

UNIVERSITY OF CALGARY BALLROOM DANCE CLUB

BYLAWS

NAME

- 1) The name of the organization shall be "The University of Calgary Ballroom Dance Club", herein referred to as the Club.

PURPOSE

- 2) The purpose of this not-for-profit Club is to encourage and promote ballroom dancing through instruction and practice in a respectful and social atmosphere.

LOCATION

- 3) The headquarters of the Club shall be the University of Calgary in the city of Calgary.

DEFINITIONS

4) In these Bylaws

- a) "Alumnus" means an individual who meets the qualifications identified in Schedule I – Alumni Membership Policy.
- b) "Bylaws" means the bylaws of the University of Calgary Ballroom Dance Club.
- c) "Dance Professional" means an individual contracted by the Club, whose primary function is to train Club Instructors and Teaching Assistants in ballroom dance.
- d) "Election Assistant" means a Member appointed by the Executive to assist the Returning Officer in the administration of the Annual Election or a By-Election.
- e) "Executive" means the elected Executive body of the Club.
- f) "Fiscal Year" means the period from July 1st of a given year until June 30th of the following year.
- g) "Instructor" means a Member of the Club who has been selected by the Dance Professional(s) and Executive, whose main function is to lead dance instruction and classes.
- h) "Member" means any person who holds a valid membership card and has agreed to abide by the Club's regulations.
- i) "Membership Term" means the period between July 1 and Jun 30 of the following year.
- j) "Returning Officer" means the Member appointed by the Executive to coordinate and preside over the Annual Election or a By-Election.
- k) "Student's Union" means the University of Calgary Student's Union.
- l) "Teaching Assistant" means a Member of the Club who has been selected by the Dance Professional(s) and Executive, whose main function is to assist in the delivery and administration of dance instruction and classes.
- m) "Transition Meeting" means the meeting at which the outgoing and incoming Executive Members meet to facilitate the transfer of operation of the Club to the incoming Executive.
- n) "Volunteer" means a Volunteer of the Club, as designated by the Executive, and includes Instructors, Teaching Assistants, and Executive Members.

MEMBERSHIP

- 5) The Executive shall determine membership fees, class fees and other fees for Club sponsored activities. Such fees shall be set as low as reasonably practical to ensure operational costs are met while fulfilling the purpose of the Club.
- 6) Any person who is interested in ballroom dancing may apply to be a Member of the Club.

- 7) Registration for membership in the Club by students, staff and faculty of the University of Calgary shall be encouraged.
- 8) A person shall be admitted as a Member of the Club upon receipt and acceptance by the Executive or its authorized officer(s) of
 - a) a completed Club membership application, and
 - b) full payment of the Club membership fee and signed waiver.
- 9) Membership shall be valid for one (1) calendar year commencing September 1st. Memberships purchased in August are valid until August 31st of the following year.
- 10) Subject to section 8, a Member is entitled to
 - a) attend General Meetings and Elections of the Club,
 - b) cast one (1) vote during an Annual Election or By-Election, or on matters raised at a General Meeting,
 - c) seek nomination for an Executive position in the Club, except where limited by the Bylaws,
 - d) participate in Club sponsored activities at such fees as the Executive may determine.
- 11) A person under the age of majority may make application to join the Club as a Member, however such a person may not hold an Executive position, or vote in an Annual Election, By-Election, or on matters raised at General Meeting(s).
- 12) Fees for Club sponsored activities may be reduced or waived at the discretion of the Executive for Instructors, Teaching Assistants, Executive and Members selected by the Executive for special recognition.

TRANSFER OF MEMBERSHIP

- 13) Membership in the Club is non-transferable.

TERMINATION OF MEMBERSHIP

- 14) The Executive, upon majority vote, is empowered to revoke the membership of a Member.
- 15) The Executive may impose disciplinary action up to and including revocation of membership if a member's conduct, in the opinion of the Executive, is negligent, damaging to the character or interests of the club, discreditable, or is otherwise inconsistent with the purpose of the club.
- 16) If requested by the expelled Member within the Membership Term, the Executive shall hold a hearing within a reasonable period of time at which the Member may defend his/her conduct.
- 17) The Executive shall decide by majority vote to re-admit or uphold the expulsion of the said Member, and such a decision shall be given within a reasonable period of time after the hearing.
- 18) Upon any person ceasing to be a Member of the Club for any reason whatsoever, that person shall not be entitled to the refund of his/her membership fee or any portion thereof.
- 19) A Member removed from the Club is not eligible to rejoin for the remainder of that Membership Term, or for a longer period as determined by the Executive.

EXECUTIVE

- 20) The Executive shall consist of ten (10) Members, elected by the membership.
- 21) The Executive shall consist of the following:
 - a) President
 - b) Vice President

- c) Treasurer
- d) Secretary
- e) Social Director
- f) Promotion Director
- g) Four (4) Directors at Large

22) A Member of the Executive shall

- a) be a Member of the Club,
- b) be bondable,
- c) have reached the age of majority, and
- d) have registered and participated in at least two (2) non-concurrent sessions within the last two (2) membership terms.

23) A Member of the Executive shall not hold

- a) the same Executive position for more than two (2) terms consecutively, unless no other nominations are received for that position,
- b) more than one (1) Executive position concurrently,
- c) an Executive position while holding a position of ownership, Executive office, administrative capacity, or otherwise hold a position deemed a conflict of interest with the Club.

CONFLICT OF INTEREST

24) A conflict of interest occurs when a Member acts in an official capacity on behalf of the Club, while knowing there is opportunity to further his/her private interest by doing so.

25) An apparent conflict of interest occurs when there is a reasonable perception that a Member has acted in an official capacity on behalf of the Club, while knowing there is opportunity to further his/her private interest by doing so.

26) Any possible conflict of interest on the part of a Member acting in an official capacity must be disclosed to the Executive as a matter of written record. Such disclosure must be made as soon as the potential for conflict is recognized.

27) Executive Members must exercise the utmost good faith in all transactions concerning the Club and its property. In their dealings with and on behalf of the Club, they shall be held to a strict rule of honesty and fairness. They shall not use their position or knowledge in a manner that could lead to a conflict between their own interest and that of the Club.

28) When a possible conflict of interest exists, the Executive Member involved must neither vote, nor attempt to influence the outcome of a vote.

29) It is recognized that an Executive Member in a possible conflict of interest may have valuable knowledge pertinent to an Executive decision. Therefore, the affected Executive Member will not be prevented from stating his/her position on the matter or answering pertinent questions from other Executive Members.

30) Due to the potential for conflict of interest, nominees for Club Executive positions who are

- a) a board member of,
- b) a person with decision-making authority of, or
- c) a person receiving compensation from

other dance related activities must disclose their interest to the membership when nominated. Failure to do so is considered a conflict of interest. In the event an Executive member engages in these roles subsequent to election or appointment such activity must be disclosed to the Executive. Failure to do so is considered a conflict of interest.

31) When it is determined that a conflict of interest has occurred, the offending Member may be removed from official capacity and/or have Club Membership revoked.

TERM OF OFFICE

32) The term of office for all Members of the Executive shall commence May 1st following the Annual Election.

- a) The President, Secretary, Social Director, and two (2) Directors at Large will be elected to a two (2) year term of office when the year of election is an even number.
- b) The Vice President, Treasurer, Promotion Director, and two (2) Directors at Large will be elected to a two (2) year term of office when the year of election is an odd number.

- c) Should a vacancy occur on the Executive before the expiration of the term, it shall be temporarily filled by an Executive Appointee. A By-Election to fill the position for the balance of the term will be conducted at the earliest opportunity.

REMOVAL OF AN EXECUTIVE BOARD MEMBER

- 33) Any Executive Member can be removed from office for cause. Cause for removal includes but is not limited to: failure to attend Executive Meetings as outlined in Executive guidelines, failure to perform the major duties of his/her position, negligent conduct and any form of conduct that is damaging to the Club or is otherwise inconsistent with the purpose of the Club.
- 34) A special Executive Meeting to discuss and vote on the removal of an Executive Member will be called by a majority vote of the Executive. At the special Executive Meeting, the affected Executive Member will have the opportunity to address the issue(s) related to cause.
- 35) This special Executive Meeting will be held no later than four (4) weeks following the regular Meeting in which the motion to hold this special Meeting was passed. The Executive will make reasonable efforts to provide one (1) week written notice of the special Meeting to the affected Executive Member. Such notice will include the motion to hold the special Meeting, and the time and location of the meeting.
- 36) Upon a two-thirds (2/3) majority vote of the Executive at the special Executive Meeting, the affected Executive Member will be removed from office, such removal is to take effect immediately.

VACANCY OF AN EXECUTIVE OFFICE

- 37) A vacancy of an Executive office is created if an Executive
 - a) resigns, or
 - b) is removed from office.
- 38) A vacancy shall be filled through a By-Election called under a General Meeting or by Annual Election.
- 39) The Executive shall make reasonable efforts to hold a By-Election as soon as possible with regard to the time of year in relation to the next General Meeting, Annual General Election and the operational requirements of the Club.
- 40) In the interim, the Executive, by majority vote, may appoint a Member or Volunteer to serve as an Executive Appointee to assist in all the assigned duties for the particular vacant Executive position, except for the position of
 - a) President, or
 - b) Vice President.
- 41) The Executive Appointee may not
 - a) vote during Executive Meetings, or
 - b) exercise Signing Authority.
- 42) The Executive Appointee shall be relieved
 - a) upon election of a nominee to the vacant Executive position, or
 - b) at the discretion of the Executive, or
 - c) by termination of the Appointee's membership for cause.
- 43) An Executive Appointee shall be eligible for nomination and election.

DUTIES OF THE EXECUTIVE

- 44) All Members of the Executive shall attend Executive Meetings and represent, direct, and participate in the activities of the Club. If a Member of the Executive is unable to attend a meeting, reasonable notice shall be given to the President or Vice President. Written reports or submissions may be brought forward

by another Executive Member, on behalf of the absent Executive Member, in Executive Meetings and shall be given to the Secretary for inclusion in the minutes.

45) The President shall

- a) be the chief officer of the Club,
- b) chair Meetings of the Executive and of the general membership,
- c) be responsible for the safe keeping of all the assets of the Club,
- d) act as a representative of the Club,
- e) act as the principal point of contact in dealings with Dance Professional(s),
- f) maintain Volunteer statistics, and
- g) call and provide notice to the membership of the Annual Election and any By-elections.

46) The Vice President shall

- a) act as President in the absence of the President,
- b) be the principal person of contact in dealing with the Student's Union,
- c) coordinate the Club's involvement in student activities on campus,
- d) coordinate class registration, and
- e) book facilities for lessons and training classes.

47) The Treasurer shall

- a) Coordinate the receipt and banking of monies of the Club,
- b) Prepare financial information and reports to the executive including:
 - 1) Monthly financial reports within 1 month following the month end
 - 2) Fiscal year end statements within 2 months following the Fiscal year end.
 - 3) Fiscal year end statements within 3 months following the Fiscal Year end will be presented to the Financial Review Committee
 - 4) Other reports as needed
- c) Ensure that all financial liabilities of the Club are met,
- d) Endeavour to maintain Generally Accepted Accounting Principles and appropriate policies to ensure financial responsibility and accountability for the Club.
- e) Prepare an annual budget 1 month prior to the fiscal year end for approval by the Executive board.

48) The Secretary shall

- a) record the minutes for every Executive Meeting and General Meeting, and
- b) be responsible for the coordination of written and electronic correspondence of the Club.

49) The Social Director shall arrange and coordinate all social functions of the Club as sanctioned by the Club.

50) The Promotion Director shall coordinate advertisement and promotion of the Club, including communication with the University student body and the general public as sanctioned by the Club.

51) The Directors at Large shall perform such duties as determined during the course of the year by the Executive.

52) Executive Members are responsible for keeping detailed records of their activities and to facilitate the timely delivery of all Club records, funds, materials and property in their possession to their successor. In the event that a successor is not immediately elected or appointed, the Executive Member shall give these materials to the President.

EXECUTIVE MEETINGS

53) Executive Meetings may be called by the President or by two (2) of the elected Executives with seventy-two (72) hours notice of the intended date of the Meeting, accompanied by an agenda. Notice may be waived by unanimous agreement of all elected Executive Members.

54) A quorum of Executive shall consist of a majority of the elected Executive.

- 55) A quorum in attendance, and a majority vote of Executive Members present shall be required to
- a) amend or rescind Club Policies, Schedules, Manuals or Committees,
 - b) approve proposed expenditures over Two Hundred and Fifty Dollars (\$250), and
 - c) pass operational decisions in Executive Meetings.
- 56) A record of the order of business, votes for, against and abstaining shall be kept by the Secretary.
- 57) Each Executive shall be entitled to cast one (1) vote on each order of business. In the case of a tie vote, the President shall be deemed to have cast the deciding vote.

TRANSITION MEETING

- 58) Following an Annual Election, a Transition Meeting will occur before May 1st to facilitate the delivery of materials between outgoing Executive Members and their successors.

Deleted: ¶

Formatted: Bullets and Numbering

SIGNING AUTHORITY

- 59) All cheques or bills of exchange shall be signed by two (2) of the following Members of the Executive:
- a) President
 - b) Vice President
 - c) Treasurer, or
 - d) Secretary.

BORROWING POWER

- 60) The Club has no borrowing power.

CLUB POLICIES, SCHEDULES AND MANUALS

- 61) The Executive may, from time to time, create and administer Club Policies, Schedules and Manuals for the benefit of, and in keeping with, the purpose of the Club.
- 62) Club Policies, Schedules and Manuals may be rescinded or amended by a majority vote of the Executive.
- 63) Club Policies, Schedules and Manuals shall come into force upon notification of the changes to the affected Members.
- 64) The following Schedules are maintained by the Executive:
- a) Schedule I – Alumni Membership Policy,
 - b) Schedule II – Editorial Policy,
 - c) Schedule III – Teaching Assistant's and Instructor's Manual,
 - d) Schedule IV – Election Policy.

STANDING COMMITTEES

- 65) The following committees shall be considered Standing Committees and are not subject to disbanding by the club:
- a) Financial Review committee – responsible to review the Annual Financial Statements prepared by the Treasurer and to comment on these at the AGM. This committee is independent from the executive. The committee will have three members of the club. There shall be no executive members on the committee. The Treasurer is the principal point of contact, but is not a member of the committee. The committee will review the Annual Financial Statements submitted by the Treasurer in advance of the AGM.
 - b) Elections Committee – responsible to conduct the nomination and election of Executive members at all elections and by-elections. The committee will have a minimum of three members and will include

other volunteers as necessary to conduct and election. The committee is independent from the executive. There shall be no executive members on the committee. The Executive will appoint an Executive member to communicate with the committee.

- c) Bylaws Committee – responsible to review and where necessary recommend change to the Bylaws. Recommendations for change must be properly submitted to the Executive and voted on by the membership at a General Meeting. The committee will have a minimum of three members. This committee is independent from the Executive. The Executive will appoint a representative to the committee to act as liaison and to participate as a member of the committee.
- d) Music Committee – responsible to make recommendations to the executive to ensure the club's musical inventory is current and the maintenance or replacement of audio equipment. The committee may engage in various fund-raising activities upon approval from the executive. The committee will have a minimum of three members including a representative from the executive. The committee is directed by the executive and all recommendations and purchases must be approved by the executive.

66) Standing Committee chairpersons shall be named by the executive at the AGM.

67) Every committee shall keep minutes of its meetings.

AD HOC COMMITTEES

- 68) The Executive shall establish and disband such committees as it may from time to time feel necessary or advisable for the smooth functioning of the club.
- a) The Executive shall appoint the chairperson of these committees.
 - b) These committees shall report to the executive.
 - c) The committee will have a minimum of three members and as many as are required to accomplish the task, and will include at least one executive member.
 - d) Every committee shall keep minutes of its meetings.

REMUNERATION

- 69) A Member or Executive of the Club shall not receive remuneration for services performed in the ordinary course of their duties.
- 70) Remuneration shall only be paid to a Member or Executive of the Club where
- a) personal services are performed for the benefit of the Club at large, and
 - b) disclosure of monies paid for services is made available to Members, and
 - c) the service is authorized by a majority vote of the Executive, or
 - d) the service is authorized by a majority vote of Members at a General Meeting.

HONORARIUM

71) An honorarium may be granted to a Member at the discretion of the Executive.

REVIEW OF FINANCIAL RECORDS

72) A Member shall be entitled to review the most recent month end financial statements and the Fiscal Year end financial statements from the previous Fiscal Year, in the presence of the Treasurer and one (1) other Executive signatory, by giving one (1) weeks notice in writing to the Executive.

CONDUCT OF EXECUTIVE

73) The Executive shall use the funds of the Club in a manner in keeping with the purpose of the Club.

74) Executive Members, in exercising their powers and discharging their duties, shall act honestly with the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

GENERAL MEETINGS

- 75)** The Annual General Meeting shall be held during the period from September 15th to December 15th with the preferred month being October. Twenty-one (21) calendar days notice of a General Meeting must be given to the membership. The Annual Election will be held in March, with at least twenty-eight (28) calendar days notice given to the membership.
- 76)** A quorum at a General Meeting shall consist of no less than ten (10%) percent of the current registered Members, or forty (40) current registered Members, whichever is fewer.
- 77)** Additional General Meetings may be called by
- a majority vote of the Executive, or
 - request of twenty (20%) percent or fifty (50) of the current registered Members, whichever is fewer.
- 78)** The Order of business at an AGM will be as follows unless waived by a majority of the members in attendance provided there is a quorum:
- Verification of quorum present.
 - Presentation of Minutes of last AGM and any other General Meetings held since the last AGM
 - Business Arising from the minutes
 - President's Report.
 - Treasurer's Report
 - Report from Financial Review Committee
 - Executive Members Reports
 - Committee Reports
 - Naming of Standing Committee Chairs
 - New Business
 - Adjournment
- 79)** Members are entitled to vote at General Meetings.
- All motions voted on at a meeting of members other than motions to amend the Bylaws shall require a majority vote of members present, before becoming valid.
 - No proxy votes will be accepted at an AGM.
 - Club votes shall always be taken by show of hands.
 - The chair of the meeting may designate two vote counters to assist in the count. The vote counters shall report the results to the Chair, and the chair person shall read the results to the membership.

BYLAWS

- 80)** These Bylaws shall only be amended at a General Meeting.
- 81)** A quorum in attendance and a majority vote of two-thirds (2/3) of the Members present at a General Meeting shall be required to pass amendments to the Bylaws.
- 82)** Amendments to the Bylaws may be proposed by
- a Member of the Club,
 - the Bylaws Committee,
 - the Executive.
- 83)** In the case of a submission by a Member, a proposed amendment shall be provided to the Executive, in writing, at least two (2) weeks prior to the General Meeting at which the vote is to take place.
- 84)** The Executive shall present all proposed amendments properly submitted in accordance with clause 83, at least one (1) week prior to the General Meeting at which the vote is to take place.

ANNUAL ELECTION OR BY-ELECTION

- 85) An Annual Election shall be conducted once per Fiscal Year during the month of March for Executive positions and shall be monitored by an Election Committee appointed by the Executive.
- 86) Notice of an Election may be made at any time, however there shall be no less than twenty-eight (28) calendar days of notice given to the membership of an Annual Election. The first day of notice shall be a Monday on which classes would normally be held.
- 87) There shall be no less than twenty-one (21) calendar days of notice given to the membership of a By-Election. The first day of notice shall be a Monday on which classes would normally be held.
- 88) The Executive shall appoint an Election Committee in the month of September and that Committee shall consist of
- a) one (1) Returning Officer, and
 - b) not less than two (2) Election Assistants, excluding incumbent Executive Members and Executive nominees.

NOMINATIONS

- 89) Any Club Member in good standing may be nominated for an Executive position. Nominations for Executive, consented to by the nominee, shall be received in writing by the Returning Officer during the nomination period.
- a) For an Annual Election, an Executive Member accepting a nomination mid-term for a different position must resign his/her current position prior to May 1st. This position will be declared vacant and considered open for the Election.
 - b) For a By-Election, an Executive Member accepting a nomination for a different position must resign his/her current position immediately. This position will be declared vacant and considered open for the By-Election.
- 90) For an Annual Election, the nomination period is the fourteen (14) day period commencing twenty-eight (28) calendar days prior to the Election. For a By-Election, the nomination period is the fourteen (14) day period commencing twenty-one (21) calendar days prior to the By-Election.

ELECTION PROCEDURES

- 91) Following the close of nominations, candidates(s) will be provided the opportunity to make presentation to the membership. Such presentation will be governed by the Club's Election procedures contained in Schedule IV – Election Policy.
- 92) The candidate for a given position receiving the highest number of votes cast by Members at an Annual Election or a By-Election shall be declared elected.
- 93) When the nominee is the sole candidate for a position, that nominee shall be acclaimed to the position.
- 94) A Member of the Club shall be entitled to cast one (1) vote for each contested Executive position. Members shall cast votes in person by secret ballot. Votes shall not be cast by proxy or otherwise.
- 95) The Election Committee shall tally election ballots and the Returning Officer shall disclose election results pursuant to Schedule IV – Election Policy. Election procedures, other than those described above, are contained in Schedule IV – Election Policy.
- 96) After counting, ballots shall be kept in sealed envelopes for a period of twenty-eight (28) days and then destroyed.

DANCE PROFESSIONAL(S)

- 97) The Executive shall contract Dance Professional(s) who shall be responsible for
- a) the development and implementation of class syllabi,
 - b) training Instructors and Teaching Assistants in ballroom dance,
 - c) instruction of other classes as agreed by the Executive,
 - d) attend an Executive Meeting at the request of the Executive,
 - e) acting in an advisory role for the Executive when required.
- 98) Dance Professional(s) shall receive remuneration from the Club as directed by the Executive.
- 99) Dance Professional(s) shall not use the Club for recruitment purposes for any for-profit dance organization, unless expressly authorized by the Executive.

TEACHING ASSISTANTS AND INSTRUCTORS

- 100) Dance Professional(s) can not become a member of the club and are not eligible to hold executive office.
- 101) Teaching Assistants and Instructors shall abide by the Club Bylaws and the guidelines and rules as set out in Schedule III – Teaching Assistant's and Instructor's Manual.

LIABILITY OF EXECUTIVE MEMBERS

- 102) Every Executive Member, his/her heirs, executors and administrators shall be indemnified and saved harmless out of funds of the Club from and against all costs, charges and expenses which such Executive Member incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her in respect for any act/deed done by him/her in the execution of his/her duties in relation to the Club.

EXCLUSION FROM LIABILITY

- 103) All Members, Executive Members, Instructors, Dance Professional(s), Teaching Assistants, and Volunteers who participate in the Club do so at their own risk. The Club assumes no responsibility for any injury or loss of any kind sustained during or while traveling to or from classes, workshops, or Club related activities.

DISSOLUTION

- 104) In the event of dissolution of the Club, the sum of the Club's property and assets shall be assigned in payment of liabilities. The balance remaining, if any, shall thereafter be donated to one (1) or more charitable organizations in Canada as may be decided by the Executive.

COMING INTO FORCE

- 105) These Bylaws shall come into force upon proclamation by the Members in a General Meeting.