets when and as required by the BOD;
- e. To present a financial report at the Annual General meeting;
- f. to be responsible for matters relating to budget and fund-raising.

4.4 The duties of the Secretary:

- a. To keep the minutes of the proceedings of all meetings;
- b. to perform such other duties as may be assigned by the BOD.

4.5 The duties of the Past President shall include the following:

- a. to be a source of information and continuity for the President;
- b. to act as an official delegate when asked to perform this duty by the President.

## **Article 5      Selection Committee**

- 5.1 For Provincial teams, the BOD shall establish a selection committee;
- 5.2 The BOD shall develop and institute selection criteria for provincial teams;
- 5.3 Athletes must be members in good standing of the Association to be considered for selection to provincial teams or for awards.
- 5.4 To be considered for annual awards, nominees shall be chosen from active members by the Selection Committee based on their performances during the year for which selections are being made.

## **Article 6      Meetings**

- 6.1 General Meetings
  - a. Athletics PEI shall hold at least one General Meeting during the year preferably in the Spring. The annual meeting shall be held within 60 days of the Association's year end.
  - b. The Annual General Meeting shall require fourteen (14) days notice in writing either by publication in local newspapers or other publications. Such notice will be deemed to have been given when mailed to the member clubs and affiliated sections and published through the Sport PEI newsletter.
  - c. The order of business at the Annual General Meeting shall be as follows;
    - i. Call to Order
    - ii. Roll Call and verification of voting delegates
    - iii. Minutes of previous AGM
    - iv. Business arising from Minutes
    - v. Consideration of annual report of the directors
    - vi. Financial Report
    - vii. Approval of budget
    - viii. Bylaw Amendments

- ix. New Business
- x. Election of Directors
- xi. Appointment of Auditors.
- xii. Adjournment

## 6.2 Special meetings

- a. Special meetings of the Association may be called by the President or in his or her absence, the Vice-President or upon written request signed by five members of APEI submitted to the President or, in his or her absence, the Vice-President.
- b. The President (or in his or her absence, the Vice-President) shall preside at any Special meeting
- c. A minimum of seven (7) days notice in writing shall be given to each member of the BOD. Such notice will be deemed to have been given when mailed to the BOD members in accordance with the Constitution and these By-laws

## **Article 7 Representation and Voting**

- 7.1 Full member clubs shall be entitled to be represented by delegates providing the membership fees for the Club are paid in full by March 31 of the current year.
- 7.2 An active Member shall be entitled to one (1) vote;
- 7.3 Each active Club may send as many delegates as it wishes to the Annual and Special Meetings but one delegate must vote for its Club and the Club must record with the Secretary the name of its voting delegate. The voting delegate must be a Member in good standing with the Association.
- 7.4 Members of the BOD shall have one vote each except for the President who shall have the right to cast a vote only in the case of a tie.
- 7.5 There shall be no proxy votes.
- 7.6 Twenty-five per cent of the eligible delegates including 50% of the BOD shall constitute a quorum at any Special or General Meeting.

- 7.7 Robert's Rules of Order shall apply at all meetings at which a jurisdictional dispute arises.

## **Article 8 Finances**

- 8.1 The BOD shall operate a bank account at a chartered bank or trust company in which funds of the Association shall be deposited and withdrawn by cheques signed by such officers as may be authorized by a resolution of the BOD.
- 8.2 The BOD shall be responsible for the payment of all accounts of Athletics PEI and shall make such regulations as it deems necessary for the payment of regular current accounts.
- 8.3 The BOD shall appoint such officers as may be authorized by a special resolution of the BOD to execute all contracts, deeds, bills of exchange and other instruments and documents on behalf of Athletics PEI and the officers may seal the said documents with APEI's seal.
- 8.4 The fiscal year of Athletics PEI shall end on March 31<sup>st</sup>.
- 8.5 The Association shall appoint an auditor annually or as it deems necessary.
- 8.6 Athletics PEI shall not borrow or incur any liability in excess of its annual budget together with the accrued financial assets without the approval and sanction of a special resolution of Athletics PEI.
- 8.7 Lesser amounts on borrowing than referred to above may be authorized by resolution of the BOD.

## **Article 9 Amendments**

- 9.1 Athletics PEI has the power to amend any of these bylaws by a resolution at any meeting of the membership provided that a copy of any proposed amendment has been provided to the membership at least 14 days prior to the date of the meeting at which the proposed amendment will be introduced.
- 9.2 Any proposed amendment, additions or deletions to the bylaws must receive two-thirds of the votes cast at such a meeting in order for the amendment to be approved.

- 9.3 When no notice of motion has been given, the bylaws can only be changed at an Annual General Meeting.

#### **Article 10 Special Resolutions**

- 10.1 For the purpose of these bylaws, a Special Resolution is a resolution passed by three fourths of the members eligible and present to vote at a General Meeting of which notice has been duly given, specifying the intention to propose a resolution as a special resolution.

#### **Article 11 Indemnification and Protection of Directors and Officers**

- 11.1 Every Director of the Association and his or her heirs, executors, and administrators and estate and effects shall be indemnified and saved harmless out of the funds of the Association from and against all costs, charges, and expenses which he or she shall or may sustain or incur in any action or proceeding which is brought or prosecuted against the Director for or in respect of any act, deed, matter or thing made, done or permitted by him or her in or about the execution of duties of his or her office and also from and against all other costs, charges, and expenses which the Director may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default.
- 11.2 Nor Director or officer shall be liable for the acts, receipts, neglect or defaults of any other Director, officer or employee or for joining in any receipt or act for the conformity or act for any loss, damage or expense happening to the Association through the insufficiency of title to any property acquired by order of the Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which the any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited or for any loss occasioned by an oversight or error in judgment on his or her part or for any other loss, damage, or misfortune which may happen in the exercise of his or her respective duties or trust or relation thereto unless the same shall happen by his or her own or through his or her own wilful act or default. Directors may rely upon the

accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

**Article 12    Miscellaneous**

- 12.1    Athletics PEI shall file with Sport PEI, with its annual statement, a list of members of the BOD with their addresses, occupations and dates of appointment or election within fourteen days of a change.
- 12.2    Athletics PEI shall file with Sport PEI a copy of every special resolution within fourteen days after the resolution is passed.
- 12.3    The books and records of Athletics PEI may be inspected by any member at any reasonable time within two days prior to any General or Special Meeting at the registered office of Athletics PEI.
- 12.3    The Association may approve such Policies as they may from time to time see fit passed by majority of the Annual General Meeting.