

**BYLAWS DRAFT WORKING DOCUMENT**

**PREPARED FOR:**

**ALBERTA MOTORSPORTS ASSOCIATION OFFROAD  
(AMSA Offroad)**

**version 1.0 prepared by: Melissa Harten December 1, 2018**

**Version 2.0 Reviewed By: Working Committee March 2020  
Jayson Huff, Melissa Harten, Stephen Foord**

<b>TABLE OF CONTENTS</b> .....	<b>page</b>	<b>1 - 4</b>
<b>1.0 INTERPRETATION</b> .....		<b>5</b>
<b>2.0 DEFINITIONS</b> .....		<b>6</b>
<b>3.0 PURPOSE</b> .....		<b>7</b>
3.1 <i>Vision</i>		
3.2 <i>Mission</i>		
3.3 <i>Objectives</i>		
3.4 <i>Core Activities</i>		
<b>4.0 MEMBERSHIP</b> .....		<b>8</b>
4.1     Non-voting Membership		
4.1.1     Eligibility		
4.1.2     Privileges		
4.2     Voting Membership		
4.2.1     Eligibility		
4.2.2     Member in Good Standing		
4.2.3     Privileges		
4.2.4     Transfer of Membership		
4.3     Suspension of Membership		
4.3.1     Decision to Suspend		
4.3.2     Notice to the Member		
4.3.3     Decision of the Board		
4.4     Termination of Membership		
4.4.1     Termination by Resignation		
4.4.2     Termination by Death		
4.4.3     Termination by Deemed Withdrawal		
4.4.4     Termination by Expulsion		
4.4.5     Cessation of Rights and Privileges		
4.4.6     Continued Liability for Debts Due		
<b>5.0 BOARD OF DIRECTORS</b> .....		<b>10</b>
5.1 <i>The Board of Directors</i>		
5.2 <i>Eligibility</i>		
5.3 <i>Term of Office</i>		
5.4     Selection of Directors		
5.4.1     Election Oversight		
5.4.2     Nomination of Directors		
5.4.3     Candidates Forum		
5.4.4     In the Event of a Tie		
5.4.5     Vacancies		
5.5 <i>Removal of a Director</i>		
5.6 <i>Resignation of a Director</i>		
5.7 <i>Conflict of Interest of Directors</i>		
5.8 <b>POWERS &amp; DUTIES OF DIRECTORS</b>		
5.8.1     General and Specific Powers		

- 5.8.2 Powers of the Board
- 5.8.3 Duties of Directors
- 5.8.4 Accountability of Directors

<b>6.0 EXECUTIVE AND DUTIES .....</b>	<b>14</b>
6.1 <b>President .....</b>	14
6.1.1 Responsibilities and Mandate of the president	
6.1.2 Duties of the president	
6.1.3 Succession of the president	
6.2 <b>VICE-president.....</b>	14
6.2.1 Responsibilities and Mandate of the Vice-president	
6.2.2 Duties of the Vice-president	
6.3 <b>TREASURER .....</b>	15
6.3.1 Responsibilities and Mandate of the Treasurer	
6.3.2 Duties of the Treasurer	
6.3.2.1 Budget	
6.3.2.2 Cheques	
6.3.2.3 Review & Report	
6.4 <b>SECRETARY .....</b>	16
6.4.1 Responsibilities and mandate of the Secretary	
6.4.2 Duties	
6.5 <b>OFFICE ADMINISTRATOR .....</b>	16
6.5.1 Responsibilities and mandate of the Office Administrator	
6.5.2 Duties of the Office Administrator	
6.6 <b>SPONSORSHIP DIRECTOR.....</b>	17
6.6.1 Responsibilities and mandate of the sponsorship director	
6.6.2 Duties of the sponsorship director	
6.7 <b>INSURANCE DIRECTOR.....</b>	17
6.7.1 Responsibilities and mandate of the insurance director	
6.7.2 Duties of the insurance director	
6.8 <b>PUBLIC RELATIONS DIRECTOR.....</b>	17
6.8.1 Responsibilities and mandate of the public relations director	
6.8.2 Duties of the public relations director	
6.9 <b>COMPETITION COMMITTEE DIRECTOR.....</b>	17
6.9.1 Responsibilities and mandate of the competition committee director	
6.9.2 Duties of the competition committee Director	
6.9.3 Competition Committee General	
<b>7.0 COORDINATORS/VOLUNTEERS.....</b>	<b>18</b>
<b>8.0 AUDITING .....</b>	<b>19</b>
8.1 <i>Independent Review</i>	
8.2 <i>Request of a member</i>	
<b>9.0 MEETINGS .....</b>	<b>19</b>
9.1 NOTICES	
9.1.1 Method of Giving Notices	
9.1.2 Omissions and Errors	

9.1.3	Notice of Special Resolutions	
9.2	DIRECTORS MEETINGS	
9.2.1	General	
9.2.2	Quorum	
9.2.3	Minutes	
9.2.4	Promoter Representation	
9.3	Annual General Meeting (AGM)	
9.3.1	General	
9.3.2	Presiding Officer of the AGM	
9.3.3	Quorum	
9.3.4	Failure to Reach Quorum	
9.3.5	Agenda for the Annual General Meeting	
9.4	SPECIAL GENERAL MEETINGS	
9.4.1	Initiated by Members	
9.4.2	Initiated by the Board	
9.5	<i>Publication</i>	
<b>10.0</b>	<b>INDEMNIFICATION</b>	<b>21</b>
10.1	<i>costs, charges and expenses</i>	
10.2	<i>Validity of Actions</i>	
10.3	<i>Member's Reliance</i>	
<b>11.0</b>	<b>REMUNERATION</b>	<b>22</b>
11.1	<i>Remuneration of Directors</i>	
<b>12.0</b>	<b>BYLAWS</b>	<b>22</b>
12.1	Amendment of Bylaws	
12.1.1	The Board of Directors	
12.1.2	Special Resolution	22
12.1.3	Motion by any Voting Member	
12.2	<i>REVIEW</i>	
12.3	<i>POLICY</i>	
<b>13.0</b>	<b>DISSOLVING AMSA</b>	<b>23</b>
<b>APPENDIX A</b>		
<b>2.0</b>	<b>ADMINISTRATION</b>	<b>23</b>
2.1	GENERAL ADMINISTRATION	
2.1.1	Head Office	
2.1.2	Territorial Boundaries	
2.1.3	Financial Year	
2.1.4	Banking Arrangements	
2.2	Execution of Instruments	
2.2.1	Signators	

- 2.2.2 Books and Records
- 2.2.3 Execution of Documents
- 2.3 MEETINGS
- 2.3.1 Board Meetings
- 2.3.2 Open Meetings
- 2.3.3 Contracting on Behalf of the Society

**3.0 APPROPRIATION/DISPENSATION OF FUNDS AND ASSETS ..... 24**

- 3.1 *Revenues*
- 3.2 *Expenditures*
- 3.3 Signing Authority
- 3.3.1 Signing of Cheques and Instruments
- 3.3.2 Transfers of Assets
- 3.4 ANNUAL BUDGET PROCESS
- 3.4.1 General
- 3.4.2 Requirements of the annual budget process
- 3.4.3 Spending outside the budget as approved at the AGM

## **1.0 INTERPRETATION**

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

1.01 In this By-law and all other Bylaws and resolutions of the Alberta Motorsports Association Offroad, 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;

## 2.0 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 14 of these Bylaws;
- “AMSA” means the Alberta Motorsports Association Offroad;
- “Approved Promoter” means a person who has applied to the AMSA and been approved as an offroad motorsport event promoter by the Executive and may include an individual, offroad clubs, whether incorporated or not, and commercial promoters;
- “Board” means the Board of Directors of the Alberta Motorsports Association Offroad;
- “BOD” means the Board of Directors of AMSA Offroad;
- “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 media, and those employed within AMSA territorial boundaries; and AMSA Offroad License holders.
- “Constituents” refer to members and current AMSA Offroad License holders.
- “Director” means any person elected or appointed to the Board;
- “Executive” means collectively or singularly one of the Director that form the AMSA Offroad Board;
- “Immediate family” means parent, spouse, son or daughter and brother or sister or any family member that resides in the same household;
- “Society” means the Alberta Motorsports Association Offroad;
- “Member” means a Member as defined in Article 6 of these Bylaws;
- “Observer” means a non-member of AMSA Offroad 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 deem fit, and are considered a part of these bylaws;
- “Register of Members” means the register maintained by the Treasurer, containing the names of the Members of AMSA Offroad;
- “Special Meeting” means the special general meeting described in Article 15 of these Bylaws;
- “Voting Member” means a Member entitled to one (1) vote at the meetings of AMSA Offroad as described in Article 6 of these Bylaws.

### **3.0 PURPOSE**

#### **3.1 VISION:**

A safe and fair competitive environment for a thriving Alberta Motorsports Offroad community.

#### **3.2 MISSION**

Participation of motorsports enthusiasts of all abilities and ages in events and administration, in advancing and exercising skills, and in promoting sportsmanship.

#### **3.3 OBJECTIVES**

- Zero tolerance for abuse in any form, including verbal and physical, of the Society, Society Directors, Board Members, promoters, sweepers, event staff, and individual Members.
- Respectful member interactions.
- To maintain an ongoing active role in progressing the future of Offroad motorsports in Alberta
- To utilize relevant modern methods to effectively and efficiently conduct events
- Rider, course, and spectator sustainability.
- Ongoing enhancement of rider safety, integrity and skill.

#### **3.4 CORE ACTIVITIES**

- Ensuring a standard to race schedules and race events.
- Delivering appropriate, consistent and timely messages to the general membership and event promoters.
- Open and transparent consultation with the general membership in the form of open meetings in addition to the AGM.
- To develop event safety protocols and rider advancement reviews.
- Maintaining a consistent adherence to policies and procedures



## **4.0 MEMBERSHIP**

### **4.1 NON-VOTING MEMBERSHIP**

#### **4.1.1 Eligibility**

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

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

#### **4.1.2 Privileges**

Any non-voting Member is entitled to:

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

### **4.2 VOTING MEMBERSHIP**

#### **4.2.1 Eligibility**

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

- Has, in the opinion of the Board, a genuine interest in the objectives of the Society.
- Is at least eighteen (18) years of age;
- Participates in more than 50% of the events
- Meets one of the following requirements: o Holds a current AMSA OFFROAD license; o Is a family member of a current AMSA OFFROAD license holder that is under (18) years of age; o Is an Approved Promoter

#### **4.2.2 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 Treasurer.
- has paid any required fees to AMSA; and
- is not suspended as a Member as provided for under Article 4.3.

#### **4.2.3 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: o the Board of Directors o the Bylaws.
- A Member is entitled to only one (1) vote at a meeting of AMSA, regardless of the number of positions held.
- Exercise other rights and privileges given to Members in these Bylaws.

#### **4.2.4 Transfer of Membership**

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

## **4.3 SUSPENSION OF MEMBERSHIP**

### **4.3.1 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.

### **4.3.2 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 a member of the Board;
- The notice will state the reasons why suspension is being considered;

### **4.3.3 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.

## **4.4 TERMINATION OF MEMBERSHIP**

### **4.4.1 Termination by Resignation**

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

### **4.4.2 Termination by Death**

- Termination is considered effective on the date of death.

### **4.4.3 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 31st of the last year in which membership was up to date

### **4.4.4 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

#### **4.4.5 Cessation of Rights and Privileges**

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

#### **4.4.6 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;

## **5.0 BOARD OF DIRECTORS**

### **5.1 THE BOARD OF DIRECTORS**

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

### **5.2 ELIGIBILITY**

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

- Meets the eligibility requirements for Membership in the Society (Article 4.2.1);
- 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) years;
- Has read, understands and signed AMSA Code Of Ethics

### **5.3 TERM OF OFFICE**

- Directors shall hold office for a term of two (2) years so long as they remain eligible under the terms of Board of Directors Eligibility (Article 5.2)
- 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.

## **5.4 SELECTION OF DIRECTORS**

### **5.4.1 Election Oversight**

- The Office Administrator (OA) 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;

#### **5.4.2 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;

#### **5.4.3 Candidates Forum**

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

- Candidates 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;

#### **5.4.4 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;

#### **5.4.5 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;

#### **5.5 REMOVAL OF A DIRECTOR**

- A Director shall automatically cease to hold office if o 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; o Eligibility as a Member no longer conforms to requirements for membership under the terms of Article 4 of these Bylaws;
- A Board Member shall be dropped for excess absences from the Board if the Board Member has three (3) absences without due notice from Board and Open meetings in a year;

#### **5.6 RESIGNATION OF A DIRECTOR**

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

#### **5.7 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: o disclose the interest fully at a meeting of the Directors in the manner prescribed by the Canada Society Act; o disclose the interest and the general nature thereof prior to any consideration of the matter in the meeting; o decline participation in the discussion of, or vote on, any question in respect of the matter; and, o 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;

## **5.8 POWERS & DUTIES OF DIRECTORS**

### **5.8.1 General and Specific Powers**

- 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: o agents or employees of the Society except as provided in this Bylaw or by resolution of the Board; o the transaction of the affairs of the Society except as provided in this By-law or by resolution of the Board;

### **5.8.2 Powers 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 sponsorships;
- Making policies for managing and operating AMSA;
- 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;
- Power to accumulate funds and reserves of funds;
- Without limiting the general responsibility of the Board, delegating its powers and duties to the Competition Committee or the paid office administrator of the AMSA;

### **5.8.3 Duties of Directors**

Each Director shall:

- Perform their duties as outlined in this Bylaws;
- Has read, understands and signed AMSA Code Of Ethics Agreement
- Be fully responsible to the Board for their activities;
- Prepare budgets pertaining to their portfolio at the request of the Board, or Treasurer;
- Attend meetings as directed by the Board
- Establish, as necessary, assistants or Committees to aid in performance of their 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 their contribution can be enhanced, and take appropriate action to improve their 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 their 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;
- Each Director shall be present for at least 2/3 of all Board, Open Meetings and respective Committee meetings within the fiscal year or removal proceedings under Article 5.5 will automatically be enacted;
- Attend meetings as directed by the Board;
- Each Director must have a Portfolio and help with sub Committee's as needed (must perform tasks)

#### **5.8.4 Accountability of Directors**

The Board and individual Directors:

- represent the Membership of the Society and are directly accountable to said Membership.
- have a financial 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: o honestly, in good faith and in the best interests of the Society, o with the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances;

## **6.0 EXECUTIVE AND DUTIES**

### **6.1 PRESIDENT**

#### **6.1.1 Responsibilities and Mandate of the President**

- The President will be a Director of the Society and a Member of the Board of Directors;
- the President 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 their signature;

#### **6.1.2 Duties of the President**

- The President 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;

#### **6.1.3 Succession of the President**

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

### **6.2 VICE-PRESIDENT / RACE DIRECTOR**

#### **6.2.1 Responsibilities and Mandate of the Vice-President**

- The Vice-President will be a Director of the Society and a Member of the Board of Directors;
- Assume responsibilities of President in the absence of the elected President;
- Will also be responsible as the Race Director

### **6.2.2 Duties of the Vice-President/ Race Director**

- In the absence of the President, The Vice-President shall, o preside over meetings of the Society and of the Board and its Committee's and otherwise o exercise all the powers and duties of the President;
- The Vice-President will Chair as Race Director, o who is responsible for communicating with Approved Promoters and ensuring they have all the necessary information to host an Event, o will work with said Promotes to set Event dates for the year, o will report to the Board for approval on scheduled Events

## **6.3 TREASURER**

### **6.3.1 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 Offroad 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 receipts and updating ledger and shall render to the Board at regular meetings thereof, or whenever required - and the financial position of the Society;

### **6.3.2 Duties of the Treasurer**

- Perform the duties of the Vice President in their absence;
- Maintain a Members' Register of current names, addresses, phone numbers and email addresses and manage membership fees;
- Treasurer will sit on no less than three (3) Committee's

#### **6.3.2.1 Budget**

- Prepare the budget;
- Be responsible for the collection and review of all budget materials;
- Prepare and present the budget to AMSA at the AGM;
- Oversee the general financial management of AMSA;
- Help develop fundraising plans with the Sponsorship Director;

#### **6.3.2.2 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;

#### **6.3.2.3 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
- 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;



## **6.4 SECRETARY**

### **6.4.1 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: o maintaining records of all meetings of the Members, the Board and its Committee's; o ensuring signing of minutes;
- Provide for all Society communications including notices of meetings;
- Assist the President as required;

### **6.4.2 Duties of the Secretary**

- 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 detailed notes of the minutes of Society meetings within seven (7) days, as prescribed in Article 9.5, 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) Committee's

## **6.5 OFFICE ADMINISTRATOR**

### **6.5.1 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 President if an Office Administrator is not appointed
- Office Administrator shall hold office at the pleasure of the Board or until a resignation is submitted;
- Will 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 a non-voting Member of all AMSA Committees;

### **6.5.2 Duties of the Office Administrator**

- Be responsible for the organization of the work of the Society at all Events;
- Oversee the daily operational activities of AMSA at Events;
- Be responsible for the engagement, supervision, direction and discharge of office assistants;
- Sign all legal documents pertaining to Society operational matters;
- Be responsible for fulfilling all directives received from the Board;
- Complete all paperwork from race registration by 12pm on the Sunday Event, Upload all accounting documents to the drive by Monday night, Make all deposits within 7 days

## **6.6 SPONSORSHIP DIRECTOR**

### **6.6.1 Responsibilities and mandate of the Sponsorship Director**

- The Sponsorship Chair will be a Director of the Society and a Member of the Board of Directors
- The Sponsorship Director will be accountable for representing AMSA in efforts to secure funding annually for the race series;

### **6.6.2 Duties of the Sponsorship Director**

- Create a yearly sponsorship tier system
- Secure sponsorship for the series, junior promoter program, rider prizes, and the year end banquet;
- must sit on no less than 2 other committee

## **6.7 INSURANCE DIRECTOR**

### **6.7.1 Responsibilities and mandate of the Insurance Director**

- The Insurance Chair will be a Director of the Society and a Member of the Board of Directors
- The Insurance Director will be the liaison with Stoneridge Insurance, to secure the annual policy.

### **6.7.2 Duties of the Insurance Director**

- Must collect all information needed from promoters to obtain an insurance quote and confirm we have the needed coverage;
- Confirm AMSA has all the latest waivers;
- Work with Approved Promoters to ensure they have submitted their Event application form;
- Distribute via email the Event Insurance certificates;
- liaise with the treasurer to ensure the policy is paid

## **6.8 PUBLIC RELATIONS DIRECTOR**

### **6.8.1 Responsibilities and mandate of the public relations Director**

- The Public Relations Chair will be a Director of the Society and a Member of the Board of Directors
- The Public Relations will oversee all aspects of media in the interest of promoting AMSA and the sport;

### **6.8.2 Duties of the public relations Director**

- Promoting AMSA through written articles provided to MX AND OFFROAD for print;
- Oversee the positions held for Social Media and Website Editor
- Ensure that social media and the website are being updated with current AMSA content;
- Disperse sponsorship media to all positions for distribution to the membership

## **6.9.0 COMPETITION COMMITTEE DIRECTOR**

### **6.9.1 Responsibilities and mandate of the competition committee Director**

The competition committee director will be a director of the society and a member of the board of directors

The competition committee director will be the chair of the committee and oversee the governance and resolutions in the event of a protest.

### **6.9.2 Duties of the competition committee Director**

- The director shall ensure that the competition Committee is composed of not less than three (4) four persons
- Whenever possible, the director will ensure all of the Members of the Committee shall be free of conflict of interest of rules as adopted by the Board;
- make a report to the Board of Directors with respect to any recommendations for change that are deemed desirable
- The Committee Director must present a report to the Board after a solution, resolution, or recommendation is generated at the next Board of Directors meeting.
- Documentation of all protests or inquiries will be the responsibility of the Committee director, who will provide such information for the secretary to keep on file.
- The director shall annually review and assess the adequacy of its mandate and evaluate its effectiveness in fulfilling its mandate;

### **6.9.3 COMPETITION COMMITTEE GENERAL**

Quorum for protests shall be no less than 50 percent of the committee members and at least one of whom must be a director of the board should the competition committee director be absent

In the normal course 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

The members of the competition committee will be appointed at the AGM

The board of directors may fill a vacancy that occurs in the committee at any time.

### **7.0 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 Ethics
- Fulfill their role as outlined in a terms of reference agreed upon by the Board of Directors
- 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;

## **8.0 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.

## **9.0 MEETINGS**

### **9.1 NOTICES**

Notice applies to General meetings, Board 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 will be mailed, or e-mailed to each Member at least thirty (30) days before the Annual General Meeting.
- Notice for any motion to be added to the agenda must be requested no later than 7 days.
- 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;
- Notice shall include the date, time, place, agenda and general nature of business to be transacted.
- Only business on the agenda or related thereto shall be transacted at such meetings

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

- Notice shall be sufficiently provided via electronic mail

#### **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, 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 Special 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 special 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;
- When notice of motion is given, a simple majority 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;
- Advance motions shall be presented in written format to the secretary

### **9.2 DIRECTORS MEETINGS**

#### **9.2.1 General**

- In the absence of the Chair and Vice-Chair, as per 6.1.3 the treasurer will be the Acting Chairperson

### **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 Minutes**

- Board minutes shall be distributed within one seven (7) days 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.

### **9.2.4 Promoter Representation**

- Promoters have the ability to attend Directors Meetings and have a vote in the business presented.
- One vote per promoter/representative
- Promoter must attend the specific "Promoter Meeting" held annually. Representatives will not be permitted.

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

### **9.3.1 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;
- A notice of meeting will be posted to social media and e-mailed by the Secretary to each Member at least thirty (30) days before the Annual General Meeting.
- The notice shall state the place, date, and time of the Annual General Meeting, and any business requiring a Special Resolution;

### **9.3.2 Presiding Officer of the AGM**

- The Annual General Meeting will be chaired by the President of the Board, or by the Vice-President in the absence of the Chair;
- If neither the President nor the Vice-President are present within one-half (1/2) hour after the set time for the General meeting, the succession will fall to the Treasurer as per 6.1.3

### **9.3.3 Quorum**

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

### **9.3.4 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.
- 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;

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

- Call to Order
- Roll Call

- Adoption of Past Minutes
- Adoption of Agenda
- Presidents Note
- Annual Business
  - o Receive and consider unaudited financial statements for the preceding fiscal year;
  - o Appoint the auditors for the next fiscal year if necessary;
  - o Verify that tax and regulatory filings are up to date
  - o Review of the Code of Ethics and a presentation of Conflicts of Interest
  - o Review meetings during the preceding year from Board Meetings attendance records,

Committee involvement, Policy additions or changes.
 

- o All Committee Reports
- o If required Elect the Chair, Vice-Chair, Treasurer and Secretary for the next year;
- o If required, Elect other Members to the Board of Directors;
- o Select Committee members as needed to Receive and consider other reports and statements as are required by the Societies Act;

- Motions
  - o Considering matters specified in the meeting notice;
  - o 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 PUBLICATION**

- Meeting minutes of the Annual General Meeting shall be published immediately upon completion in a currently accepted medium and format, within 20 days of said meeting;
- Minutes of other meetings need to be completed within (7) days;

## **10.0 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, 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;

## **11.0 REMUNERATION**

### **11.1 REMUNERATION OF DIRECTORS**

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

The Board shall receive free membership for their services

## **12.0 BYLAWS**

### **12.1 AMENDMENT OF BYLAWS**

The Bylaws may be rescinded, altered or added to by:

#### **12.1.1 The Board of Directors**

- Bylaw amendments supported by 2/3 of the Directors, and shall hold force and effect from the time of decision until sanctioning by an affirmative vote of a simple majority of the Members in attendance at an AGM or Special Meeting.
- Sanctioning by vote at the AGM would be in the form of approval of a Special Resolution
- If such a Bylaw enactment is not so sanctioned by the Members it shall cease to hold force and effect immediately on defeat of the resolution proposing such amendment;

#### **12.1.2 Special Resolution**

- Details of the proposed resolution to change the Bylaws must be included in a notice of the Annual General or Special General meeting of AMSA.
- The notice containing details must be sent out with thirty (30) day notice by the President.

#### **12.1.3 Motion by any Voting Member**

- Any member may make a motion to amend these Bylaws or other Policies by notice to the President;
- The President will forward the motion to the Bylaws and Policy Review Committee;

### **12.2 REVIEW**

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 President 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:
  - o Any recommended modifications to the wording or grammar of the proposed amendments;
  - o Any recommended modifications to other sections of these Bylaws or other Policies which will be affected by the proposed amendments, and
  - o Any comments or concerns about the merits or ramifications of the proposed amendments
- o Recommendation of incorporating modification as a change to these Bylaws or a change to Policy.

### **12.3 RULES**

- Rules may be created to last a definite or an indefinite period of time, indefinite is presumed unless otherwise specified;
- All AMSA rules will be filed together in a "Rule Book," posted on the internet and available to all members and the public;

### **13.0 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;

## **APPENDIX A**

### **ALBERTA MOTORSPORTS ASSOCIATION OFFROAD (AMSA)**

#### **OPERATIONAL TERMS OF REFERENCE**

ALBERTA MOTORSPORTS ASSOCIATION (AMSA) AMSA BYLAWS DRAFT WORKING DOCUMENT Macrh 03, 2020 version 2.0

### **2.0 ADMINISTRATION**

#### **2.1 GENERAL ADMINISTRATION**

##### **2.1.1 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;

##### **2.1.2 Territorial Boundaries**

The Alberta Motorsports Association shall have territorial boundaries within the Province of Alberta, Canada under the authority as registered in Alberta;



### **2.1.3 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;

### **2.1.4 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;

## **2.2 EXECUTION OF INSTRUMENTS**

### **2.2.1 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;

### **2.2.2 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;

### **2.2.3 Execution of Documents**

- Unless otherwise provided in these Bylaws or by the Board, any deeds, transfers, licences, contracts, engagements or other instruments on behalf of the Society shall be signed by either the President, the Vice-President, 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;

## **2.3 MEETINGS**

### **2.3.1 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.

### **2.3.3 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 President, the Vice-president, the Treasurer, or the Secretary 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

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

### **3.1 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;

### **3.2 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;

#### **3.3.1 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.
- 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;

### **3.4 ANNUAL BUDGET PROCESS**

#### **3.4.1 General:**

- Members submit budgets to Treasurer for the upcoming year no less than 60 days before the AGM;
- The Treasurer committee will review and work with members to ensure that all budgets meet the objectives of AMSA as economically efficient as possible;
- The Treasurer will amend the budget as necessary and prepare an opinion and budget overview, then send the budget to the Board for review and approval;
- The Board will review the budget and direct any questions to the Treasurer. The Board will approve the budget when satisfied.
- The Treasurer will present a budget overview at the AGM.

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

- At the AGM the Treasurer will present to the Society a detailed cost report for the completed year.
- The presentation to the Board significant deviations from the budget and proposed changes for consideration, amendment and approval as required for the next year; this will be presented at the first meeting of the year.
- The Treasurer is to integrate the proposed budgetary needs of each directors portfolio into the overall Budget for the Society, for examination and approval by the Board;

#### **3.4.3 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;