

# **AMSA BYLAWS**

version 3.2

PREPARED FOR:

ALBERTA MOTORSPORTS  
ASSOCIATION  
(AMSA)

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# 1 INTERPRETATION

The Alberta Motorsport Association (AMSA) derives its duties, responsibilities, and powers from these Bylaws. It is the purpose and duty of AMSA is to secure and promote the interests and welfare of AMSA Members

In this Bylaw and all other Bylaws and Resolutions of the Alberta Motorsports Association, unless the context requires otherwise:

- The singular means the plural;
- The masculine shall mean the feminine or vice versa;
- Headings are for convenience only and do not affect the interpretation of these Bylaws;
- Bylaws are to be interpreted broadly as a reasonable person would.

## 2 DEFINITIONS

In this Bylaw and all other Bylaws and Special Resolutions of the Board, unless the context otherwise requires, the following definitions will be used in the interpretation of the Bylaws:

- “Act” means the Province of Alberta Societies Act, Revised Statutes (RS) of Alberta, 2000, chapter s-14 (and other federal or provincial legislation), as amended and any statute enacted in substitution therefore from time to time;
- “AGM” means the Annual General Meeting as described in Article 9.4 of these Bylaws;
- “AMSA” means the Alberta Motorsports Association;
- “Board” means the Board of Directors of the Alberta Motorsports Association;
- “Bylaw” means this Bylaw and all other Bylaws of the Society from time to time in force and effect;
- “Community” means the residents, business owners, social agencies, and those employed within AMSA Territorial Boundaries;
- “Constituents” refer to all residents currently living within in the Alberta Motorsports Territorial Boundaries;
- “Director” means any person elected or appointed to the Board;
- “Executive” means collectively or singularly one of the Chair and/or Officers of AMSA;
- “Ex-officio” means a Member by virtue of office, who has a voice, but not a vote, and whose attendance is not mandatory;
- “Immediate family” means parent, spouse, son or daughter and brother or sister or any family member that resides in the same house hold;
- “Society” means the Alberta Motorsports Association;
- “Territorial Boundaries” as defined in Article 14.1.2 of these Bylaws;
- “Member” means a Member as defined in Article 3 of these Bylaws;
- “Observer” means a non-member of AMSA who can speak after being yielded to by a Member of AMSA;
- “Office Administrator (OA)” means a paid, non-voting Member of AMSA;
- “Policy” or “Procedures” refers to any policy statements or documents or principles as ratified and amended from time to time as the Board may seem fit, and are considered a part of these bylaws;
- “Register of Members” means the register maintained by the Secretary containing the names of the Members of AMSA;
- “Rules” means adopted competition rules governing events within each Discipline
- “Sanctioning Body” means an organization that provides the setting, implementing, maintaining, and developing standards for rules of competition, and for the officiating, insuring, and promoting of off-road motor sports events, that an AMSA Discipline or its Members are able to and chose to be affiliated with;
- “Special Meeting” means the special general meeting described in Article 9.5 of these Bylaws;
- “Special Resolution” is as defined in sections 1(d) and 15 of the *Alberta Societies Act*,  
Definition of a Special Resolution as per Section 1(d) states:
  - (i) a resolution passed
    - a) at a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
    - b) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy.
  - (ii) a resolution proposed and passed as a Special Resolution at a general meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or
  - (iii) a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.
- “Voting Member” means a Member entitled to one (1) vote at the meetings of AMSA as described in Article 3.2 of these Bylaws.



## **3 MEMBERSHIP**

### **3.1 NON-VOTING MEMBERSHIP**

#### **3.1.1 Eligibility**

Non-voting membership in the Society is open any person who:

- Is a residence of Canada;
- Has, in the opinion of the Board, a genuine interest in the objective of the Society.

#### **3.1.2 Privileges**

Any non-voting Member is entitled to:

- Participate in day-to-day AMSA activities;
- Have a voice in day-to-day AMSA activities.

### **3.2 VOTING MEMBERSHIP**

#### **3.2.1 Eligibility**

Voting Membership in the Society is open to any person who:

- Is a residence of Canada;
- Has, in the opinion of the Board, a genuine interest in the objectives of the Society;
- Is at least eighteen (18) years of age;
- Meets one of the following requirements:
  - Holds a current license of the adopted Sanctioning Body;
  - Is a family member of a current adopted Sanctioning Body license holder that is under (18) years of age;
  - Is an Approved Promoter (Article 7.3);
  - Is a Class Representative (Article 7.2);
  - Is approved by the board after written request.

#### **3.2.2 Member in Good Standing**

A Member is in good standing when the member:

- Has applied for membership and requested inclusion on the Register of Members, in a manner specified by the Secretary;
- Has paid any required fees to AMSA (if applicable); and
- Is not suspended as a Member as provided for under Article 3.3.

#### **3.2.3 Privileges**

- Participate in day-to-day AMSA activities;
- Have a voice in day-to-day AMSA activities;
- Receive notice of meetings of AMSA;
- Attend AGM and any Open Meetings of the AMSA;
- Vote for changes to:
  - the Board of Directors;
  - the Bylaws.
- Vote on issues discussed at the AGM and other meetings to establish consensus which the Board may consider in its decision making process;

- Vote to accept/reject business items of the AMSA that are required to be presented and reviewed at the AGM;
- Serve on committees of the AMSA;
- Exercise other rights and privileges given to Members in these Bylaws.
- A Member is entitled to only one (1) vote at a meeting of AMSA, regardless of the number of positions held.

#### **3.2.4 Transfer of Membership**

- Membership and the rights and privileges of a Member are not transferable to another person.

### **3.3 SUSPENSION OF MEMBERSHIP**

#### **3.3.1 Decision to Suspend**

The Board may suspend a Member's Membership for one or more of the following reasons:

- if the Member has failed to abide by the Bylaws;
- if the Member has been disloyal to AMSA;
- if the Member has disrupted meetings or functions of AMSA; or
- If the Member has done anything judged to be harmful, disruptive or contrary to the vision, mission, objectives and core activities of the AMSA.

#### **3.3.2 Notice to the Member**

- The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not.
- The notice will be sent by electronic mail to the last known address of the Member shown in the records of AMSA.
- The notice may also be delivered by an Officer of the Board.
- The notice will state the reasons why suspension is being considered.

#### **3.3.3 Decision of the Board**

- The Member or a representative of the member will have an opportunity to appear before the Board to address the matter.
- The Board may allow another person to accompany the Member.
- The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- The decision of the Board is final.
- The decision of the Board will include a period of suspension and conditions (if any) for reinstatement of membership.

### **3.4 TERMINATION OF MEMBERSHIP**

#### **3.4.1 Termination by Resignation**

- Any Member may resign from AMSA by sending or delivering a written notice to the Secretary or Chair of AMSA.
- Termination is effective on receipt of the notice.

#### **3.4.2 Termination by Death**

- Termination is considered effective on the date of death.

#### **3.4.3 Termination by Deemed Withdrawal**

- If a Member has not paid dues (if applicable) or fees (if applicable) within three (3) months following the date they are due, the Member is considered to have submitted her resignation.
- The effective date of withdrawal will be December 31<sup>st</sup> of the last year in which membership was up to date.

#### **3.4.4 Termination by Expulsion**

- AMSA may, by a Resolution at a Board Meeting called for such a purpose; decide to expel any Member for any cause which is deemed sufficient by the Board.
- This decision is final.
- Termination is effective on the date of passage of the Resolution.

#### **3.4.5 Cessation of Rights and Privileges**

- All rights and privileges cease when the Membership is terminated.

#### **3.4.6 Continued Liability for Debts Due**

- A Person ceasing to be a Member, whether by death, resignation or otherwise, is liable for any debts owing to AMSA at the date of ceasing to be a Member.

## **4 BOARD OF DIRECTORS**

### **4.1 THE BOARD OF DIRECTORS**

The affairs of the Society shall be governed by a Board of Directors comprised of 8 (eight) Directors elected by the Members of the Society.

### **4.2 ELIGIBILITY**

Any person is eligible to be a Director of the Society who:

- Meets the eligibility requirements for Membership in the Society (Article 3);
- Is otherwise legally competent to conduct business and enter contracts under the laws of Canada and its provinces;
- Is over the age of eighteen (18);
- Becomes eligible by resolution of the membership or Board;
- Has read, understands and signed AMSA Code Of Conduct agreement.

### **4.3 TERM OF OFFICE**

- Directors shall hold office for a term of one (1) year so long as they remain eligible under the terms of Board of Directors Eligibility (Article 4.2).
- No Director shall be eligible to serve more than nine (9) consecutive terms.
- A Member who has served nine (9) full consecutive terms shall not be eligible to serve again as a Director before the passing of one year.

### **4.4 SELECTION OF DIRECTORS**

#### **4.4.1 Election Oversight**

- The Office Administer will oversee the running of elections in the capacity of Elections Officer.
- If the Office Administrator is to be a candidate or is not available then the Board will appoint a person not running for election as the Elections Officer.
- The Elections Officer may organize an Elections Committee to perform its duties as required.
- Directors shall normally be elected by a ranked ballot of the Members in attendance personally at the Annual General Meeting of the Society.
- There will be no provisions for proxy votes or by mail-in ballots.
- The election of Directors shall be conducted by secret ballot.
- The candidate or candidates with the largest number of votes shall fill Director vacancies where the number of candidates exceeds the number of vacancies to be filled.
- Official election results will be made public no later than 2 hours following the closing of balloting at the election meeting.

#### **4.4.2 Nomination of Directors**

- It is the responsibility of the Elections Officer to actively encourage a maximum number of Members to run in the elections.
- Nominations for vacant Director Positions shall be voiced to the Elections Officer when the call is made for nominations.
- A nominator must be a Member of the Society in good standing.

#### **4.4.3 Candidates Forum**

Prior to the elections and after nominations have closed, an Open Candidates Forum will be held.

- Candidates or their designate, are allowed to make a brief presentation on the day of elections, this must be no longer than 4 minutes in length, without visual aids.
- The Elections Officer will be the master of ceremonies
- The Elections Officer reserves the right to limit the time.
- Voting shall take place after the presentations.

#### **4.4.4 In the Event of a Tie**

- With 3 or more nominees on one ballot, the election will be reopened between the tied candidates, to be executed immediately.
- If the candidates are still tied, then the winner will be chosen by lot in a manner prescribed by the Elections Officer.
- In the case where an Executive position only has one nominee, they must secure a vote of confidence from the Member population. 50% of voting persons in attendance indicates confidence, less than 50% prevents that person from taking office.

#### **4.4.5 Vacancies**

- Nominations for vacant positions of Director may be received from current Board Members by the Secretary seven (7) days in advance of a Board meeting. These nominations shall be sent out to Board Members with the regular Board meeting announcement, to be voted upon at the next Board meeting;
- Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining Directors so long as a quorum of Directors remains in office. A Director so elected shall remain in office until the next meeting at which Directors are to be elected.
- The Directors shall not fill a vacancy in the manner specified in this clause during the sixty (60) day period immediately preceding an annual general or special meeting.
- If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacant Director positions.

#### **4.5 CONFLICT OF INTEREST OF DIRECTORS**

- Where a Director, either on their behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, the Director shall:
  - disclose the interest fully at a meeting of the Directors in the manner prescribed by the Canada Society Act;
  - disclose the interest and the general nature thereof prior to any consideration of the matter in the meeting;
  - decline participation in the discussion of, or vote on, any question in respect of the matter; and,
  - not influence the voting on any such interest any way before, during or after the meeting.
- The pecuniary or personal interest, direct or indirect, of an immediate family Member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director.
- Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

## **4.6 POWERS & DUTIES OF DIRECTORS**

### **4.6.1 General and Specific Powers and Duties**

- The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Societies Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding not for profit Societies.
- Without limiting the generality of the foregoing, individual directors shall not have any authority to act on behalf of the Board with respect to:
  - agents or employees of the Society except as provided in this Bylaw or by resolution of the Board;
  - the transaction of the affairs of the Society except as provided in this By-law or by resolution of the Board.

### **4.6.2 Powers and Duties of the Board**

The powers and duties of the Board include:

- Promoting the objectives of the AMSA;
- Promoting Membership in the AMSA;
- Maintaining and protecting AMSA's assets and property;
- Approving an annual budget for AMSA;
- Ensure all expenses for operating and managing AMSA are paid;
- Ensure persons for services and protecting persons from debts of AMSA are paid;
- Financing the operations of AMSA, and borrowing or raising monies, soliciting donations and grants;
- Approving all contracts for AMSA;
- Hire employees and engage agents;
- Set remuneration and fees;
- Maintaining all accounts and financial records of AMSA;
- Appointing legal counsel as necessary;
- Suing and settling of claims;
- Making policies, rules and regulations for operating AMSA and using its facilities and assets;
- Accumulate funds and reserves of funds;
- Without limiting the general responsibility of the Board, delegating its powers and duties to the Committee's or the paid office administrator of the AMSA.

### **4.6.3 Duties of Directors**

Each Director shall:

- Perform her duties as outlined in this Bylaws;
- Read, understand and sign the AMSA Code Of Conduct agreement;
- Be fully responsible to the Board for her activities;
- Prepare a budget pertaining to her portfolio at the request of the Board, Finance Committee or Treasurer;
- Attend meetings as directed by the Board;
- Establish, as necessary, assistants or Committees to aid in performance of her duties, but these assistants or Committees will not be exclusive to Members of AMSA or Committees of AMSA respectively and hence all responsibility for the Director portfolio will lie with the Director, not any assistant or Committee; including financial responsibilities;
- Present a report at the next Board meeting following the occurrence of their most recent affiliated event or meeting(s);
- Represent and advocate on behalf of their constituency, as appropriate;

- Seek areas in which her contribution can be enhanced, and take appropriate action to improve her effectiveness as a Director;
- If required, explicitly request assistance from within and from outside the Society;
- prepare reports when required, or is prudent to do so;
- Be responsible for training her successor;
- Be responsible for the training, the conduct, and the actions of those Members under their direction;
- Perform any other reasonable duties not explicitly stated within these Bylaws;
- Attend at least 2/3 of all Board, Open Meetings and respective Committee meetings within the fiscal year, or removal proceedings under Article 6 will automatically be enacted.
- Each Director will sit on no less than three (3) Committee's

#### **4.6.4 Accountability of Directors**

The Board and individual Directors:

- Represent the Membership of the Society and are directly accountable to said Membership;
- Have a fiduciary duty to those who provide funds to the Society and to its staff for the sound administration of the Society;
- Have a general duty of trust to those served by the Society and to the general public;
- Shall exercise the powers and discharge the duties of office:
  - Honestly, in good faith and in the best interests of the Society;
  - With the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

## **5 EXECUTIVE AND DUTIES**

### **5.1 CHAIR**

#### **5.1.1 Responsibilities and Mandate of the Chair**

- The Chair will be a Director of the Society and a Member of the Board of Directors.
- The Chair shall, along with the Board, generally oversee and supervise the governance of the Society including the signing of Bylaws, Special Resolutions and other such documents requiring her signature.
- The Chair shall be elected for a term of one year(s) and shall not be eligible for re-election for more than six (6) consecutive terms.

#### **5.1.2 Duties of the Chair**

- The Chair shall, when present, preside at all meetings of the Society.
- Be responsible and report only to the Board;
- Remain independent from AMSA and any of its Members;
- Remain neutral throughout their term;
- Be responsible for the administration of all meetings, including the setting of agendas, Chair lists and other related duties;
- Bring accountability to elected and appointed Members;
- Establish goals with each Director and Committee Chair;
- Evaluate and benchmark Societies performance each year;
- Be responsible for administering a feedback session at the end of each term as well as assisting new Board Directors or Officers in organizing a feedback session at the end of the each term;
- Collect, evaluate, and file year end reports from Directors, and Committee Chairs with the Secretary;
- Publish year-end report for release to all AMSA Members;
- Be an objective feedback mechanism for all Society Members;
- Objectively bring AMSA concerns, regarding Society decisions, to Members;
- Be responsible for Chairing the By-law and Policy Review Committee and leading annual review of Policies and Bylaws;
- Assume responsibility for other duties as may from time to time be prescribed by resolution of the Board or that are otherwise incidental to this office;

#### **5.1.3 Succession of the Chair**

- Should the Office of AMSA Chair become vacant, for any reason, the Vice-Chair will assume the office and a by-election will be held to replace the Vice-Chair.
- The level of succession, in case the Vice-Chair is removed along with the Chair, due to the aforementioned reasons, is deemed as follows:
  1. Treasurer;
  2. Secretary.

### **5.2 VICE-CHAIR**

#### **5.2.1 Responsibilities and Mandate of the Vice-Chair**

- The Vice-Chair will be a Director of the Society and a Member of the Board of Directors.
- The Vice-Chair will assume responsibilities of Chair in the absence of the elected Chair.



## **5.2.2 Duties of the Vice-Chair**

- In the absence of the Chair, The Vice-Chair shall:
  - preside over meetings of the Society and of the Board and its Committee's, and,
  - otherwise exercise all the powers and duties of the Chair.
- The Vice-Chair will chair Committees on special subjects as designated by the Board, unless otherwise specified.
- The Vice-Chair will sit on no less than three (3) Committees.

## **5.3 TREASURER**

### **5.3.1 Responsibilities and Mandate of the Treasurer**

- The Treasurer will be a Director of the Society and a Member of the Board of Directors.
- The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the Alberta Motorsports Association and to the credit of the Society in such bank or banks as may from time to time be designated by the Board.
- The Treasurer shall, under the direction of the Board, disburse the funds of the Society, taking proper vouchers therefore and shall render to the Board at regular meetings thereof, or whenever required, an account of all such transactions and the financial position of the Society.

### **5.3.2 Duties of the Treasurer**

- Perform the duties of the Vice Chair in their absence;
- Treasurer shall Chair the Finance Committee.
- Treasurer will sit on no less than three (3) Committees.

#### **5.3.2.1 Budget**

- Assist in the preparation of the budget;
- Be responsible for the collection and review of all budget materials;
- Prepare and present the budget to AMSA at the First AMSA meeting after the AGM;
- Oversee the general financial management of AMSA;
- Help develop fundraising plans with the Fundraising Committee.

#### **5.3.2.2 Cheques**

- Review and approve or deny all cheque requisitions;
- Distribute all AMSA cheques, as reviewed through cheque requisitions;
- Co-sign all cheques written by AMSA, except those written to self, the person occupying the position of Secretary.

#### **5.3.2.3 Review & Report**

- The Treasurer shall make a report at each Board meeting describing any material changes in the financial position;
- Ensure that all financial policies and procedures are adhered to by Members;
- Provide a written report to the Executive should AMSA policies be materially or fundamentally breached, within seven (7) days of discovery of the breach;
- Be responsible for collecting all reports from Members of the Finance portfolio;
- Make financial information available to Board Members and the public upon request and within a reasonable time of no more than 60 days after the initial request;
- Train and advise AMSA Treasurer Elect for a period of one month during AMSA turnover period.

## **5.4 SECRETARY**

### **5.4.1 Responsibilities and mandate of the Secretary**

- The Secretary will be a Director of the Society and a Member of the Board of Directors.
- The Secretary of the Board shall ensure that all necessary books and records of the Society required by law, and by these Bylaws, are regularly and properly kept. This includes but is not limited to:
  - maintaining records of all meetings of the Members, the Board and its Committee's;
  - ensuring signing of minutes.
- Provide for all Society communications including notices of meetings;
- Assist the Chair as required.

### **5.4.2 Duties**

- Maintain a Members' Register of current names, addresses, phone numbers and email addresses;
- Maintain a filing system and archive for all AMSA documents;
- Send out meeting announcements;
- Organize regularly scheduled Board meetings;
- Distribute copies of meeting agenda and minutes to each Board Member;
- Take attendance at all AMSA meetings;
- Record and make available for publication the minutes of Society meetings within 30 days of said meetings, as prescribed in Article 9.6, Meetings Publication;
- Identifying Society Members that are having attendance issues;
- Undertake such other duties as may from time to time be assigned by resolution of the Board.
- Secretary will sit on no less than three (3) Committees.

## **5.5 OFFICE ADMINISTRATOR**

### **5.5.1 Responsibilities and mandate of the Office Administrator**

- The Board may appoint an Office Administrator to manage the affairs of the Society under the general direction of the Board.
- Responsibilities may be assumed by the Chair if an Office Administrator is not appointed.
- The Office Administrator shall, ex officio, also be a Director of the Society and a Member of the Board of Directors and shall be entitled to receive notice and attend all meetings of the Board and its Executive Committee.
- Office Administrator shall hold office at the pleasure of the Board or until a resignation is submitted.

The Office Administrator shall:

- Act as a liaison with government organizations for operational matters of the Society;
- Undergo evaluation by the Board for performance no less than annually;
- Be accountable to the Board for the proper and legal conduct of the business of the society according to the policies established from time to time-by the Board;
- Be an ex-officio, non-voting Member of all AMSA Committees;
- Be a liaison with the Committee Chairs and Officers of the Society.

### **5.5.2 Duties of the Office Administrator**

- Be responsible for the organization of the work of the Society;
- Oversee the daily operational activities of AMSA;

- Be responsible for the engagement, supervision, direction and discharge of all employed personnel in accordance with the personnel policies established from time to time by the Board and Human Resources Committee;
- Sign all legal documents pertaining to Society operational matters
- Maintain all records associated execution of duties;
- Be responsible for fulfilling all directives received from the Board.

## **6 REMOVAL OF AN OFFICER, DIRECTOR OR BOARD MEMBER**

### **6.1 AUTOMATIC DISMISSAL**

- An Officer or Director shall automatically cease to hold office if
  - A resolution to that effect is passed by a two-thirds majority of the Members of the Society voting at a meeting duly called for that purpose;
  - Eligibility as a Member no longer conforms to requirements for membership under the terms of Article 3 of these Bylaws.
- A Board Member shall be dismissed for excess absences from Board and Open meetings in a year if the Board Member has three (3) absences without due notice to the Board.

### **6.2 DISMISSAL BY THE BOARD**

- In the event that an Officer or Director fails to exercise Powers or perform Duties as outlined in Articles 4 or 5 of these bylaws, or undertake behavior or activity inconsistent with the objectives of the AMSA, the Officer or Director shall be removed from office after:
  - Agreement of the failure by a majority vote of Board Members;
  - Written notice to the Officer or Director, either in hardcopy or electronic (email) format, of the intention to dismiss including cause and reasons;
  - Response to Board by the Officer or Director within 14 days of delivery of the written notice.
  - After consideration of the response (or lack of), a majority vote by Board Members to remove the Officer or Director.
- An individual who is both an Officer and a Director may either be removed from Office only and remain as a Director, or be removed from both capacities. This distinction must be made by Board Members and indicated in the written notice.

### **6.3 RESIGNATION OF A DIRECTOR**

- Resignation from the Board must be in writing and received by the Secretary.

## **7 OTHER OFFICIAL BODIES AND POSITIONS**

### **7.1 COMMITTEES**

#### **7.1.1 General**

##### **7.1.1.1 Composition of Committee**

- The Committee shall be composed of not less than three (3) persons, including no less than one (1) Director;
- All of the Members of the Committee shall be independent whenever possible, as determined by Director independence standards and conflict of interest rules as adopted by the Board.

##### **7.1.1.2 Term of Committee Members**

- In the normal course committee members will serve two year terms;
- Each Member shall continue to be a Member of the Committee until a successor is appointed, unless the Member resigns, is removed, or ceases to be a Director.

##### **7.1.1.3 Appointment of Committee Members**

- The Members of the Committee shall be appointed or reappointed by the Board at the AGM;
- The Board of Directors may fill a vacancy that occurs in the Committee at any time.

##### **7.1.1.4 Committee Chairman and Secretary**

- Members of the Committee, shall appoint or reappoint a Chair from among their Membership in the event of failure to do so by the Board of Directors or the Chair of the Board at the AGM;
- The Chair shall normally be reappointed as Chair for two years;
- The Committee shall also appoint a Secretary who need not be a Director;
- The Chair of the Committee will be responsible attendance of meetings.

##### **7.1.1.5 Time and Place of Meeting**

- The time and place of and the procedure at meetings of the Committee shall be determined from time to time by the Committee Membership;
- Committee must meet no less than two times annually. Ad Hoc Committees must meet no less twice annually or as needed.

##### **7.1.1.6 Quorum**

- Quorum for meetings shall be two Committee Members, at least one of whom must be a Director of the Society.

##### **7.1.1.7 Reporting to the Board of Directors**

- The Committee shall as required during the year, at the discretion of the Chairman of the Committee, make a report to the Board of Directors with respect to its activities during the year with such recommendations as are deemed desirable in the circumstances;
- The Committee must present a report to the Board at the next Board of Directors meeting after a solution, resolution, or recommendation is generated;
- Minutes of Committee meetings will be the responsibility of the Committee Chair, who will provide such minutes for Board review upon request.

##### **7.1.1.8 Evaluation of Effectiveness and Review of Mandate**

- The Committee shall annually review and assess the adequacy of its mandate and evaluate its effectiveness in fulfilling its mandate;

#### **7.1.1.9 Restrictions on Committee Membership**

- No Member may have voting powers on more than three Committees
- Non-Board volunteers and Members from within AMSA Territorial Boundaries will be encouraged and utilized as Committee members as often as reasonably possible;

#### **7.1.2 Committees of the Society**

Committees of the Society shall consist of:

- Ad Hoc Committee(s);
- Elections Committee (chaired by the Office Administrator);
- Finance Committee (chaired by the Treasurer);
- Fundraising / Sponsorship Committee;
- Human Resource Committee;
- Bylaw and Policy Committee;
- Track Safety and Amended Rule Committee;
- Rider Advancement Committee;
- Communication and Design Committee;
- Awards Banquet Committee;
- Class Representation Committee.

#### **7.1.3 Committee Bylaw Structure**

- For each term, each committee chair shall file with the Secretary a statement of its composition, mandate, authority, duties and requirements for the term.
- Statements shall include addressing items and issues motioned and passed at the AGM.
- Statements shall be filed before the first board meeting of the term, and reviewed by the board at that meeting.

#### **7.1.4 Other Committees**

- The Board may, from time to time, by resolution, establish such other ad hoc Committees with such duties and powers as it deems to be in the interests of the Society.
- Except as otherwise established in this By-law, each such Committee shall:
  - Be Chaired by a Director;
  - Have the Committee Membership and terms of reference approved by resolution of the Board;
  - Consider such matters as are referred to it by the Board;
  - Keep records of its activities and recommendations;
  - Report to the Board at such intervals as required by the Board.

### **7.2 CLASS REPRESENTATIVES**

A Class Representative is a person who is appointed or elected to represent a rider class or group of rider classes within an AMSA Discipline. If no such appointment or election occurs, a person may volunteer to act as a class representative. The role of Class Representative is two-way liaison between riders and the administration of the Discipline. The purpose is to seek and/or provide relevant rider input on class specific issues, and to communicate Administrative Policy or Rules to riders.

### **7.3 APPROVED PROMOTERS**

An Approved Promoter is a person who has applied to the AMSA and been approved as an off-road motor sport event promoter by the Executive.

Eligible Approved Promoters may include an individual, off-road motor sport clubs, whether incorporated or not, and commercial promoters.

#### **7.4 COORDINATORS/VOLUNTEERS**

The Society may from time to time utilize personnel not elected by members nor formally provided for in these Bylaws. Such personnel shall be recognized as a Volunteer or Coordinator of the Society and operate under the following conditions:

- Act as an agent of the Society, adhering to its Bylaws and Codes of Conduct;
- Fulfill their role as outlined in a terms of reference agreed upon by the Board of Directors;
- The Terms of Reference shall stipulate role and term of agency;
- Be fully responsible to the Board for their activities;
- Cooperate fully with any chain of reporting set forth in their terms of reference;
- Attend meetings as directed by the Board;
- Seek assistance, where necessary from the Board.

## **8 AUDITING**

### **8.1 INDEPENDENT REVIEW**

The financial records and accounting system of the Society shall be reviewed by an independent firm of accountants, who are authorized to sign off on financial statements, and will be appointed at AGM every fiscal year by the Board upon the recommendation of the Finance Committee, if necessary.

### **8.2 REQUEST OF A MEMBER**

The books and records of the society may be inspected by any member of the society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to such books and records.



## **9 MEETINGS**

### **9.1 NOTICES**

Notice applies to General meetings, the Annual General Meeting, Special meetings, and Committee meetings;

- Notice for any meeting of Members shall be given at least fourteen (14) days in advance of the date of the meeting;
- Notice for the Annual General Meeting shall be given at least thirty (30) days before the Annual General Meeting;
- Notice for any motion to accept Special Resolutions must be posted no later than twenty-one (21) days preceding the meeting for which the notice is being given;
- Notice for any motion to accept ordinary resolutions must be posted no later than seven (7) days preceding the meeting for which the notice is being given;
- A notice of motion to place an item on the agenda shall have been delivered to the Secretary at least seven (7) days prior to such meeting;
- Notice shall include the date, time, place, agenda and general nature of business to be transacted.
- The notice shall indicate any business requiring a Special Resolution
- Notice period, or days in advance of a meeting or event, excludes the date of giving the notice and includes the date of the meeting or event.

#### **9.1.1 Method of Giving Notices**

- Notice shall be sufficiently given if delivered personally, mailed by prepaid ordinary post, electronically transmitted, or posted on social media and announced at regular events.
- A notice delivered personally or electronically transmitted shall be deemed to have been given when it is personally or electronically transmitted;
- A notice mailed shall be deemed to have been given four (4) days after deposit in a post office or public letterbox;

#### **9.1.2 Omissions and Errors**

The accidental omission to give any notice to any Member or Auditor, or the non-receipt of any notice by any Director, Member, Trustee, Officer, or any error in notices not affecting the substance thereof, shall not invalidate such meeting or void the proceedings and decisions of that meeting.

#### **9.1.3 Notice of Resolutions**

A resolution is a formal adoption of opinion, will, or intent accepted by Members through a vote on a motion to accept the resolution. Advanced notice of resolutions allows affected parties to consider implications of resolutions and come prepared to support, question or argue against a motion as in the collaborative spirit of AMSA's bylaws;

- Notice of motions to accept resolutions is required for all motions, except procedural motions;
- Notice of question is not required. It is advised that notice be given however, so that the respondent may prepare an answer;
- Advance motions shall be presented in written format in the following manner:
  - Motion;
  - Mover and seconded;
  - Any changes required (i.e. Constitutional changes)
  - An explanation of the motion;

## **9.2 DIRECTORS MEETINGS**

### **9.2.1 General**

- Meetings of the Board of Directors shall be called upon the request of the Chair or one-third of the Board.
- Notices of meetings shall be sent out by the Chair to each Board Member by email or telephone fourteen (14) days in advance of the meeting.
- Board Members required to attend, and invitations to non-Board persons, if appropriate, will be determined by the Board;

### **9.2.2 Quorum**

- Quorum for Board meetings shall be five (5) of the Board of Directors in attendance either in person or via teleconference;
- If quorum is reached at any point during a meeting, all Board votes and decisions thereafter until adjournment shall be deemed to be made under quorum;

### **9.2.3 Presiding Officer**

- The meeting shall be chaired by the Chair of the Board, or in his absence, the Vice-Chair;
- In the absence of the Chair and Vice-Chair, the Board may appoint from among its numbers, an Acting Chairperson

### **9.2.4 Minutes**

- Board minutes shall be distributed within one (1) Week of the Board meeting to the Board of Directors through electronic mail.
- All minutes discrepancies are to be brought to the Board secretary for amendment by the end of the next Board meeting.
- The Board will vote on and approve minutes of the last meeting at its next meeting.

## **9.3 GENERAL MEETINGS**

### **9.3.1 Notice**

- Notice shall be given in accordance with Article 9.1;
- Only business on the agenda as provided in the meeting notice, or business related thereto shall be transacted at the meeting, unless the notice provision is waived during agenda adoption by a majority vote of those present and entitled to vote at such meeting;

### **9.3.2 Quorum**

Quorum shall be the attendance of at least ten (10) Voting Members.

### **9.3.3 Failure to Reach Quorum**

- If a quorum is not present within one-half (1/2) hour after the set time, the Chair cancels the General Meeting.
- If cancelled, the meeting is rescheduled for seven (7) days later at the same time and place.
- If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance;

#### **9.3.4 Presiding Officer**

- The meeting shall be chaired by the Chair of the Board, or in his absence, the Vice-Chair;
- In the absence of the Chair and Vice-Chair, the Board may appoint from among its numbers, an Acting Chairperson

#### **9.3.5 Voting**

- Only Voting Members in attendance shall be allowed to vote;
- Voting process shall be conducted in the framework of a motion, a seconder, discussion and vote;
- Voting on business matters and non-election matters shall be conducted by show of hands;
- Voting on election of officers and directors shall be conducted by secret ballot;
- Voting shall adhere to Member privileges as outlined in Article 3.2.3;
- When notice of motion has been given, a simple majority of the present Voting Members' vote will adopt the motion;
- Should notice of a motion not be given, a motion must secure two-thirds (2/3) of the present Voting Members' vote for adoption;
- Motions to adopt Special Resolutions require 75% of the votes of the present Voting Members.

### **9.4 ANNUAL GENERAL MEETING (AGM)**

#### **9.4.1 General**

- AMSA holds its Annual General Meeting no later than Nov 30 each calendar year,
- The meeting will be held in Alberta, Canada.
- The place, day and time of the meeting will be set by the Board;
- The Annual General Meeting will be conducted in accordance with all provisions of Article 9.3.

#### **9.4.2 Presiding Officer**

- The Annual General Meeting will be chaired by the Chair of the Board, or by the Vice-Chair in the absence of the Chair;
- If neither the Chair nor the Vice-Chair is present within one-half (1/2) hour after the set time for the General meeting, the Voting Members present choose one (1) of the Members to Chair;

#### **9.4.3 Agenda for the Annual General Meeting**

- Call to Order
- Roll Call
- Adoption of Past Minutes
- Adoption of Agenda
- Chair's Note
- Annual Business
  - Receive and consider unaudited financial statements for the preceding fiscal year;
  - Appoint the auditors for the next fiscal year if necessary;
  - Verify that tax and regulatory filings are up to date
  - Review of the Code of Conduct and a presentation of Conflicts of Interest
  - Review meetings during the preceding year from Board Meetings attendance records, Committee involvement, Policy additions or changes.
  - Head Ref Report
  - All Committee Reports
  - Elect the Chair, Vice-Chair, Treasurer and Secretary for the next year;
  - Elect other Members to the Board of Directors;
  - Select Committee membership as needed

- Receive and consider other reports and statements as are required by the Societies Act;
- Motions
  - Considering matters specified in the meeting notice;
  - Consider motions of which notice has been given by any Members prior to adoption of the Agenda.
- Executive Announcements
- Other Member / Non- Member Announcements
- New Business
- Questions
- Meeting Adjournment

#### **9.4.4 Election of the Directors and Officers**

- Election of the Chair, Vice-Chair, Treasurer, Secretary and other Directors shall be conducted by secret ballot and in accordance with Article 4.4.

### **9.5 SPECIAL MEETINGS**

#### **9.5.1 Initiated by Members**

- The Secretary shall call a special meeting of Members on receipt of a request stipulating the purpose of such meeting and signed by twenty (20) Voting Members.
- Such meeting shall be scheduled within thirty (30) days of receipt of the request, at a date, time and place within the Territorial Boundaries of the Society as determined by the Secretary;

#### **9.5.2 Initiated by the Board**

- Special meetings shall be called upon the request of the Chair or one-third of the Board;

#### **9.5.3 Notice**

- Notice shall be given in accordance with Article 9.1.
- Only business on the agenda as provided in the meeting notice, or business related thereto shall be transacted at the meeting, unless the notice provision is waived during agenda adoption by a majority vote of those present and entitled to vote at such meeting;

#### **9.5.4 Quorum**

- Quorum shall be the attendance of at least ten (10) Voting Members.

#### **9.5.5 Failure to Reach Quorum**

- If a quorum is not present within one-half (1/2) hour after the set time, the Chair cancels the Meeting.

#### **9.5.6 Presiding Officer**

- The meeting shall be chaired by the Chair of the Board, or in his absence, the Vice-Chair;
- In the absence of the Chair and Vice-Chair, the Board may appoint from among its numbers, an Acting Chairperson

### **9.5.7 Voting**

- Voting shall be conducted in accordance with Article 9.3.5

### **9.6 PUBLICATION**

- Meeting minutes of the Annual General Meeting shall be published immediately upon completion in a currently accepted medium and format, within 30 days of said meetings;
- Minutes of other meetings may be published at the discretion of the Board.

## **10 INDEMNIFICATION**

Every Director or officer of the Society and her executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Society, from and against:

### **10.1 COSTS, CHARGES AND EXPENSES**

- a) All costs, charges and expenses whatsoever that the Director, a de-facto Director (as determined by the courts), or former Director (up to two years after the end of their office), sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution, in good faith, of the duties of her office or in respect of any such liability, except such costs, charges or expenses as are occasioned by her own willful neglect or default of her own dishonest or fraudulent acts;
- b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own willful neglect or default. The Society shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Society.

### **10.2 VALIDITY OF ACTIONS**

No act or proceeding of Member of the Board or an officer of the of the Society, nor any Member of a Committee shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such Directors of the Board or an Officer the Society, nor any Member of a Committee.

### **10.3 MEMBER'S RELIANCE**

No Director of the Board or an Officer of the Society, nor any Member of a Committee may rely on the accuracy of any statement or unaudited report prepared by AMSA and AMSA shall not be responsible or held liable for any loss or damage resulting for acting upon such statement or report.

## **11 REMUNERATION**

### **11.1 REMUNERATION OF OFFICIERS AND DIRECTORS**

The Officers and Directors shall receive no remuneration for acting as such and no Officer or Director shall directly or indirectly receive any profit from her position. Officers and Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties;

## **12 BYLAWS**

### **12.1 AMENDMENT OF BYLAWS**

The Bylaws may be rescinded, altered or added to only by a Special Resolution;

- Proposed Bylaw amendments may be formulated by the Board of Directors;
- Proposed Bylaw or other Policy amendments may be made by any Member by notice to the Chair;
- All proposed Bylaw amendments shall undergo review by the Bylaws and Policy Review Committee;
- The Bylaws and Policy Review Committee shall provide wording for Bylaws revision, and for the Special Resolution to be voted on by the Members.

### **12.2 SPECIAL RESOLUTION**

- Details of the proposed Special Resolution to change the Bylaws must be included in a notice of the General Meeting, Annual General Meeting or Special Meeting;
- The notice must be given in accordance with Article 9.1;
- As per Special Resolution definition (Article 2) and Article 9.1, where the meeting notice period is not less than 21 days, the Special Resolution must be accepted by not less than 75% of those Voting Members present for the amendment to take effect.

### **12.3 REVIEW OF BYLAWS**

All motions to amend these Bylaws or other Policies must be reviewed and recommendations must be made by the Bylaw-Policy Committee according to the following:

- Before the motion is brought to Society, the Member making the motion shall submit the proposed amendments to the Bylaw-Policy Committee; and,
- If the motion is brought to Society either as a posted motion or as new business without having been reviewed by the Bylaw-Policy Committee, the Chair shall refer it to the Committee except as otherwise provided herein:
- The Bylaw-Policy Committee shall review all proposed amendments to the Bylaws or Policies within fourteen (14) days of the submission of the proposed amendments, taking extenuating circumstances into account when applicable
- The Bylaw-Policy Committee shall make a presentation or provide written rationale to Society outlining recommendations with respect to the proposed amendments to these Bylaws or other Policies.
- These recommendations shall include, but are not limited to, the following:
  - Any recommended modifications to the wording or grammar of the proposed amendments;
  - Any recommended modifications to other sections of these Bylaws or other Policies which will be affected by the proposed amendments, and
  - Any comments or concerns about the merits or ramifications of the proposed amendments
  - Recommendation of incorporating modification as a change to these Bylaws or a change to Policy;

### **12.4 POLICY**

Policy may be created and adopted by the Board of Directors to define concepts, procedures or protocols refining or extending these bylaws. Policy has the same authority as these bylaws.

- Policy may be created to last a definite or an indefinite period of time, indefinite is presumed unless otherwise specified;
- Policy may be standing policy or statement policy;



- **Standing policy** governs that of operational matter;
- **Statement policy** acts as publication of AMSA wishes, opinions, or beliefs
- All AMSA policies will be filed together in a "policy manual", posted on the internet and available to all Members and the public:
- New or updated policy shall be explicitly communicated to Members through the regular means of communication.

## 12.5 PROCEDURES

Procedures are a recorded step-by-step way of performing various tasks and activities of AMSA. Creation and maintenance of procedures is the responsibility of the person to whom the task or authority for activity has been granted by the Board or Members.

Purpose of procedures is to:

- formalize methodology;
- serve as a reference;
- provide continuity over time;
- enable modification when improved methods become apparent.

All AMSA procedures will be filed together in a "procedures manual", and made available to all executive and administrative personnel, as well as those responsible for various tasks and activities.

## 12.6 RULES

Events of each AMSA Discipline shall be conducted in accordance to Rules of the adopted Sanctioning Body.

Each Discipline may from time to time or as deemed necessary, override Rules of the adopted Sanctioning Body or create their own Rules to accommodate local situations and circumstances.

All Rule changes and Rule creations shall be recorded in a "modified rule book" made available to all Members and shall be explicitly communicated to Members through the regular means of communication.

### 13 DISSOLVING AMSA

- AMSA does not pay any dividends or distribute its property among its Members;
- If AMSA is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization within the AMSA Territorial Boundaries with objectives similar to AMSA;
- Members are to select the organization to receive the assets by Special Resolution.
- In no event do any Members receive any assets of AMSA;

## **14 OPERATIONAL ADMINISTRATION**

### **14.1 GENERAL ADMINISTRATION**

#### **14.1.1 Head Office**

The head office of the Alberta Motor Sports Association shall be in the Province of Alberta, at such place therein as may from time to time be determined by the Board.

#### **14.1.2 Territorial Boundaries**

Territorial Boundaries of the Alberta Motorsports Association shall be the geographical area within which events are held and from which members participating in such events reside. For purposes of defining or selecting specific locations within Territorial Boundaries, consideration shall be given to weighting according to the number of Members and location of facilities hosting events.

#### **14.1.3 Financial Year**

Until otherwise decided by the Executive, the financial year of the Society shall end the calendar year end, December 31, in each and every year.

#### **14.1.4 Banking Arrangements**

The banking of Corporation shall be transacted with such banks, trust companies, or other registered firms or corporations as may from time to time be designated by the Board of Directors;

### **14.2 EXECUTION OF INSTRUMENTS**

#### **14.2.1 Signators**

The Executive shall appoint three (3) trustees of the Society who may sign deeds, transfers, assignments, contracts, cheques, certificates and other instruments on behalf of Society. In addition, the Board may from time to time direct the manner in which any particular instrument or class of instrument may be signed.

#### **14.2.2 Books and Records**

The Secretary of the Board shall ensure that all necessary books and records of the Society required by law and by these Bylaws are regularly updated and properly kept;

#### **14.2.3 Execution of Documents**

- Unless otherwise provided in these Bylaws or by the Board, any deeds, transfers, licenses, contracts, engagements or other instruments on behalf of the Society shall be signed by either the Chair, the Vice-Chair, the Treasurer, or the Office Administrator or the Secretary of the Board and another Director;
- Notwithstanding any provisions to the contrary contained in these Bylaws, the Board may, at any time, by resolution, direct the manner in which any particular instrument, contract or obligation of the Society shall be executed;

## **14.3 MEETINGS**

### **14.3.1 Board Meetings**

Meetings of the Board of Directors may be held at such times and at such places within the Territorial Boundaries of the society as the Board may from time to time determine. The Board shall meet no less than (3) times a year in person, the Board may use teleconferencing as an alternative for meeting in person for additional meetings.

### **14.3.2 Open Meetings**

No less than (3) open meetings will be held over a (1) year period, these meetings are open to all Non-Voting Members and Voting Members. A Quorum is not required to hold Open meetings. No voting or decisions are to be made at Open Meetings.

All Proposals to be discussed will be tabled to the next Board Meeting for discussion and decision.

## **14.4 CONTRACTING ON BEHALF OF THE SOCIETY**

Subject to the Bylaws of the Society, contracts in the ordinary day-to-day operations of the Society may only be entered into on behalf of the Society by the Chair, the Vice-Chair, the Treasurer, or the Office Administrator or by any other person who is authorized to do so in the Bylaws or by a resolution of the Board of Directors;

All contracts relating to personnel or personnel-related matters the executive director or commissioners must be approved by a resolution of the Board as presented or recommended by the HR Committee

## **15 APPROPRIATION/DISPENSATION OF FUNDS AND ASSETS**

### **15.1 REVENUES**

AMSA shall derive its revenue from:

- An AMSA Society fee determined by AMSA Board Of Directors and collected from each voting Member, if applicable;
- Any grants or subsidies received from the government, private or corporate donors
- Any other sources, as set from time to time, by AMSA;

### **15.2 EXPENDITURES**

AMSA shall expend money to:

- Execute its duties as outlined in this Bylaws;
- Facilitate and/or undertake activities in the execution of its objectives and core activities.
- Execute any other activity, as set from time to time by AMSA;

### **15.3 SIGNING AUTHORITY**

The Board shall appoint the Signing Officers of the Society as per Article 14.2.3.

#### **15.3.1 Signing of Cheques and Instruments**

- Except as otherwise provided for in these By Laws, all cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer(s) or agent(s) of the Society, and in such a manner as shall, from time to time, be determined by resolution of the Board of Directors;
- All instruments of payment require a minimum of 2 signatures Need to add 2 signatures minimum mandatory
- At least two such authorized Officers or agents may must endorse notes and draft for collection on account of the Society through its bankers, and endorse notes and cheques for deposit with the Society bankers for the credit of the Society, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Societies stamp for such purpose;

#### **15.3.2 Transfers of Assets**

Any two of the Chair, the Vice-Chair, Treasurer Finance, the Director, or any other person, as from time to time specifically designated by the Board, may:

- Transfer any or all shares, bonds or other securities standing in the name of the Society;
- Accept in the name and on behalf of the Society, transfers of shares, bonds, or other securities transferred to the Society and,
- Make, execute and deliver any and all financial instruments;
- In writing necessary or proper for such purposes, including the appointment of attorney(s) to accept transfers of shares, bonds, or other securities on the books of any company or corporation;

### **15.4 ANNUAL BUDGET PROCESS**

#### **15.4.1 General**

- Members submit budgets to the Finance committee for the upcoming year no less than 60 days before the AGM;

- The Finance committee will review and work with members to ensure that all budgets meet the objectives of AMSA as economically efficient as possible;
- The Finance Committee will amend the budget as necessary and prepare an opinion, and approve the budget, then send the budget to the Board for review;
- The Board will review the Finance Committee, and direct any questions through the finance committee. The Board will approve the budget when satisfied that their stewardship role in aligning the programming of the Society with the Board's strategy, given financial constraints.
- The Membership will ratify the budget at the AGM with a simple majority.

#### **15.4.2 Requirements of the annual budget process**

- The presentation to Society of an initial summary budget for the following fiscal year for consideration, amendment and approval in one month before the AGM.
- The presentation to Society of a detailed budget for consideration, amendment and approval no later than the Annual General Meeting ;
- The presentation to Society of significant deviations from the budget and proposed changes for consideration, amendment and approval as required;
- The Finance Committee to determine the voting Member fees ( if any) following fiscal year no later than 30 days before the AGM
- The Treasurer is to integrate the initial budgetary preparations of all Officers into the overall Budget for the Society, for examination and approval by the Finance Committee;
- The Finance Committee to consider and make recommendations on each budgetary item in accordance with the priorities of the Society; and,
- The Finance Committee to present the approved Budget for the consideration and final approval of the voting Members of Society;

#### **15.4.3 Spending outside the Budget as approved at the AGM**

- Any significant expenditures that are not explicitly approved within the Society operating budget as approved at the AGM or that alters the use of funds allocated in that operating budget must receive prior approval by the Finance Committee;
- Any such approval involving amounts greater than Five Hundred Dollars (\$500) must be subsequently approved by Board of Directors;

### **15.5 AUDITS AND FINANCIAL REVIEWS**

The financial records and accounting system of the Society shall be reviewed by an independent firm of accountants, who are authorized to sign off on financial statements, and will be appointed at AGM every fiscal year by the Board upon the recommendation of the Finance Committee, if necessary;

### **15.6 BORROWING**

The Board may from time to time:

- Borrow money on the credit of the Society;
- authorize any Officer or Director to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to be given thereof, with power to vary or modify such arrangements, terms and conditions, and generally to manage, transact and settle the borrowing of money by the Society;

### **15.7 INVESTMENTS**

Notwithstanding any section in these Bylaws which suggests the contrary, the resources of the Society shall never be invested or transferred into securities of a speculative nature;