

Dec. 12th, 2016

BYLAWS OF PLAMONDON VOLLEYBALL CLUB

1. Name

a. The society shall be named the Plamondon Volleyball Club and shall hereafter be referred to as "PVC" or "the Club".

2. Organization

a. The Club shall be composed of Members as hereinafter set out and it shall be managed by a Board of Directors constituted as prescribed in these By-Laws in affiliation with the Plamondon Volleyball Club

3. Membership

a. Membership for the current club year shall be for the period starting December 1 through November 30 of each year.

b. The Board of Directors has the right to levy a membership fee.

c. Membership eligibility is extended to youth and young adults who participate in the tryout process; or are returning members in good standing.

d. Member is someone who is currently registered with the Plamondon Volleyball Club and is a registered member of Volleyball Canada or other registering body as specified by the Alberta Volleyball Association.

e. Membership may also be extended to persons interested in the promotion, development, supervision and voluntary support of PVC, or those who may make special contribution to the association. These members will abide by the philosophy, bylaws, and policies as from time to time are established and laid down by PVC, and whose application for admission as members has received the approval of the board.

f. As most members are minors, a parent or legal guardian of the minor child will represent that member.

g. Members are eligible to be nominated and elected to the board of directors by the membership.

h. Any member may resign from the Club by letter directed to the Secretary of the Club stating the date that their resignation is to be effective. This letter shall be presented at the next Board of Directors meeting.

i. Any member may be expelled for failure to uphold the bylaws of the Club or for any action

Dec. 12th, 2016

judged to be detrimental to the Club, but such expulsion shall not occur unless by majority vote of the Board of Directors at a regular or special meeting.

4. Meetings

a. General Meetings

- i. The Annual General Meeting (AGM) shall be held before December 31st of each year and notice of the AGM must be published on the Plamondon Volleyball Club Website and also communicated to the current years' membership, at the last known email address held by the club, at least 30 days in advance of the meeting date providing location and time of said meeting.
- ii. At all General meetings of the Club, including the annual general and special general meetings, members in good standing shall constitute a quorum (30% members in good standing) for the transaction of business provided the quorum present.
- iii. Any member in good standing over the age of 18 shall have the right to vote at the Annual General Meeting (AGM), or at a Special General Meeting (SGM), of the society. Such votes must be made in person and not by proxy or otherwise. Each member is entitled to one vote. Where more than one family member is represented, the family shall have one vote.
- iv. Special General Meetings of the Club may be called by the President at his or her discretion, by special resolution of 3/4 of all the members of the Board of Directors, or may be requested by active members of the club, such a request to be in writing and directed to the President. In either event, the date, place, and purpose of such meeting shall be posted on the PVC website <http://www.plamondonvc.ca> and emails sent out to parent representatives at least eight days prior to the meeting. In such event, however, only the matters set forth in the notice for the Special General Meeting may be addressed at said meeting.
- v. At all general or special general meetings of the Club, attendees must sign-in and have their affiliation and membership in good standing confirmed by the Secretary or Treasurer to determine their eligibility to vote.

b. Board of Directors Meetings

- i. The Board of Directors shall meet not less than two (2) times during the current club year, preferably at the beginning and at the end of the season, or as often as deemed necessary to carry on efficiently the business of the Club. Notice of such meetings to be valid if provided by electronic mail to the address provided to the Board by each Director.
- ii. At all board of Directors meetings 50% plus one Board member of the Club shall constitute a quorum for the transaction of business, providing that either the President or Vice President is present.
- iii. Each board member shall be entitled to one (1) vote at a meeting of the club.
- iv. A Special Directors Meeting (SDM) may be called by the president at his or her discretion by written notification or email to the last known address or email address given by each Board member, provided that such notification shall be given at least twenty-four (24) hours before the proposed Special Directors Meeting.

Dec. 12th, 2016

5. Operations of the Board of Directors

- a. The Business of the Club shall be conducted by the Board of Directors.
- b. The Board of Directors shall be elected to office at an Annual General Meeting of the Club and shall include the roles of:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - v. Director (s) - up to 12 -
- c. The Board of Directors shall strike a nominating committee at least one month before the Annual General Meeting of the Club to receive nominations for vacant positions of the Board of Directors. Nominations can also be proposed from the floor at the AGM.
- d. All of the persons elected to the Board of Directors shall be elected for a term of two (2) years, and one-half of the Board positions shall be elected each year. Team Representatives will be a one (1) year position.
- e. Each Board Member has one vote in matters concerning the business of the Club.
- f. The President shall chair all Board and General meetings at which he or she is present. In the absence of the President, this responsibility shall fall to the Vice President.
- g. Any member of the Board of Directors absents himself or herself from any four Board meetings of the Club in any single year, without notifying the President or Secretary, shall be deemed to have automatically resigned and the Board of Directors shall have the power to appoint a replacement.
- h. Should a vacancy occur on the Board of Directors between elections, either by resignation or otherwise, the remaining members of the Board shall have the power to fill such a vacancy.
- i. The newly appointed Member(s) of the Board shall then finish out the balance of the term which would normally have been served by the Director they replaced.

6. Duties of the Directors

- a. President
 - i. The President shall preside at all meetings of the Club and shall cast a tie-breaking vote only.
 - ii. The President shall be an ex-officio member of all committees
 - iii. The President or his/her designate shall be the official representative of the Club in all

Dec. 12th, 2016

dealings with other clubs, agencies, organizations, and different levels of government.

iv. The President shall ensure that all resolutions or motions passed by the membership at large and by the Board of Directors are carried out.

v. The President shall report club business at scheduled PVC Board of Directors meetings.

b. Vice-President

i. It shall be the duty of the Vice-President to assist the President in the performance of his/her duties.

ii. The Vice President shall act as liaison with the team parent representatives, organize and run meetings with Team Parent Representatives, and have other duties as prescribed by the Board of Directors.

c. Secretary

i. The Secretary is responsible for recording the minutes of all meetings of the Club.

ii. In the absence of the Secretary another Board member may be appointed to act as Secretary for that meeting only.

iii. It is the Secretary's responsibility to ensure that the minutes are kept up to date and are circulated to all Board members prior the next meeting.

iv. The Secretary even if not re-elected, is responsible to record and circulate the AGM minutes to the Board within fourteen (14) days following the AGM meeting.

v. The Secretary, co-operating with the President, shall be responsible for ensuring all correspondence of the Club, both incoming and outgoing, is properly filed and properly answered when it is required.

vi. The Secretary, co-operating with the President, shall compile the agenda for all meetings of the Club.

vii. The secretary 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.

d. Treasurer

i. The Treasurer shall be responsible for carrying out the financial affairs and keeping the financial records of the Club in order.

ii. The Treasurer shall ensure that the annual review or audit of the Club's financial affairs and records is carried out, and submit the completed review/audit to the appropriate government authority.

iii. The Treasurer shall pay any necessary affiliation fees for the Club.

iv. The Treasurer shall be responsible for, and keep an account of, all expenditures and disbursements, revenues and receipts and file all bills, receipts and vouchers of the Club.

v. The Treasurer shall ensure that all cheques are signed by any two of the following Board Members which have signing authority: President, Treasurer, Vice-President and Secretary

vi. The Treasurer as the Chair of the Finance Committee shall be responsible for submitting a projected budget for the upcoming fiscal year for approval of the Board of Directors prior to the beginning of a new season.

e. Director

Dec. 12th, 2016

i. The Director(s) will assist in the day to day operations of the Club as defined in policy. Such duties may include, but are not limited to; registrations, fundraising, promotion, casino management, uniforms, equipment, coach's support, city liaison and gym time scheduling.

7. Powers of the Board of Directors

a. The Board of Directors shall have complete control over the policy, finances, and general affairs of the Club, and shall assume any obligations, make any expenditure, and put into effect any such measures as it may consider necessary in the best interests of the Club in accordance with the annual budget approved by the Board.

b. The Board of Directors shall have the power to enact and enforce Rules and Regulations by simple majority from time to time as it sees fit.

c. The Board of Directors shall have the power to enter into arrangements as to matters of business, duties, management or other matters as it sees fit, so far as it is not herein expressly forbidden.

d. Neither the elected or appointed Board of Directors of the Club shall receive any remuneration for his or her time or service with regard to club activities.

8. Borrowing Powers of the Club

a. The Board of Directors may, with the approval of a majority of the members present at an AGM or SGM of the Club, borrow funds for the benefit and further development of the Club.

9. Financial Policy

a. 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 Club volunteering for that purpose. A complete and proper statement of the standing of the books for the previous year shall be presented at the Annual General Meeting of the Club and submitted to Alberta Registries. The fiscal year of the Club shall be November 1 – October 31 of each year.

b. The books and records of the Club may be inspected by any other member of the Club at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the director or directors having charge of same. Each member of the Board shall at all times have access to such books and records.

10. Conduct of Affairs of the Club

a. All meetings of the Club will be conducted in accordance with Robert's Rules of Order.

Dec. 12th, 2016

b. All documents, including contracts or cheques, required to be executed on behalf of the club shall be signed by at least two of the following non related board members: President, Vice President, Secretary or Treasurer.

11. Laws of the Game

a. The Club shall support and maintain the principles of the Laws of the Game as established by Alberta Volleyball Association and recognized by Volleyball Canada, except as provided to accommodate regional difference in age or climate.

b. Changes to the Laws of the Game shall come into effect for Plamondon Volleyball Club immediately after their adoption provincially and/or nationally.

12. Changes to the By-Laws

a. All proposed amendments to these By-Laws should be by "Special Resolution" forwarded in writing to the Secretary of the Club no later than 21 days prior to the AGM.

b. Special Resolutions to amend the By-Laws shall require a three quarters (3/4) majority vote, in favour of this Special Resolution, of the members in good standing present at the Annual General Meeting of the Club.

c. Following the adoption of any By-Law amendment(s) the Club must notify the registrar of the amendment(s) within sixty (60) days following the meeting at which the amendment(s) were passed.

d. By-Laws of the Club shall not be rescinded, altered, or added to except by Special Resolution of the Club.

13. Liquidation and Dissolution of the Club

a. In the event the Board of Directors or the membership of the Club no longer feels the need for the club to exist, the Club shall be dissolved by a majority vote of the Board of Directors.

b. Upon dissolution of the Club, and after the payment of all debts and obligations of the Club, the remaining assets of the Club shall be :

- i) disbursed to eligible charitable or religious groups or purposes; or
- ii) transferred in trust to Lac La Biche county until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

Dec. 12th, 2016

14. Protection and Indemnity of Directors

a. Each Director and Officer holds office with protection of the Club. The Club indemnifies each Director and Officer against any costs or charges that may be incurred while performing his/her duties on behalf of the Club. The Club does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

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

c. Directors or Officers can rely on the accuracy of any statement or report prepared by the appointed independent qualified financial reviewer. Director or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Dated December 18, 2013

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