

**BYLAWS OF GYMNASTICS SASKATCHEWAN
ADOPTED NOVEMBER 2, 2019**

BYLAWS OF GYMNASTICS SASKATCHEWAN INC.

BYLAW I GENERAL INFORMATION

I. 1 NAME

The official name of the Corporation is: **Gymnastics Saskatchewan Inc.**
The Corporation may conduct business under the tradename of Gym Sask.

I.2 ADDRESS

The registered address of Gymnastics Saskatchewan is 300 – 1734 Elphinstone Street, Regina, Saskatchewan, S4T 1K1.

I.3 OBJECTIVES

The objectives of Gymnastics Saskatchewan are:

- a. Gymnastics Saskatchewan shall be the sports governing body for the sport of gymnastics and the disciplines of Men’s Artistic Gymnastics, Women’s Artistic Gymnastics, Trampoline Gymnastics, Rhythmic Gymnastics, Sport Aerobics, Sport Acrobatics, Parkour and Gymnastics for All in the province of Saskatchewan, providing administrative and technical support and services to members.
- b. Gymnastics Saskatchewan shall act as the legislative body for the sport of gymnastics and the disciplines of Men’s Artistic Gymnastics, Women’s Artistic Gymnastics, Trampoline Gymnastics, Rhythmic Gymnastics, Sport Aerobics, Sport Acrobatics, Parkour and Gymnastics for All in the province of Saskatchewan.
- c. Gymnastics Saskatchewan shall be the organization that has representation on and communication with allied agencies such as Gymnastics Canada, Sask Sport and various governmental agencies.
- d. Gymnastics Saskatchewan shall promote and guide positive lifelong gymnastics experiences by:
 - 1) Directing the development and delivery of quality provincial programs;
 - 2) Promoting gymnastics as a foundation for human movement, sport, health, wellness and enjoyment;
 - 3) Coordinating and supporting the development of our members in pursuit of provincial, national and international excellence.

I.4 AFFILIATION

Gymnastics Saskatchewan shall operate under the jurisdiction of Gymnastics Canada’s and Sask Sport’s bylaws and rules, where applicable.

I.5 MEMBERSHIP

- a. Recreational, performance, pre-competitive and competitive clubs and associate member organizations may become members of Gymnastics Saskatchewan upon written application and payment of prescribed membership fees as set annually by the Board of Directors or their designate (CEO/staff).
- b. Athletes, coaches, officials, volunteers, supporters and participants may become members of Gymnastics Saskatchewan upon written application through an affiliated club or associate member at a prescribed membership fee as set annually by the Board of Directors or their designate (CEO/staff).
- c. Individual members without club or associate member affiliation may become members of Gymnastics Saskatchewan upon written application and payment of the prescribed membership fee, and with the approval of the Board of Directors or their designate (CEO/staff).
- d. No club/organization or individual shall be admitted as a member unless:
 - 1) they satisfy the qualifications, criteria and prerequisites of membership as outlined in the current Policy Manual and Membership Handbook;
 - 2) they have made written application;
 - 3) they have been approved by the Board of Directors or their designate (CEO/staff);
 - 4) they have paid the prescribed membership fee.
- e. A club or individual member is deemed to be in good standing provided they have paid the membership fees as prescribed by the established deadlines, have adhered to the membership requirements in the Policy Manual and in these Bylaws, and are not restricted by disciplinary action by Gymnastics Saskatchewan.
- f. A member may not resign if the member is subject to disciplinary investigation or action.
- g. Membership in Gymnastics Saskatchewan is not transferable.
- h. Any club or member may withdraw their membership in Gymnastics Saskatchewan at any time by way of notice to the Board of Directors or their designate (CEO/staff). Upon withdrawal, the member or member club shall not be entitled to a refund of any membership fees they may have paid.
- i. A member club, associate member or individual member may be suspended or expelled from membership by the Board of Directors or their designate (CEO/staff) with seven days notice for failure to pay membership fees or failure to adhere to membership policies or requirements as per the membership policies established in the current Policy Manual, Membership Handbook or in these Bylaws.
- j. The Board of Directors may suspend or expel any individual member whose conduct is such as to bring discredit to the organization.

- k. A member club, associate member or individual member may be suspended or expelled in accordance with the discipline and dispute resolution policies of Gymnastics Saskatchewan.

I.6 EXCLUSIVE RESPONSIBILITY

Any topic not covered by the present Articles, these Bylaws, or Gymnastics Saskatchewan's Policy Manuals, shall remain the exclusive responsibility of the Board of Directors.

I.7 WINDING UP

In a special or annual general meeting, the members may resolve to dissolve Gymnastics Saskatchewan by a special resolution. In such event Gymnastics Saskatchewan's properties and assets, after payment of all liabilities, shall be donated to another organization(s) having objects of a sporting or athletic nature, as may be decided by the Board of Directors.

I.8 FISCAL YEAR

The fiscal year of Gymnastics Saskatchewan shall end on August 31 of each year and an audited financial statement shall be presented at the Annual General Meeting.

BYLAW II ANNUAL AND SPECIAL GENERAL MEETINGS

II. 1 ANNUAL GENERAL MEETING; SPECIAL GENERAL MEETING

- a. Gymnastics Saskatchewan shall hold an Annual General Meeting in each calendar year in the Province of Saskatchewan. The Annual General Meeting shall be held no later than six months after the end of the fiscal year.
- b. On the request of the majority of the Directors, or at least ten club voting delegates as per Bylaw II.3b., a Special General Meeting shall be held at a place, time and date set by the Chair.

II.2 CONVOCATION

- a. Notice of an Annual General Meeting shall be given by advertising the same in writing to the membership including the meeting date and location 45 days in advance. The Notice of the Annual General Meeting shall set forth a statement that any member resolution or special business to be considered at the Annual General Meeting must be forwarded to the Board of Directors at least 30 days prior to the Annual General Meeting.
- b. Notice of a Special General Meeting shall be advertised in writing to the membership a minimum of 30 days in advance and shall set forth the resolution(s) to be submitted to the attention of the membership.
- c. The following matters shall be transacted at the Annual General Meeting:
 - i. Consideration of an auditor's report
 - ii. Election of Directors
 - iii. Appointment of an auditor

- iv. Consideration of Bylaw amendments submitted by the Board of Directors
 - v. Special business (pursuant to 11.2 e, f, g)
- d. Special business and any resolution a member wishes to be considered at the Annual General Meeting or a Special General Meeting must be provided to the Board of Directors at least 30 days prior to the Annual or Special General Meeting, together with the name of the member and a supporting statement of the special business or resolution.
 - e. The Board shall circulate the special business request or resolution to the members at least 15 days prior to the Annual or Special General Meeting.
 - f. The Board of Directors is not obligated to provide notice of the special business request or resolution if:
 - i. the purpose of the special business or resolution is to enforce a personal claim or redressing a personal grievance against Gymnastics Saskatchewan or its directors, officers or staff; or
 - ii. the purpose of the special business or resolution is primarily for the purpose of promoting general economic, political, social, religious or similar causes unrelated to Gymnastics Saskatchewan; or
 - iii. the request or a substantially similar one has, within 2 years, been previously submitted and defeated; or
 - iv. the member fails to present the resolution in person at the Annual General Meeting; or
 - v. the resolution is to secure publicity that is unrelated to the policies and procedures of Gymnastics Saskatchewan.
 - g. Meetings of members will be closed to the public but any person may be admitted at the invitation of the Chair or by Ordinary Resolution of Members.

II.3 PARTICIPANTS

An Annual or Special General Meeting shall be composed of the following delegates:

- a. The Board of Directors of Gymnastics Saskatchewan.
- b. Affiliated member clubs in good standing having:
 - 1 to 50 registered members shall have one delegate;
 - 51 to 100 registered members shall have two delegates;
 - 101 or more registered members shall have three delegates.
- c. The CEO or designate of Gymnastics Saskatchewan shall determine the number of each club's registered members, based on the previous fiscal year's registration numbers.
- d. Any delegate to an Annual or Special General Meeting must be a member in good standing of Gymnastics Saskatchewan.
- e. The Chair of the Board of Directors of Gymnastics Saskatchewan shall be the Chair of the Annual or Special General Meeting. The Chair may appoint another Director or delegate to act as Chair.

II. 4 VOTING

- a. Each club delegate present at the Annual or Special General Meeting in conformity with Bylaw II.3b. shall be entitled to one vote.
- b. Each member of the elected Board of Directors shall be entitled to one vote, with the exception of the Chair of the Board of Directors, who will only vote in the case of a tie.
- c. Voting shall be by show of hands except where requested by one or more delegates. Elections shall be voted by secret ballot.
- d. Except for Special Resolutions, all questions shall be decided by a simple majority. Special Resolutions include changes to Articles, Bylaws and those resolutions brought forward at a Special Meeting. For a Special Resolution to be carried, 2/3 majority of those present and voting must approve the Special Resolution.

II.5 TECHNICAL ASSEMBLIES

- a. Technical Assemblies for each active discipline shall be held annually in conjunction with the Annual General Meeting.
- b. Representatives to each of the active disciplines' Technical Committees shall be elected or appointed as per the nomination and election procedures outlined in the current Policy Manual.
- c. Voting at each Technical Assembly shall follow the voting structure as outlined in the current Policy Manual.

II.6 QUORUM

The quorum for transaction of business at any Annual or Special General Meeting shall be constituted by the members present.

BYLAW III BOARD OF DIRECTORS

III.1 GENERAL

- a. The affairs of Gymnastics Saskatchewan shall be governed by the Board of Directors, comprised of:
 - o 9 elected Directors;
 - o Any Gymnastics Canada board member who is a Saskatchewan resident;
 - o The CEO of Gymnastics Saskatchewan.

All Directors must be members in good standing of Gymnastics Saskatchewan and shall support the, mission, vision, values and goals of Gymnastics Saskatchewan.

- b. The Board of Directors shall meet as often as it deems necessary, but no less than three times annually.
- c. All members of the Board of Directors shall have one vote except the Chair of the Board of Directors who will vote only in the case of a tie and the CEO and Gymnastics Canada board member(s) who shall have no vote.
- d. The Chair of the Board of Directors shall preside over all meetings of the Board of Directors. The Chair may appoint another Director to act as Chair.
- e. The quorum for meetings of the Board of Directors shall consist of five elected directors.

III.2 POWERS OF THE BOARD OF DIRECTORS

Except as otherwise provided in the Act or this Bylaw, the Board of Directors has the powers of Gymnastics Saskatchewan and may delegate its powers, duties, functions without limiting the generality of the foregoing:

- a. The Board of Directors may make policies, procedures and regulations for managing the affairs of Gymnastics Saskatchewan in accordance with the Act and these Bylaws.
- b. The Board of Directors may make policies, procedures and regulations relating to the management of disputes and discipline of members and the Board of Directors and/or their designated committee shall have authority to manage disputes and discipline members accordingly.
- c. The Board of Directors will establish the vision, mission, values and strategic direction of the Corporation.
- d. The Board of Directors may establish permanent committees or temporary committees to assist in performing the work of Gymnastics Saskatchewan, and may delegate authority to these committees.
- e. The Board of Directors shall employ a Chief Executive Officer (CEO) who, together with volunteers and staff, shall implement the goals and objectives of the Board of Directors. The Board of Directors may delegate its authority to the CEO. The CEO may employ such persons as required to carry out the mission and work of Gymnastics Saskatchewan.

III.3 NOMINATION AND ELECTION

- a. Nominations for all open Director positions shall be received by the Provincial Office/Nominating Committee a minimum of 30 days prior to the date of the Annual General Meeting. Nominations shall not be accepted from the floor.
- b. At the Annual General Meeting, delegates shall elect by ballot 9 directors.

- c. The term of office of each Director shall be three years. Terms of office are to be staggered such that no more than three Directors are elected annually.
- d. The Chair of the Board of Directors shall be selected by the elected directors at the Board of Directors meeting immediately following the Annual General Meeting. The Chair shall be selected for a three year term.
- e. All Directors shall be eligible for re-election after their term has ended.
- f. In the event of a vacant position, the Board of Directors may fill the position by appointment until the next Annual Meeting at which time an election will be held to complete the original term of office.
- g. Paid employees of Gymnastics Saskatchewan shall be ineligible to hold any elected position.
- h. Any Director of Gymnastics Saskatchewan may be removed from office by "Special Resolution".

III.4 MEETING PROCEDURE

- a. Meetings of the Board of Directors may be held by tele/video conferencing means.
- b. Meetings of the Board of Directors are closed to members and the public, but any person may be admitted at the invitation of the Chair of the meeting. Meeting minutes will be maintained in the Provincial Office.
- b. The Board of Directors may approve a resolution or motion or render a decision by way of written approval forwarded electronically.
- c. Any dispute concerning the procedure of a General Meeting, Board of Directors or Committee meeting shall be solved in accordance with Roberts Rules of Order.

III.5 CONFLICT OF INTEREST

In accordance with the Saskatchewan Non-Profit Corporations Act, a Director, Officer or member of a committee who has an interest, or may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Gymnastics Saskatchewan Conflict of Interest policy.

BYLAW IV AMENDMENT OF BYLAWS

Any member in good standing or a Director of Gymnastics Saskatchewan, supported by a seconder, may propose amendments to the Articles and/or Bylaws by submitting such amendments in writing to the Board of Directors at least 60 days in advance of an Annual or Special General Meeting. These proposed amendments shall be circulated to all clubs 30 days prior to the Annual or Special General Meeting. Amendments to these Bylaws shall only be made after the motion to amend has been passed by a 2/3 majority of those present and voting at an Annual or Special General Meeting.

BYLAW V ADOPTION OF THESE BYLAWS

These Bylaws were adopted by the members of Gymnastics Saskatchewan entitled to vote at a meeting of members duly called and held on November _____, 2019.

In adopting these Bylaws, the members repeal all prior Bylaws of the Corporation.