

Bylaws of the Saskatchewan Rowing Association Inc.

Adopted June 12 2022

WHEREAS Saskatchewan Rowing was incorporated in Saskatchewan under *The Non-profit Corporations Act* of Saskatchewan.

THEREFORE the directors of Saskatchewan Rowing have ratified the provisions of this document as the by-laws of their Association/Foundation:

Article 1: Definitions

In these and all other bylaws of Saskatchewan Rowing unless the context otherwise requires or specifies:

- 1.1 "Act" means The Non-profit Corporations Act of Saskatchewan, as amended or replaced from time to time, and in the case of such amendment, any references in the bylaws of Saskatchewan Rowing shall be read as referring to the amended provisions;
- 1.2 "Saskatchewan Rowing" means the Saskatchewan Rowing Association Inc.;
- 1.3 "the directors", "board" and "board of directors" means the directors of Saskatchewan Rowing for the time being;
- 1.4 the headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- 1.5 all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the act;
- 1.6 words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- 1.7 "member" means a full member or an associate member;
- 1.8 "Lottery Proceeds/Bank Account and Assets" means all monies received and held by Saskatchewan Rowing from a lottery scheme whereby, for consideration, tickets are sold on a random chance of winning a prize including, without restricting the generality of the foregoing, such schemes as a 50/50 draw.

Article 2: Objectives

- 2.1 The SRA (Saskatchewan Rowing) is dedicated to the promotion and development of the sport of rowing for all individuals as well as to the development of competitive excellence.
- 2.2 The Vision of the SRA is to have a rowing community that is effective in:
 - 2.2.1 Including those who have not been traditionally involved.
 - 2.2.2 Development of coaches in both quality and quantity.
 - 2.2.3 Education in values, ethics and code of conduct for athletes, coaches, officials and volunteers.
 - 2.2.4 Providing opportunities for excellence in competition.
 - 2.2.5 Development of officials in both quality and quantity including in new areas of rowing (para, indoor, coastal, etc).
- 2.3 The Goals of the SRA are:
 - 2.3.1 Excellence in governance and leadership
 - 2.3.2 Rowing is an accessible sport with opportunities across the province

- 2.3.4 Excellence in athlete training & competition
- 2.3.5 Excellence in officiating at all levels
- 2.3.6 Quality coaching at all levels of rowing across the province

Article 3: Fiscal Year

- 3.1 The fiscal year of Saskatchewan Rowing shall be from April 1st to Mar. 31st in each year

Article 4: Membership

- 4.1 The membership of Saskatchewan Rowing shall consist of full members and associate members.
 - 4.1.1 a full member is entitled to all privileges of membership including the right to vote at meetings of members.
 - 4.1.2 an associate member is entitled to all privileges of membership except the right to vote at meetings of the members. The board of directors of Saskatchewan Rowing shall determine the eligibility criteria for membership as an associate member, which may include officials, coaches, coxswains or volunteers.
 - 4.1.3 Membership fees payable to Saskatchewan Rowing shall be as determined by the directors in their discretion.
 - 4.1.4 Membership fees are not refundable.
 - 4.1.5 The board may provide to new members a probationary status, during which time the member shall not have the right to vote.
- 4.2 Members may be rowing clubs or individuals.
- 4.3 The process and criteria for applying for membership in Saskatchewan Rowing shall be as determined by the directors.
- 4.4 The process and criteria for expelling a member shall be as determined by the directors.

Article 5: Meetings of Members

- 5.1 The Annual General Meeting of Saskatchewan Rowing shall be held within 120 days of the end of the previous fiscal year, at a time and place as designated by the Board. The audited financial statement for the previous year shall be presented at this meeting. The election of members to the Board of Directors shall also be carried out at this meeting.
 - 5.1.1 Advance notification of the date and location of the Annual meeting shall be provided to member clubs and all Directors at least thirty days prior to meeting.
 - 5.1.2 Any Special Business to be brought before an Annual General Meeting by a member club shall be submitted in writing to the SRA Board at least thirty days prior to the meeting.
 - 5.1.3 Formal Notice of Meeting and Agendas of Annual General Meetings shall be provided to members at least 15 days prior to the date of the meeting.
- 5.2 A Special General Meeting of Saskatchewan Rowing may be called at any time by the President, by giving not less than fifteen days' notice of the said meeting. A Special General Meeting shall be called by the President upon written request of at least 10 percent of members or a majority of the Board of Directors. At Special General Meetings no business shall be transacted other than that for which the meeting was called.

- 5.3 Seven full members personally present at the opening of a meeting shall constitute a quorum
- 5.4 No full member is entitled to more than one vote on any questions.
- 5.5 Full members shall vote by a show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
- 5.6 The conduct of meetings shall be governed by the latest revised edition of Bourinot's Rules of Order.
- 5.7 The chairperson of the meeting may cast a tie-breaking vote.
- 5.8 Voting by proxy shall not be allowed unless specifically authorized by the board of directors.

Article 6: Board of Directors

- 6.1 The directors shall manage the activities and affairs of Saskatchewan Rowing
- 6.2 Unless altered by the board of directors under section 7.2 of these By-Laws the directors of Saskatchewan Rowing shall consist of a President, Vice-President, Treasurer, immediate Past-President and one representative from each full member which is a club, as determined by each club to a maximum of 12 members.
- 6.3 The Board of Directors shall be a minimum of 3 to a maximum of 12 members.
- 6.4 Directors shall be elected at the annual meeting.
- 6.5 Directors hold office until the conclusion of the meeting at which their successors are elected.
- 6.6 Subject to (6.4), the term of office of a director shall be 2 years unless earlier removed or resigned.
- 6.7 The full members may, by ordinary resolution at a meeting called for that purpose, remove any director(s) from office.
- 6.8 Where there is a vacancy on the board of directors, the following applies:
where there is a quorum of directors, the remaining directors may:
 - i) exercise all the powers of directors, or
 - ii) fill the vacancy until the next annual meeting; and
 - iii) where there is not a quorum of directors, the remaining directors shall call a general meeting for the purpose of electing a director or directors to fill any vacancies.
- 6.9 No remuneration may be paid to directors unless specifically approved by the full membership.
- 6.10 Every director shall be given at least five days' notice of every meeting of directors, unless waived unanimously.
- 6.11 Attendance of a director at a meeting of directors is deemed to be a waiver of notice of the meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 6.12 The quorum at board meetings shall be a majority of the board.
- 6.13 Meetings of the board shall be called by the President.
- 6.14 Employees of Saskatchewan Rowing cannot be elected or act as a directors.
- 6.15 Indemnification and Insurance
 - 6.15.1 Except as provided in Subsection 6.15.2, Saskatchewan Rowing may indemnify and hold harmless out of the funds of Saskatchewan Rowing each director, officer and committee member from

and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying their position or performing their Saskatchewan Rowing duties.

6.15.2 Saskatchewan Rowing shall not indemnify a director, officer or, committee member unless the individual acted honestly and in good faith with a view to the best interests of Saskatchewan Rowing.

6.15.3 Saskatchewan Rowing shall purchase and maintain such insurance for the benefit of its directors, officers, and committee members, as the Board may determine.

Article 7: Officers

7.1 The President, Vice-President, Treasurer and immediate Past-President shall be the Officers of Saskatchewan Rowing.

7.2 The President, Vice President, Treasurer shall be appointed annually by the Board of Directors, from among its ranks, at an Organizational Board of Directors meeting immediately following or during a recess of the Annual General Meeting of Saskatchewan Rowing.

7.3 If the President becomes incapacitated or takes a leave of absence, the Vice President shall act as interim President for the duration.

7.4 If the Vice-President or Treasurer becomes incapacitated, the Board of Directors shall appoint an Acting Vice-President or Treasurer for the duration of the leave.

7.5 A President or a Vice President may serve a maximum of two consecutive two-year terms, unless an additional term is approved at the Annual General Meeting of Members.

7.6 The Board may specify the duties and responsibilities of the Officers.

Article 8: Committees

8.1 At its first meeting following the Organizational Board of Directors meeting, the Board shall appoint the Chairs and members of the following standing committees from the Board of Directors.

8.1.1 Finance Committee

8.1.2 Staff (Executive Director) Evaluation Committee (Officers)

8.1.3 Governance Committee

8.1.4 Such other committees as the Board may deem necessary

8.2 The Board may appoint additional members who are not Directors to one of more of the standing committees.

8.3 The Board may establish the terms of reference and responsibility for all committees of the board.

Article 9: Staff

9.1 Saskatchewan Rowing will employ staff such as an Executive Director who shall be responsible to the Board of Directors for the efficient management of Saskatchewan Rowing within the Bylaws, budget(s) and policies established by the Board of Directors.

Article 10: Policies

10.1 The directors may establish such policies as are consistent with the objectives of Saskatchewan Rowing and are, in the discretion of the board, in the best interests of Saskatchewan Rowing. The directors may establish a policy manual.

Article 11: Financial

11.1 Audit

11.1.1 The books and accounts of Saskatchewan Rowing shall be examined at the end of the fiscal year, by the Board of Directors, before the next Annual Meeting. The Auditor's Report shall be presented at the Annual Meeting. A copy of the audited Financial Statement shall be made available to all member clubs.

11.1.2 A duly qualified auditor shall be appointed at the Annual General Meeting for the next year's audit.

Article 12: Amendments to By-laws

12.1 The directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of Saskatchewan Rowing.

12.2 The directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of full members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.

12.3 A bylaw, or an amendment or repeal of a bylaw is effective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the full members.

12.4 If a bylaw, or any amendment or repeal of a bylaw is rejected by the full members and is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the full members.

12.5 Notice of proposed amendments must be submitted in writing with specific wording to SRA at least thirty days preceding a General Meeting, who in turn shall so notify all members at least fifteen days prior to the date of the meeting.

Article 13: Conflict of Interest

13.1 Directors or employees of Saskatchewan Rowing shall not accept expenses, honorariums or other benefits exceeding \$500 in value from rowing related sources outside Saskatchewan Rowing or Rowing Canada without prior full disclosure and authorization.

13.2 Any Director or employee who has a financial interest in a company bidding on a contract with the Association shall make such interest known to the Board and shall not participate in the decision to award the said contract. This section shall also apply in cases where a close relative of the Director or employee has a financial interest.

13.3 Directors or employees of Saskatchewan Rowing shall not present themselves as representing Saskatchewan Rowing in any personal business or other personal activities.

Article 14: Liquidation and Dissolution

14.1 In the event of dissolution, Saskatchewan Rowing, its property and assets shall firstly be applied to any outstanding liabilities. The remaining property of Saskatchewan Rowing shall, in the course of liquidation or dissolution, be transferred to either:

- RCA
- Member Rowing Clubs
- Full Members
- as determined by the Board, and

14.2 Upon dissolution of the organization any remaining Lottery Proceeds/Bank Account and Assets after paying debts and liabilities will be disbursed to eligible charitable or religious organizations or purposes.