**RIVER VALLEY GYMNASTICS INC.**

**BY-LAWS**

**ARTICLE I GENERAL**

* 1. Purpose –These By-laws relate to the general conduct of the affairs of River Valley Gymnastics Inc., hereinafter River Valley Gymnastics.
  2. Definitions – The following terms have these meanings in these By-laws:

1. *Act* – the *New Brunswick Companies Act*.
2. *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of River Valley Gymnastics for a report to the Members at the next Annual Meeting in accordance with the Act.
3. *Board* – the Board of Directors of River Valley Gymnastics.
4. *Days* – days including weekends and holidays.
5. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
6. *In Writing –* shall include both hard copy and electronic communication in a form determined appropriate by the Board.
7. *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board*.*
8. *Officer* – an individual elected or appointed to serve as an Officer of River Valley Gymnastics pursuant to these By-laws.
9. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all Voting Members entitled to vote on that resolution.
10. *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
    1. Head Office – The registered office of River Valley Gymnastics will be located in the District of Carleton North, in the County of Carleton, New Brunswick.
    2. No Gain for Members – River Valley Gymnastics will be carried on without the purpose of gain for its Members and any profits or other accretions to River Valley Gymnastics will be used in promoting its objects.
    3. Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of River Valley Gymnastics.
    4. Conduct of Meetings – Meetings of the Members and meetings of the Board will be conducted according to meeting rules of order as adopted by the Board of Directors.
    5. Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

**ARTICLE II MEMBERSHIP**

* 1. Categories – River Valley Gymnastics has the following categories of Member:

1. Regular Member:
   1. Up to a maximum of thirty (30) individuals who have applied to be a Member of River Valley Gymnastics in a form specified by the Board (or designate) and who have been approved as a Member by the Board (or designate).
   2. Any individual who is elected or appointed as a Director of River Valley Gymnastics in accordance with the By-laws.

**Authority of Members**

* 1. Membership Authority – The Members of River Valley Gymnastics will have the following powers, if Voting Members:

1. To appoint the Auditor;
2. To amend the By-laws;
3. To elect Directors; and
4. As provided in the Act and in these By-laws.

**Admission and Renewal of Members**

* 1. Admission and Renewal of Members – Non-Director Members will be admitted or renewed as a Member if:

1. The candidate makes an application for membership in a manner prescribed by River Valley Gymnastics;
2. The candidate was previously a Member and was a Member in good standing when the candidate ceased to be a Member;
3. The member has paid fees as prescribed by the Board, if any;
4. The candidate member agrees to uphold and comply with River Valley Gymnastics’ governing documents;
5. The candidate member meets any other condition of membership determined by the Board;
6. The candidate member has met the applicable definition listed in Section 2.1; and
7. The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

**Membership Fees and Duration**

* 1. Duration – Unless otherwise determined by the Board (or designate), membership with River Valley Gymnastics, for a non-Director, begins on the date the Board (or designate) accepts the Member’s registration and ends on August 31st or when the Member resigns or is terminated from membership. For a Director, membership begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director.
  2. Fees – Membership fees will be determined by the Board, if any.
  3. Arrears – A Member will be expelled from River Valley Gymnastics for failing to pay membership fees or monies owed to River Valley Gymnastics by the deadline dates prescribed by the Board. Any fees, subscriptions, or other monies owed to River Valley Gymnastics by suspended or expelled Members will remain due.

**Compliance, Transfer, Suspension, and Termination of Membership**

* 1. Policy Compliance – As a condition for membership, a Member must comply with River Valley Gymnastics’ policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with River Valley Gymnastics’ policies and procedures may result in discipline, or suspension or termination of membership.
  2. Transfer – Membership in River Valley Gymnastics is non-transferable.
  3. Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with River Valley Gymnastics’ policies related to discipline, or by Ordinary Resolution of the Board at a duly called meeting, upon fifteen (15) days’ written notice to the Member. The notice shall set out the reasons for the suspension of membership. The Member receiving the notice shall be entitled to give a written submission opposing the suspension not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding the suspension of membership.
  4. Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with River Valley Gymnastics, and may be subject to a probationary period before being reinstated to good standing.
  5. Termination – Membership in River Valley Gymnastics will terminate immediately upon:

1. The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
2. The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
3. Resignation by the Member by giving written notice to River Valley Gymnastics;
4. Dissolution of River Valley Gymnastics;
5. The Member’s dissolution; or
6. By Special Resolution of the Members at a duly called meeting, upon fifteen (15) days’ written notice to the Member. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Members shall consider the written submission of the Member before making a final decision regarding the termination of membership.
   1. May Not Resign – A Member may not resign from River Valley Gymnastics when the Member is subject to disciplinary investigation or action by River Valley Gymnastics.

**Good Standing**

* 1. Definition – A Member will be in good standing provided that the Member:

1. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
2. Has completed and remitted all documents as required by River Valley Gymnastics;
3. Has complied with the By-laws, policies, and rules of River Valley Gymnastics;
4. Is not subject to a disciplinary investigation or action by River Valley Gymnastics, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
5. Has paid all required membership fees.
   1. Privileges of Good Standing – Subject to these By-laws and other governing documents of River Valley Gymnastics, Members in good standing may be entitled to the following privileges:
6. To attend, participate, and vote at meetings of the Members if a Voting Member;
7. To participate in River Valley Gymnastics’ services, activities and programs; and
8. To participate in other events associated with River Valley Gymnastics.

**ARTICLE III MEETINGS OF MEMBERS**

* 1. Annual Meeting – River Valley Gymnastics will hold an Annual Meeting of Members at such date, time and place as determined by the Board within the Province of New Brunswick. The Annual Meeting will be held once every calendar year. Any Member, upon request, will be provided, not less than ten (10) days before the Annual meeting, with a copy of the approved financial statements and auditor’s report (if any).
  2. Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Voting Members for any purpose connected with the affairs of River Valley Gymnastics or is otherwise consistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
  3. Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if River Valley Gymnastics makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephone or electronic means that permit all participants to communicate adequately with each other during the meeting.
  4. Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least twenty (20) days and not more than fifty (50) days prior to the date of the meeting. Further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make informed decisions.
  5. Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person 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 in accordance with these By-laws.
  6. Error or Omission in Giving Notice– No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
  7. New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
  8. Quorum – Five (5) of the eligible Voting Members in good standing constitutes a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
  9. Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
  10. Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
  11. Attendance – The only persons entitled to attend a meeting of the Members are the Voting Members, the Directors and Officers, Key Volunteers and staff of River Valley Gymnastics, the auditors of River Valley Gymnastics (if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
  12. Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the Voting Members in attendance.

**Voting at Meetings of Members**

* 1. Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

1. Regular Members have one vote each.
   1. Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

* 1. Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder to attend and vote on behalf of the Member. The proxy holder is required to be a Member in good-standing and may only hold a maximum of one (1) proxy.
  2. Criteria for proxy - A proxy must:

1. Be signed by the Regular Member;
2. Comply with the format stipulated by the Corporation; and
3. Be submitted to the Registered Office of the Corporation at least forty-eight (48) hours prior to the meeting of the Members.
   1. Voting by Electronic Means – A Member may vote by electronic means if:
4. River Valley Gymnastics has made available a procedure that permits voting by electronic means; and
5. The votes may be verified as having been made by the Member entitled to vote.
   1. Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
   2. Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

##### ARTICLE IV GOVERNANCE

**Composition of the Board**

* 1. Directors – The Board will consist of a minimum of seven (7) and maximum of nine (9) Directors.

* 1. Number of Directors – Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director positions by Ordinary Resolution (this power to the Board is provided by Special Resolution of the voting Members) provided that:

1. The number of Director positions is at least seven (7) and no more than nine (9); and
2. The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director.
   1. Directors – Directors may be appointed, by the Board, to serve in Officer positions (see **Article V**) and/or as Directors of various portfolios related to the operations of River Valley Gymnastics. Directors may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.
   2. Town of Florenceville - The Town of Florenceville may appoint an employee of the Town of Florenceville as a representative to attend meetings of the Board without vote.
   3. Head Coach – The River Valley Gymnastics Head Coach may attend meetings of the Board without vote.

**Eligibility of Directors**

* 1. Eligibility – To be eligible to serve as a Director, an individual must:

1. Submit a Police Record Check, if requested;
2. Submit a Bankruptcy check, if requested;
3. Be a primary resident of New Brunswick;
4. Be nineteen (19) years of age or older;
5. Not have been found of unsound mind by a court in Canada or elsewhere;
6. Not have the status of bankrupt.
7. Not be convicted of an offence under the *Criminal Code (Canada)* or the criminal law of any jurisdiction outside of Canada relating to:
   1. Promotion, formation or management of a corporation; or
   2. Fraud; unless three years have elapsed since the expiration of the period fixed for suspension of the passing of the sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted.

h) Not be an employee of River Valley Gymnastics.

**Election of Directors**

* 1. Nominations Committee – The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors in accordance with the Nominations Committee Terms of Reference and the skills and characteristics defined by the Nominations Committee.
  2. Nomination – Any nomination of an individual for election as a Director will:

1. Include the written consent of the nominee by signed or electronic signature;
2. Comply with the procedures established by the Nominations Committee (if appointed); and
3. Be submitted to the Registered Office of River Valley Gymnastics one (1) day prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

* 1. Nominations from the Floor – If a position on the Board is vacant and there are no nominations for the position, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.
  2. Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

* 1. Director Elections – Elections for Director positions will be decided in accordance with the following:

1. Equal number of Nominations and Available Positions – Successful nominees elected by Ordinary Resolution.
2. More Nominations than Available Positions – The successful nominee(s) are the nominee(s) receiving the greatest number of votes and an Ordinary Resolution. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the final spot(s) will appear on the run-off ballot. The nominee receiving the greatest number of votes and an Ordinary Resolution will be declared the winner. Additional runoff votes may occur if required.

* 1. Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of River Valley Gymnastics.
  2. Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.
  3. Director Consent and Registration – An individual who is elected or appointed to be a Director must register with River Valley Gymnastics as a Director, must sign all required documents presented by River Valley Gymnastics, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.
  4. Key Volunteer Positions – The Board may create Key Volunteer Positions at their discretion as deemed necessary. Key Volunteers may be invited to attend meetings of the Board, but they are not Directors and do not have a vote at meetings of the Board.

#### Resignation and Removal of Directors

* 1. Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of River Valley Gymnastics resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
  2. Vacate Office – The office of any Director will be vacated automatically if:

1. The Director resigns;
2. The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
3. The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
4. The Director is found to be incapable of managing property by a court or under New Brunswick law;
5. The Director is found by a court to be incapable;
6. The Director becomes bankrupt; or
7. The Director dies.
   1. Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. Furthermore, a Director may be removed from the Board by Ordinary Resolution of the Board if a Director misses two consecutive meetings without the consent of the President.

#### Filling a Vacancy on the Board

* 1. Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.
  2. Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.
  3. Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.
  4. Notice – Notice of meeting of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice may be provided verbally or via electronic means (email, text, message service). No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of River Valley Gymnastics.
  5. Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
  6. In camera – The Board may determine to hold in camera Board meetings which are privy only to Directors and are not recorded.
  7. Number of Meetings – The Board will hold at least four (4) meetings per year.
  8. Quorum – At any meeting of the Board, quorum will be a majority of the Directors holding office but never less than three (3).
  9. Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
  10. No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
  11. Written/Electronic Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board. The Chair may request an electronic resolution by providing all the Directors with no less than three (3) days to respond to an online resolution request. Electronic communications will suffice as an electronic vote and considered towards the electronic resolution vote.

* 1. Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
  2. Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of River Valley Gymnastics consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

**Duties of Directors**

* 1. Standard of Care – Every Director will:

1. Act honestly and in good faith with a view to the best interests of River Valley Gymnastics; and
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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##### Powers of the Board

* 1. Powers of River Valley Gymnastics – Except as otherwise provided in the Act or these By-laws, the Board has the powers of River Valley Gymnastics and may delegate any of its powers, duties, and functions.
  2. Empowered – The Board is empowered to, but not limited to:

1. Create an annual or multi-year strategic plan;
2. Make policies and procedures or manage the affairs of River Valley Gymnastics for the purpose of furthering the objects and purposes of River Valley Gymnastics in accordance with the Act and these By-laws;
3. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
4. Make policies and procedures relating to the management of disputes within River Valley Gymnastics and deal with disputes in accordance with such policies and procedures;
5. Employ or engage under contract such persons as it deems necessary to carry out the work of River Valley Gymnastics;
6. Appoint Key Volunteers with duties and responsibilities as described by the Board;
7. Determine registration procedures, determine membership fees, and determine other registration requirements;
8. Enable River Valley Gymnastics to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of River Valley Gymnastics;
9. Make expenditures for the purpose of furthering the objects and purposes of River Valley Gymnastics;
10. Invest funds for the purpose of furthering the objects and purposes of River Valley Gymnastics;
11. Manage River Valley Gymnastics’ assets and resources expenditures for the purpose of furthering the objects and purposes of River Valley Gymnastics;
12. Borrow money upon the credit of River Valley Gymnastics as it deems necessary in accordance with these By-laws; and
13. Perform any other duties as may be in the best interests of River Valley Gymnastics.

**ARTICLE V OFFICERS AND STAFF**

* 1. Composition – The Officer positions are the President, Vice President, Secretary and Treasurer.
  2. Term – The term of the Officers will be at the discretion of the Board. Officers may be elected for a one-year term, a two-year term, or a term that expires when the individual’s Director term expires (or when the Director is removed from or vacates their position).
  3. Election – The Officers of River Valley Gymnastics will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.
  4. Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

1. One Valid Nominee for an Office – Winner declared by acclamation.
2. Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.
   1. Duties – The duties of Officers are as follows:
3. The President will be the chair of the Board, will preside at the Annual and Special Meetings of River Valley Gymnastics and at meetings of the Board unless otherwise designated, may be official spokesperson of River Valley Gymnastics, will oversee and the senior staff person, and will perform such other duties as may from time to time be established by the Board.
4. The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
5. The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by River Valley Gymnastics in River Valley Gymnastics’s bank account, will supervise the management and the disbursement of funds of River Valley Gymnastics, when required will provide the Board with an account of financial transactions and the financial position of River Valley Gymnastics, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
6. The Secretary will be responsible for the documentation of all amendments to the River Valley Gymnastics’ By-laws, will ensure that all official documents and records of River Valley Gymnastics are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of River Valley Gymnastics, and will perform such other duties as may from time to time be established by the Board.
   1. Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of River Valley Gymnastics, or to another Officer or Director.

* 1. Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).
  2. Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.
  3. Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.
  4. Employees – The Board will hire a Head Coach who will, at minimum:
  5. Manage the day-to-day affairs operating within River Valley Gymnastics’ governing documents, policies and procedures;
  6. Provides leadership;
  7. Hire and manage all other staff positions, in accordance with the approved budget;
  8. Report to the Board;
  9. Attend meetings of the Board and Committees; and
  10. Comply with the Head Coach’s position description, annual work plan and budget.

**ARTICLE VI COMMITTEES**

**Committees**

* 1. Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of River Valley Gymnastics. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

* 1. Committee Limitations – No Committee has authority to:

1. Submit to the Members any question or matter requiring approval of the Members;
2. Fill a vacancy among the Directors or appoint additional Directors;
3. Issue debt obligations except as authorized by the Board;
4. Approve any financial statements;
5. Adopt, amend or repeal the By-laws; or
6. Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.
   1. Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason.
   2. President Ex-officio – The President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of River Valley Gymnastics.

**ARTICLE VII FINANCE AND MANAGEMENT**

* 1. Fiscal Year – Unless otherwise determined by the Board, the fiscal year of River Valley Gymnastics will be September 1st to August 31st.
  2. Bank – The banking business of River Valley Gymnastics will be conducted at such financial institution as the Board may determine.
  3. Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of River Valley Gymnastics in accordance with the Act. The auditor (if appointed) will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of River Valley Gymnastics.
  4. Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of River Valley Gymnastics of the last fiscal year of River Valley Gymnastics but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:
  5. The financial statements;
  6. The auditor’s report (if any) or review engagement (if any); and
  7. Any further information respecting the financial position of River Valley Gymnastics.

* 1. Books and Records – The necessary books and records of River Valley Gymnastics required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

1. River Valley Gymnastics’s Letters Patent and By-laws;
2. The minutes of meetings of the Members and of any committee of Members;
3. The resolutions of the Members and of any committee of Members;
4. The minutes of meetings of the Directors or any committee of Directors;
5. The resolutions of the Directors and of any committee of Directors;
6. A register of Directors;
7. A register of Officers;
8. A register of Members; and
9. Account records adequate to enable the Directors to ascertain the financial position of River Valley Gymnastics on a quarterly basis.
   1. Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing on request to the Board and their approval.
   2. Signing Authority – The signing authority for River Valley Gymnastics for business and banking transactions will be any two of the Officers and/or CEO. River Valley Gymnastics will establish a finance policy on spending authority and limitations.
   3. Property – River Valley Gymnastics may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
   4. Borrowing – River Valley Gymnastics may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars ($100,000).
   5. Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.
   6. Gaming Funds – When and if applicable, funds generated from gaming grants or other purposes related to gaming shall be used for expenditures in accordance with all government regulations applicable to the usage of gaming funds.

**Remuneration**

* 1. No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to River Valley Gymnastics under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

**Conflict of Interest**

* 1. Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with River Valley Gymnastics will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will be absent during debate and vote, and will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest. Furthermore, a Director, Officer or member of a committee will not accept gifts or favors relating to their position with River Valley Gymnastics. River Valley Gymnastics will include a declaration of conflict of interest as a standing agenda item of all meetings of the Directors and its committees.

**ARTICLE VIII REGISTERED PARTICIPANTS**

* 1. Registered Participants –River Valley Gymnastics has the following categories of Registered Participants, who are not necessarily Members, but who must register with River Valley Gymnastics and pay fees as determined by the Board (or, if the Registered Participant is younger than 18 years old, who must have a parent/guardian register and pay fees on behalf of the Registered Participant):

1. Athlete – An individual who participates within River Valley Gymnastics programs.
2. Coach – An individual who participates with River Valley Gymnastics as a coach or trainer.
3. Volunteer – An individual who provides volunteer services to River Valley Gymnastics.

**Term**

* 1. Year – Unless otherwise determined by the Board, the registration term of Registered Participants begins on the date the Board accepts the Registered Participant’s registration and ends on August 31st or when the Registered Participant resigns or is terminated from registration.

**Fees**

* 1. Fees – Registered Participant fees will be determined annually by the Board.
  2. Deadline – Registered Participants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Registered Participant in default will automatically cease to be a Registered Participant with River Valley Gymnastics.

**Discipline**

* 1. Discipline – A Registered Participant may be suspended or expelled from River Valley Gymnastics in accordance with River Valley Gymnastics’ By-laws, policies, and procedures relating to discipline of Registered Participants.
  2. May Not Resign – A Registered Participant may not resign from River Valley Gymnastics if the Registered Participant is subject to disciplinary investigation or action.

**Status**

* 1. Expulsion and Resignation – A Registered Participant ceases to be a Registered Participant if:

1. The Registered Participant fails to maintain any of the qualifications or conditions of being a Registered Participant described in Section 8.1;
2. The Registered Participant resigns from the River Valley Gymnastics by giving written notice to River Valley Gymnastics in which case the resignation becomes effective on the date specified in the resignation. The Registered Participant will be responsible for all fees payable until the actual withdrawal becomes effective;
3. The Registered Participant fails to pay fees owed to River Valley Gymnastics by the deadline dates prescribed in Section 6.4;
4. The Registered Participant fails to comply with River Valley Gymnastics’ registration policies or applicable policies;
5. The Registered Participant’s term of registration expires; or
6. River Valley Gymnastics is liquidated.

**Good Standing**

* 1. Definition – A Registered Participant with River Valley Gymnastics will be in good standing provided that the Registered Participant:

1. Has not ceased to be a Registered Participant;
2. Has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
3. Has completed and remitted all documents as required by River Valley Gymnastics;
4. Has complied with the By-laws, policies, procedures, rules and regulations of River Valley Gymnastics;
5. Is not subject to a disciplinary investigation or action by River Valley Gymnastics, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
6. Has paid all required fees to River Valley Gymnastics.
   1. Cease to be in Good Standing – Registered Participants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registered Participant has met the definition of good standing.

**ARTICLE IX AMENDMENT OF BY-LAWS**

* 1. Voting – These By-laws may only be amended, revised, repealed or added to by:

1. Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and the Voting Members may confirm, reject or amend the By-laws by Special Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
2. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days’ notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and the Voting Members may confirm, reject or amend the By-laws by Special Resolution.

**ARTICLE X NOTICE**

* 1. Written Notice – In these By-laws, written notice will mean notice, which is emailed, texted, hand-delivered, mailed, sent by other electronic means or couriered to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

* 1. Date of Notice – Date of notice will be the date on which the notice is sent where the notice is hand-delivered, emailed, texted or other electronic means or couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
  2. Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

**ARTICLE XI DISSOLUTION**

* 1. Dissolution – Upon dissolution of River Valley Gymnastics and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to registered charities recognized by the Canada Revenue Agency having objects the same as or similar to the objects of River Valley Gymnastics which carry on their work solely in Canada; and no part of any property of River Valley Gymnastics will be available to its members upon such dissolution.

**ARTICLE XII INDEMNIFICATION**

* 1. Will Indemnify – River Valley Gymnastics will indemnify and hold harmless out of the funds of River Valley Gymnastics each Director and any individual who acts at River Valley Gymnastics’ request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at River Valley Gymnastics’ request in a similar capacity.
  2. Will Not Indemnify – River Valley Gymnastics will not indemnify a Director or any individual who acts at River Valley Gymnastics’ request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, River Valley Gymnastics will not indemnify an individual unless:

1. The individual acted honestly and in good faith with a view to the best interests of River Valley Gymnastics; and
2. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
   1. Insurance – River Valley Gymnastics will maintain in force Directors and Officers liability insurance at all times.

##### ARTICLE XIII ADOPTION OF THESE BY-LAWS

* 1. Ratification – These By-laws were ratified by the Members of River Valley Gymnastics at a meeting of Members duly called and held on [insert date].
  2. Repeal of Prior By-laws – In ratifying these By-laws, the Members of River Valley Gymnastics repeal all prior By-laws of River Valley Gymnastics provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

# Temporary - Bylaw #2

# Phased Implementation Plan and Election of Directors

* 1. On February 22, 2025 at the River Valley Gymnastics Annual Meeting, a motion for the approval of the new Bylaws and this Temporary Bylaw #2 (Phased Implementation Plan) will be placed before the Voting Members.
  2. Upon the approval of the motion to accept the new Bylaws and this Phased Implementation Plan, the new Bylaws will be implemented effective immediately except for the composition and elections of directors which will be implemented in accordance with this Phased Implementation Plan.
  3. At the 2025 AGM:
  4. Elections will occur as follows:

1. At the 2025 Members Meeting:
   * 1. Half the Directors – (2-year term)
     2. Half the Directors – (1-year term)
   1. All subsequent elections will proceed in accordance with the new Bylaws and this Temporary Bylaw will cease to exist.