

# Rationale for By-Law Recommendations - St. Albert Pickleball Club

*This 2019 document is intended to accompany and be reviewed with the 2019 Bylaw Recommendations. It provides the Board's reasons for each of its recommended bylaw changes. It will also help future boards better understand these bylaws and better plan future changes.*

## Article 1.5

### RECOMMENDATION:

*Annual membership fees are due at the beginning of the membership year. Add: The society shall allow membership fees to be paid at least 29 days in advance of the year to which they apply. Any member in arrears for membership fees for any year shall Change: have their membership automatically lapse at the beginning of such year and shall be entitled to no membership privileges or powers in the society until reinstated. In order to vote at a General or Special meeting, a member must have paid all applicable membership fees for the current year.*

### Rationale

- Our automated (web) membership management system does not accommodate continued membership into the new year; a member must renew and pay for the new year to have membership in that year. In other words, our system auto-lapses a member who does not renew, as of the end of the paid membership year. Most other systems are similarly programmed.
- The system can and will automatically generate renewal reminders starting 30 days in advance of expiry.
- This change also makes our membership management consistent with that of Pickleball Alberta.

## Article 1.6

### RECOMMENDATION:

*Any member who is deemed not to support Add: or adhere to the mission of the society may have his membership revoked by majority vote of the Board of Directors.*

### Rationale

- Adds clarity to the intent of the bylaw article.

## Article 2.1

### RECOMMENDATION:

*The Board of Directors of the society (hereinafter referred to as "the Board") shall consist of the following Director positions:*

*a. President*

*b. Vice President*

*c. Secretary*

*d. Treasurer*

Add:

e. Communications

f. Membership and Volunteer

*g. Up to Change: two (2) Directors Add: at Large, Delete: appointed by the Board of Directors*

### Rationale for e and f

- An analysis of organizational capacity, workloads by board position, and board structure shows a need for a re-allocation of work and the addition of these two specific board positions. These changes will

bring specific additional talent and capacity, will enable attraction of qualified volunteer candidates, and will ease succession and knowledge transfer associated with Director transitions.

**Rationale for g**

- Given the addition of two new Directors, Communications and Membership and Volunteer, the number of Directors at Large can be reduced from three to two. This results in a net increase of one in the total number of board positions to help further spread workload, and allows currently elected Directors at Large to continue serving on the board.
- The words “appointed by the Board of Directors” are deleted as these Directors at Large positions have traditionally been elected by the general membership and should continue to be so elected.

Article 2.3

RECOMMENDATION:  
*The Board may from time to time form committees Add: and teams to look after specific areas of interest on behalf of the society. Committees Add: and teams will be comprised of members and are chaired by a Director Add: or by another board-appointed member in a manager or coordinator position.*

**Rationale**

- The club should and is evolving into a “team-based” approach to workload. This transition in terminology accompanies this work management transition and encourages volunteerism, commitment and work sharing.
- The term “committee” is consistent with the Societies Act and still fits in some cases for SAPC, so is preserved.
- In the spirit of delegation and work-load balance, not all committees and teams need to be or should be chaired by a Director.

Article 2.7

RECOMMENDATION:  
*A Director will be considered to have resigned when the earliest of the following events occurs:*  
*a. Written resignation is received by the Secretary or the President.*  
*b. The Director ceases to be a member in good standing.*  
*c. The Director is absent without valid reason for three or more Board meetings.*  
*Any Delete: interim vacancy on the Board shall be filled by appointment by the remaining Directors.*

**Rationale**

- The word “interim” is superfluous. This change also allows the Board to fill a vacancy created by a lack of any candidates for a position during an election.

Article 2.12

RECOMMENDATION:  
*It shall be the duty of the Secretary to:*  
*a. Attend all meetings of the society and keep accurate minutes of the same.*  
*b. Have charge of all correspondence of the society and be under the direction of the President and the Board.*  
*c. File documents for the society whenever required, Add: including submitting the annual report to the registrar.*  
*Delete d. Keep a record of all members of the society and their addresses). Send all notices of the various meetings as required. Delete: and collect and receive the Annual membership fees levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit.*

**Rationale**

- The addition to “c” ensures clarity regarding the role responsible for submitting the Annual Return to Corporate Registries.
- The deleted duties of “d” are being moved to the new Membership and Volunteer Director position, as specified in the new article 2.15 below.

#### Article 2.14

**RECOMMENDATION:**

Add: It shall be the duty of the Communications Director to issue public and member communications.

**Rationale**

- These duties are being moved from the Secretary’s role to this new role to balance workload.
- *Note that the Communications Director and other directors have many more duties than are outlined in these bylaws. Most of these duties are specified in job/role descriptions, and can be readily adjusted there when needed. The description in these bylaws should be kept brief, as roles do change over time and it is easier to change job descriptions than it is to change bylaws.*

#### Article 2.15

**RECOMMENDATION:**

Add: It shall be the duty of the Membership and Volunteer Director to keep a record of all members of the society and their addresses and collect and receive the annual membership fees levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit.

**Rationale**

- These duties are being moved from the Secretary’s role to this new role to balance workload.

#### Article 2.16

**RECOMMENDATION:**

Add: Without limiting the general responsibilities of the Board of Directors, the Board may delegate specific powers and duties to the society’s members, employees or contractors.

**Rationale**

- This right already exists due to powers given the Board by Article 2.2. However, it is more explicitly stated here for clarity.
- This clause enables workload balance and delegation of responsibilities, and encourages a team-based approach to the club’s work.

#### Article 2.17

**RECOMMENDATION:**

Add: Members elected as Auditors are Officers of the Society.

**Rationale**

- This gives our volunteer Auditors coverage of the indemnity provisions added later in Articles 8.1 to 8.4.

## Article 2.19

### RECOMMENDATION:

*The books and records of the society may be inspected by any member of the society ~~at the Annual General meeting or anytime upon giving reasonable notices 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.*

### Rationale

- Most of the club's records are now contained in systems and other automated forms. It is not practical, at this time, to grant access to these systems at an AGM, held at say a school gym, where there is no free wifi.
- In addition, access is no longer just "opening a book." Those wanting access must be given a password and shown how to navigate our systems, tasks not practically done at an AGM. The electronic records are, and will continue to be, available to any member of the society who wishes to review them. Such a member will be given the temporary electronic access and shown how to navigate the systems and records repositories used by the club's board and volunteer management.

## Article 3.1.1

### RECOMMENDATION:

*This society shall hold an AGM on or before June 30th in each year of which written notice to the last known email or postal mail address of each member shall be sent at least 14 days prior to the date of the meeting. Add: Notices shall include the agenda.*

### Rationale

- Members deserve to see what will be considered at an AGM so they can decide if it is in their interest to attend. Corporate Registries' guides to the Societies Act encourages societies to include agenda in AGM notices.

## Article 3.1.2

*3.1.2 At this meeting there shall be elected members to vacant Add: Officer and Director positions ~~and Directors~~ to fill the Board positions, Add: in order, of President, Vice-President, Secretary, Treasurer, Communications, Add: Membership and Volunteer, and up to two Directors, and one or two Officer positions of Auditor.*

### Rationale

- In the past, the club has elected the Board without consideration of position, leaving it to the elected members to sort out who will be Secretary, Treasurer, etc. This is no longer practical.
- Your current board has taken the time to define desirable qualifications and competencies in most positions, to attract suitable candidates and to maximize the board's and the club's performance and effectiveness in the future. The consideration of competencies and qualifications now requires that elections be for certain positions on an individual basis. This is the meaning of the term "in order."
- Some candidates may wish to serve on the board, but only if they can get certain position for which they have both an interest and suitable qualifications. Having elections for one position at a time allows a candidate to run for certain positions and not others.

## Article 3.1.4

*Add: A nominating committee, with input from the membership, will select nominees based on qualifications needed for the positions to be filled. At the AGM, members may bring forward additional nominees for a given position.*

### Rationale

- A nominating committee will help ensure there is at least one (and ideally two or more) qualified candidates for each position. The running of our club is too important to be left to organize at the last minute at an AGM. A nominating committee will oversee an impartial process of openly recruiting new candidates for any open board position.

### Article 3.1.5

Add: The regular business of the AGM shall include:  
a. the adoption of the minutes of the preceding AGM or General Meeting;  
b. a review of the work of the Board and the society's committees and teams, which may be in the form of an annual report or a series of reports;  
c. the society's financial statements for the preceding year, including an income and expenses statement and a statement of financial position;  
d. the auditor's report;  
e. the election of Directors and appointment or election of Officers;  
f. the proposed budget for the next membership year; and  
g. any unfinished business tabled from a prior General Meeting.

### Rationale

- Members deserve to have all this considered at each and every AGM.
- Board members need to explicitly know what should be presented at an AGM.
- Guides on the Societies Act recommend this type of detail in a societies' bylaws.

### Article 3.1.6

3.1.6 Add: Members may have additional matters added to the AGM agenda providing, for each issue they wish addressed, a description of the issue, a proposed motion, and the rationale for each motion. To qualify for inclusion on the agenda, this information must also be in electronic form, emailed by April 30, to the President and the Secretary of the Board.

### Article 3.1.7

3.1.7 Add: Matters addressed at the AGM shall be limited to those in the published agenda, which shall include the regular AGM business, additional board-added matters, and qualifying member matters.

### Rationale

- Rationale for Article 3.1.6. and 3.1.7
- These provisions ensure member's issues can be raised at an AGM.
- This provision also helps manage the length of an AGM, and helps ensure board members and other club members are prepared to consider the raised issue. Having the issue presented in the agenda or notice of meeting also helps general members determine if an issue might be important to them and thereby determine whether they wish to attend the AGM.
- Members can also raise any matters they wish with the Board at any time throughout the year. There is no need, usually, to wait for an AGM to have issues addressed, proposals made, and changes made. Pursuing non-typical matters through an AGM should be a last resort.

### Article 3.2.1

RECOMMENDATION:  
*General meetings may be called by the Secretary upon instruction by the President or Board. Notices to members of general meetings shall be in writing to the last known email or postal mail address of each member.*  
Change: If the meeting is to change the objects of the society, its bylaws, its borrowing powers or to dissolve the

society, the notice shall be issued at least 21 days before the date of the meeting. The matters considered at the General meeting shall be limited to those on the agenda issued with the notice of meeting.

#### **Rationale**

- Ensures members get at least 21 days' notice of an important meeting – one which could change these bylaws, for example.
- Guides on the Societies Act recommend this type of detail in a societies' bylaws.

#### Article 3.2.2

##### **RECOMMENDATION:**

*A Special meeting shall be called by the President or Secretary upon receipt ~~Delete: by him~~ of a written request by Change: 5% of the membership in good standing, setting forth the reasons for calling such meeting. Such meeting Change: shall be held within two weeks of receiving the request. Notices to members of special meetings shall be in writing to the last known email or postal mail address sent not less than 8 days before the meeting. Add: The matters considered at the Special Meeting shall be limited to those relating to the reasons for calling the meeting.*

#### **Rationale**

- The previous article required the President or Secretary to call a special meeting if requested by only six members. This was fine when the club was small. With the membership now exceeding 500, this threshold for having a mandatory meeting needs to be raised.

#### Article 3.3.1

##### **RECOMMENDATION:**

*Board meetings shall be called by the President or Vice President. Notices of Board meetings shall be by telephone or email, not less than 3 days before the Board meeting. Any member in good standing may attend a Board meeting, Add: except for any in-camera part of the meeting.*

#### **Rationale**

- Any governing body needs to consider some matters, such as performance reviews, recruitments, contract awards and disciplinary actions, in camera.

#### Article 3.4.1

##### **RECOMMENDATION:**

*The quorum for all General and Special meetings shall be the ~~Delete: lesser of ten member or 51%~~ Add: 5% of total members in good standing, present in person at the start of the meeting. Add: If a meeting fails to reach a quorum, the meeting is rescheduled for seven to twenty-one days later. If a quorum is not reached at this second meeting, the membership present at this meeting has the authority to conduct the society's business and make decisions and resolutions.*

#### **Rationale**

- The previous quorum minimum was 10 – a number suited to a small club. The new value proposed better reflects our current and future membership size.
- With current membership levels of about 500, 5% translates to 25 members.
- Using a percentage is more flexible than a rigid number, and ensures this minimum number continues to grow if and as the club grows (or shrinks if the club size shrinks.)
- The added sentences ensure the business of the club can continue if quorum is not reached at the first meeting.

#### Article 3.4.2

**RECOMMENDATION:**

*The quorum for all Board meetings shall be not less than ~~3 Directors present in person~~; Add: 51% of the Directors present at the start of the Board meeting.*

**Rationale**

- The change to a percentage is more flexible and accommodates a board of varying sizes. Board size may change if some positions are unfilled or vacant due to resignation.
- The term “in person” is also deleted as technology and Board policy now enable Board meetings to be conducted by teleconference, enabling year-round participation by members from snowbird destinations like Arizona and California.

3.5.2

**RECOMMENDATION:**

*At any meeting of the society a resolution put to vote is decided by a majority either by show of hands or by ballot. The Chairman shall not have a vote unless there is a tie vote in which case the Chairman will cast the deciding vote. Notwithstanding, a special resolution brought forward under article Change: 6 or 7 must be decided by a 75% majority of those members present at the General or Special meeting.*

**Rationale**

- There is no real change here. The new numbers simply reflect the renumbering of articles in these bylaws. The articles referenced are those which govern changing bylaws or dissolving the society.

Articles 5.1 to 5.4

**RECOMMENDATION:**

Add Article 5 – Employees

5.1 The board may choose to hire, as employees of the society, personnel such as an Executive Director to carry out assigned duties and responsibilities and to implement the policies, programs and objectives of the board.

5.2 The employees are responsible to the board and abide by the bylaws and policies of the society.

5.3 The employees may attend meetings of the Board of Directors except for any in-camera part of the meeting.

5.4 The employees do not vote on motions presented at board meetings.

**Rationale**

- The option to hire an employee already exists as a result of the provisions of article 2.2. (In practice though, the membership controls whether and when this option is put into effect through their power to approve or amend a budget at an annual meeting.)
- The Board does not intend to hire an Executive Director imminently, but recognizes that continued growth in our Society likely dictates the hiring of a part-time employee at some point in the future. The Board’s job includes preparing the Society for such a future.
- Note that the timing of an employee recruitment can be deferred by increased levels of volunteer work and by more focused delegation and work assignment. The Board is assessing the latter now, and is going to undertake additional volunteer recruitment in the first half of 2019. These efforts should continue in the future.

RECOMMENDATION:

Add Article 8 – Director and Officer Indemnification

- 8.1 Each Director or Officer holds their office with protection from the society. The society indemnified each Director or Officer against all costs or charges that result from any act done in his role for the society, to the extend provided by the Director and Officer indemnity provisions of the Pickleball Canada insurance or similar purchased by the society. The society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.
- 8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the society’s auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 8.4 The club will carry Director and Officer indemnification insurance as provided by Pickleball Canada or similar insurance coverage.

**Rationale**

- Pickleball Canada already provides this liability coverage to affiliated clubs as part of the annual membership fee we already pay. These provisions recognize that coverage and are stated for certainty and for the protection of Directors and Officers.
- These provisions are standard in societies like ours, and are needed to recruit and retain qualified Directors and Officers.
- Note that the likelihood of having to use this insurance coverage is very small, but such likelihood grows as our society grows. The consequences of not having this indemnification and insurance could be financially and personally ruinous for a Director who might otherwise be liable for a seemingly minor oversight or error in judgement.