



By-Laws & Constitution

Sports Advisory Council GENERAL OPERATING BY-LAW NUMBER 1 10/7/2001

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ARTICLE 1. NAME

1. The name of this organization shall be the Sports Advisory Council referred to herein and after as the SAC.

ARTICLE 2. HEAD OFFICE

1. The Head Office of the SAC shall be in the City of Guelph, in the Province of Ontario.

ARTICLE 3. FISCAL YEAR

1. The fiscal year of The SAC shall be one year ending December 31.

ARTICLE 4. MEMBERSHIP

1. A Member shall be a Sport organization that is recognized by The City of Guelph.
2. Membership Fees shall be recommended by the Board of Directors and approved by the Membership.

ARTICLE 5. BOARD OF DIRECTORS

1. A Board of Directors comprising of up to thirty (30) Members shall conduct the business of The SAC.
2. The thirty (30) Directors shall represent Sport Associations that participate and rent facilities within the City of Guelph.
3. Three (3) Directors shall be residents at large.

ARTICLE 6. MEMBERSHIP CRITERIA

1. A member of the SAC shall be:
 - i. Not-for-profit or charitable organization
 - ii. Be governed by a constitution and by-laws
 - iii. Have a current and functioning Board of Directors
 - iv. Be made up of members
 - v. Be financially accountable to its membership

ARTICLE 7. EXECUTIVE OFFICERS

1. A Chair, vice-chair, and secretary-treasurer shall be elected from the Directors at Large.
2. The Chair shall preside at all meetings.
3. The Chair shall communicate with the City of Guelph and be the liaison between the groups.
4. A Vice Chair who shall be elected from the Board of Directors and shall handle all the duties of the Chair when the Chair is absent or is unwilling to preside.
5. The Secretary-Treasurer shall be responsible for the corporate affairs, have custody of the seal and be responsible for the fiscal affairs of the SAC.

ARTICLE 8. TERMS OF OFFICE

1. Three (3) Directors shall be selected for a one (1) year term.
2. One Director shall be appointed by their Sport organization on an annual basis, to serve as that Sport's Representative.
3. The Board of Directors may appoint a Director to fill any vacant position on the Board of Directors for the balance of the term of the vacated position.

ARTICLE 9. RULES OF ORDER

1. Meetings shall be conducted in accordance to "Robert's Rules of Order"

ARTICLE 10. BOARD OF DIRECTORS MEETINGS

1. The Board of Directors shall meet not less than nine (9) times a year.

2. A quorum shall be a majority of the Board of Directors.

ARTICLE 11. VOTING

1. At all meetings of the Board of Directors, each Director shall have one (1) vote.
2. No proxy voting shall be permitted.

ARTICLE 12. ANNUAL GENERAL MEETING

1. The Annual General Meeting shall be held each year during the month of April.
2. Each Member shall be sent a written notice, thirty (30) days in advance, stating the date, time, location and order of business of the Annual General Meeting.

ARTICLE 13. AMENDMENTS OF BY-LAWS

1. All members in good standing may submit proposed amendments to the SAC in writing sixty (60) days prior to the Annual General Meeting.
 - i. All members shall receive these proposed amendments at least thirty (30) days prior to the Annual General Meeting.
 - ii. Amendments shall become effective upon attaining a two thirds (2/3) majority of the votes cast by Members at the Annual General Meeting, unless otherwise required by Law.
 - iii. The Board of Directors may interpret this By-Law and these Articles, but, in so doing, shall take into consideration that the singular and plural tense, and the feminine and masculine gender shall be respectively be interchangeable.

ARTICLE 14. COMMITTEES

1. The Board of Directors shall constitute a Committee, as it deems necessary.
2. The Chair shall be, ex-officio Member of all committees except any nominating committee.
3. At meetings of a Committee a majority of members shall form a quorum.

ARTICLE 15. NOMINATING COMMITTEE

1. The Nominating Committee shall consist of three persons. At least two committee members may be Directors whose terms of office do not conclude at the next Annual General Meeting. At least one committee member shall be a Director who represents a member.
2. The Nominating Committee shall prepare a slate of Directors and send by mail copies of the slate fourteen (14) days prior to the Annual General Meeting.
3. The Nominating Committee shall accept other nominations for the positions of Director by the membership before or at the Annual General Meeting.

ARTICLE 16. APPOINTMENT OF AUDITORS AND ANNUAL REPORTS

1. Appointment of Auditors shall be approved by the membership at the Annual General Meeting
2. Officers at each Annual General Meeting shall present a complete written report of their activities and the affairs of the SAC during the preceding year.

3. Treasurer shall present a detailed statement, duly audited, of the receipts and expenditures of the preceding year and of the assets and liabilities of the SAC as at its last year-end.

ARTICLE 17. INDEMNITIES

1. The Directors and Officers of the SAC acting Bona fide and in good faith shall be indemnified and save harmless out of the assets of the SAC from and against any and all costs, charges, and expenses sustained or incurred arising from any and all action or claims advanced against them in connection with actions taken on behalf of the SAC in the capacity of officer or director. The Board of Directors may obtain at the expense of the SAC such directors or officers liability insurance as may appear prudent.

ARTICLE 18. BORROWING POWERS

The Board of Directors may from time to time:

1. Borrow money on the credit of the Corporation.
2. Issue, sell or pledge securities of the Corporation.
3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchise and undertakings to secure securities or any money borrowed or other debt, obligation, liability of the Corporation.

ARTICLE 19. REMUNERATION

1. No Director shall receive remuneration for being a member of the Board of Directors. Directors may receive recompense for expenses properly incurred by them in the performance of their duties, at rates established by the board, and upon submissions of signed claims supported by appropriate receipts.

ARTICLE 20. NON-BUDGET DISBURSEMENTS

1. The Officers of the SAC shall approve the disbursements of funds not noted in the approved budget, with the knowledge that the delay required to gain consent of the Board of Directors would be detrimental to the SAC's business, and that such funds are available within the assets of the Council without any effect upon an approved budget. Such a disbursement shall not exceed \$5000.00 and shall be disclosed in a report to the Board of Directors at its next meeting.

ARTICLE 21. BOOKS AND RECORDS

1. The Board of Directors shall ensure the keeping of proper and complete books of accounts and corporate records. All records will be kept and maintained at the head office of the Corporation as required by law.