

Dynamyx Gymnastics Club of St. Albert

Bylaws

Final Consolidated Draft — 2026

Article 1 — Name and Effect

1.1 Name

The name of the Society is **Dynamyx Gymnastics Club of St. Albert**, which may also be referred to as **Dynamyx**, the **Club**, or the **Society**.

1.2 Replacement of Prior Bylaws

These Bylaws replace in their entirety all previous bylaws of the Society.

Article 2 — Interpretation

2.1 Definitions

In these Bylaws:

Act means the *Societies Act* (Alberta), its regulations, and any amendments or successor legislation.

Board means the Board of Directors of the Society.

Board Policy means a policy adopted by the Board governing the exercise of the Board's authority or the affairs of the Society.

Bylaws means these bylaws, as amended from time to time.

Chair means the Chair of the Board.

Director means a voting member of the Board elected or appointed in accordance with these Bylaws. The Past Chair and Executive Director are not Directors by virtue of their advisory or management roles.

Electronic Meeting means a meeting conducted wholly or partly through electronic or telephonic communication that enables all participants to hear and communicate with one another in real time and permits the Society to verify participation.

Executive Director means the individual appointed by the Board to serve as the Society's senior employee and to manage the Society's day-to-day operations.

Family means one or more sibling gymnasts and their parents, guardians, or caregivers.

Good Standing means that a Member has paid all required membership and other fees, is complying with the Bylaws and policies of the Society, and is not suspended or subject to an unresolved disciplinary sanction that removes the Member's rights.

Member means a person holding a Family Membership, Individual Adult Gymnast Membership, or Special Membership under Article 4.

Officer means the Chair, Vice-Chair, Secretary, or Treasurer.

Special Resolution means a special resolution as defined in the Act, as amended from time to time.

Voting Member means a Member entitled to vote under these Bylaws.

2.2 General Interpretation

Words importing the singular include the plural and vice versa. References to legislation include its regulations and any amendments or successor legislation. Headings are included for convenience only and do not affect the interpretation of these Bylaws.

Where these Bylaws conflict with applicable law, the law prevails, and the remaining provisions continue in effect to the extent permitted by law.

2.3 Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* govern the Society in all cases to which they are applicable and in which they are not inconsistent with the Act, these Bylaws, or any special rules of order adopted by the Society.

Article 3 — Objects, Mission, and Strategy

3.1 Registered Objects

The Society shall operate exclusively in furtherance of the objects set out in its registered incorporation documents, as amended from time to time in accordance with the Act.

3.2 Mission, Vision, Values, and Strategic Priorities

The Board may establish and periodically revise the Society's mission, vision, values, and strategic priorities, provided they remain consistent with the Society's registered objects.

Article 4 — Membership

4.1 Family Membership

Each Family with one or more gymnasts enrolled in a program of the Society is entitled to one voting Family Membership upon:

1. enrolment of a gymnast in a program of the Society; and
2. completion of the Society's registration process.

The Family shall designate one individual who is at least eighteen (18) years of age as its voting representative.

The designated voting representative is entitled to receive notice of meetings of Members, attend, vote, and stand for election to the Board, subject to these Bylaws.

A Family may change its voting representative by written notice to the Society.

4.2 Individual Adult Gymnast Membership

A gymnast who is at least eighteen (18) years of age and is not included within another Family Membership may hold one individual voting membership upon enrolment in a program and completion of the Society's registration process.

4.3 Special Membership

At an annual general meeting or special meeting, the Members may grant Special Membership to not more than three (3) individuals who:

1. do not currently have a gymnast enrolled in a program of the Society;
2. previously had a gymnast enrolled in a program;
3. have demonstrated a positive commitment to the Society; and
4. have previously served on the Board.

Each Special Membership is subject to annual approval by the Members and carries one vote.

4.4 Membership Term

The normal membership term is July 1 to June 30, unless otherwise established by the Board for administrative purposes.

4.5 Membership Register

The Society shall maintain a register of Members containing the information required by the Act. The register shall identify the designated voting representative for each Family Membership.

4.6 Rights of Members

A Member in Good Standing has the right to:

1. receive notice of and attend meetings of Members;
2. attend events sponsored by the Society, subject to applicable registration and participation requirements;
3. serve on committees where appointed;
4. receive, review, and approve the annual financial statements presented to the Members;
5. consider and vote on amendments to these Bylaws;
6. be nominated and elected to the Board, where eligible; and
7. exercise one vote for each voting membership held.

4.7 Responsibilities of Members

Members are responsible for:

1. paying all fees and amounts properly incurred; and
2. conducting themselves in accordance with the Act, these Bylaws, the policies, mission, values, and codes of conduct of the Society.

4.8 Withdrawal

A Member may withdraw from membership by giving written notice to the Executive Director. Withdrawal does not relieve the Member of any obligation incurred before the effective date of withdrawal.

4.9 Suspension or Termination of Membership

The Board may suspend or terminate a membership by a resolution approved by at least two-thirds (2/3) of the Directors present and voting at a duly called meeting where the Member:

1. has failed to comply with the Act, these Bylaws, or the policies of the Society;
2. has failed to pay required fees or amounts owing; or
3. has engaged in conduct materially harmful to the Society, its participants, or its reputation.

Before a membership is terminated, the Member shall receive written notice of the grounds and a reasonable opportunity to respond. A Director who has a conflict of interest in the matter shall not participate in the deliberations or vote.

Where reasonably necessary to protect the safety or welfare of participants or the interests of the Society, the Executive Director may impose an interim suspension pending review by the Board. The interim suspension shall be reported promptly to the Chair and reviewed by the Board as soon as reasonably practicable.

The Board may adopt policies and procedures governing membership discipline that are consistent with this section.

Article 5 — Meetings of Members

5.1 Annual General Meeting

The Society shall hold one annual general meeting in the fall of each year. The meeting shall be convened by the Chair.

5.2 Notice of Annual General Meeting

Members shall be notified of the annual general meeting at least twenty-one (21) days in advance.

The notice shall state the date, time, location or electronic access information, and the general nature of the business to be considered.

5.3 Special Meetings

A special meeting of Members shall be called:

1. upon a motion duly passed by the Board; or
2. upon receipt by the Board of a written request signed by at least ten percent (10%) of the Voting Members.

A request by Members shall identify the specific business to be addressed.

Only the business identified in the notice of a special meeting may be considered at that meeting.

5.4 Notice of Special Meeting

Members shall be notified of a special meeting at least fourteen (14) days in advance.

Notwithstanding the foregoing, where a Special Resolution will be proposed, notice shall be given in the manner and within the time required by the Act.

5.5 Electronic Notice

Notice of a meeting may be delivered by electronic means or by any other method permitted by the Act and approved by the Board.

5.6 Location and Electronic Participation

A meeting of Members may be held at any place within Alberta, wholly by Electronic Meeting, or as a hybrid meeting combining physical and electronic attendance.

A person attending by Electronic Meeting is deemed to be present in person and, where entitled to vote, may vote by any electronic, telephonic, ballot, or other method made available by the Society.

5.7 Quorum

Quorum for an annual general meeting or special meeting is one-third (1/3) of the Voting Members in Good Standing or ten (10) Voting Members, whichever is less.

If quorum is not present within fifteen (15) minutes after the scheduled start time, the Voting Members then present constitute quorum, and the meeting may proceed.

5.8 Voting

Each Voting Member is entitled to one vote.

Voting shall take place at the meeting by a method approved by the Chair that reasonably verifies voter eligibility and accurately records the voter's intention.

Voting by proxy is not permitted.

Except where the Act, these Bylaws, or the parliamentary authority require a greater threshold, a motion is decided by a majority of the votes cast.

5.9 Agendas and Order of Business

The Board shall approve the proposed agenda and order of business for each annual general meeting or other general meeting.

A Voting Member may bring forward business under new business where permitted by these Bylaws and the parliamentary authority, except where advance notice is legally required.

Only the business identified in the notice of a special meeting may be considered at that meeting.

Article 6 — Board of Directors

6.1 Composition

The Board shall consist of not fewer than seven (7) and not more than ten (10) Directors elected by the Members.

The Chair shall be elected by the Members. At the first meeting of the Board following the annual general meeting, the Board shall appoint from among the Directors a Vice-Chair, Secretary, and Treasurer.

6.2 Executive Director Status

The Executive Director is not a Director or Officer of the Society.

The Executive Director is entitled to receive notice of and attend meetings of the Board, except where the Board determines that the Executive Director should be excluded from all or part of a meeting.

The Executive Director is not entitled to vote and is not counted in determining quorum.

6.3 Eligibility

Any Member in Good Standing who is entitled to stand for election under Article 4 may be elected to the Board.

An employee, or the spouse or adult interdependent partner of an employee, shall not serve as an Officer of the Society.

Only a current or former Director may be elected as Chair. If no current or former Director stands for election, any eligible Member in Good Standing may be elected as Chair, or the office may remain vacant and the Board may appoint an Acting Chair from among the Directors.

6.4 Terms

The Chair serves a term of one (1) year beginning immediately following election and ending at the close of the next annual general meeting.

Each other elected Director serves a term of two (2) years beginning immediately following election and ending at the close of the annual general meeting in the second year of the term.

Election as Chair does not shorten any unexpired term the individual already holds as a Director. A person elected as Chair who is not already serving as a Director becomes a Director for the duration of the Chair's term.

To the extent practicable, the terms of Directors other than the Chair shall be staggered so that approximately half are elected each year. Where all nine positions other than the Chair are filled, five (5) shall normally be elected in one year and four (4) in the following year.

6.5 Nominations

The Board may establish a nominating process and may present a slate of qualified candidates to the Members.

Additional nominations may be made by eligible Voting Members before or at the annual general meeting in accordance with procedures established by the Board.

A person shall not be nominated without their consent.

6.6 Election of Chair

The election for Chair shall be held before the elections for other vacant Director positions.

Where only one candidate is nominated for Chair, that candidate shall be declared elected by acclamation.

Where more than one candidate is nominated, the election shall be conducted by secret ballot, including a secure electronic ballot where applicable. The candidate receiving a

majority of the votes cast is elected. If no candidate receives a majority, additional ballots shall be conducted in accordance with *Robert's Rules of Order Newly Revised*.

6.7 Election of Other Directors

For Director positions other than Chair:

1. where the number of candidates does not exceed the number of vacancies, the candidates shall be declared elected by acclamation;
2. where the number of candidates exceeds the number of vacancies, voting shall be by secret ballot;
3. each Voting Member may cast no more votes than the number of vacancies and may cast no more than one vote for any candidate;
4. the candidates receiving the highest numbers of votes are elected to the available positions; and
5. a tie affecting the final available position shall be resolved by a runoff ballot among the tied candidates.

Ballots shall be counted and the results reported in a manner that protects voter confidentiality.

6.8 Vacancies

If a vacancy occurs on the Board, the Board may leave the position vacant or appoint an eligible person to serve until the next annual general meeting.

At the next annual general meeting, an election shall be held for the remainder of the unexpired term, where applicable.

If the office of Chair becomes vacant, the Board may appoint an Acting Chair from among the Directors to serve until the next annual general meeting.

6.9 Resignation

A Director or Officer may resign at any time by delivering written notice to the Chair or Vice-Chair. The resignation is effective on receipt or on a later date stated in the notice.

6.10 Removal by Members

A Director elected by the Members may be removed before the expiry of their term by Special Resolution of the Members at an annual general meeting or special meeting.

The notice of meeting shall state the proposed removal and the reasons for it. The Director shall receive reasonable access to the information relied upon and shall have an opportunity to respond before the vote.

6.11 Interim Suspension of a Director

Where the Board reasonably determines that immediate action is necessary to protect the Society or its participants, the Board may, by a resolution approved by at least two-thirds

(2/3) of the remaining Directors present and voting, suspend the Director from performing Board duties until the Members consider the proposed removal.

6.12 Removal for Absence

A Director who is absent from three (3) consecutive Board meetings without reasonable explanation may be removed by a resolution approved by at least two-thirds (2/3) of the remaining Directors present and voting, after receiving written notice and an opportunity to respond.

6.13 Removal from an Officer Position

The Board may remove an Officer from that office by majority vote. Unless the individual is also removed or resigns as a Director, the individual continues to serve as a Director.

6.14 Past Chair

Immediately following the election of a new Chair, the outgoing Chair may be invited by the Board to serve as Past Chair in an advisory and mentoring capacity until the close of the next annual general meeting.

The Past Chair:

1. is not a Director or Officer by virtue of serving as Past Chair;
2. is not entitled to vote and is not counted in determining quorum;
3. may receive notice of and attend Board meetings at the invitation of the Chair or Board;
4. shall comply with the same confidentiality, conflict-of-interest, and conduct requirements that apply to Directors; and
5. may be excluded from any portion of a meeting at the discretion of the Board.

The Board may end the Past Chair appointment at any time by majority vote.

Article 7 — Board Meetings and Decision-Making

7.1 Frequency

The Board shall hold at least nine (9) Board meetings in each fiscal year to carry out the business of the Society.

Each Director shall attend at least six (6) Board, annual general, or special meetings in each fiscal year.

7.2 Calling Meetings

Regular Board meetings shall be held at the times determined by the Board.

A special Board meeting may be called by the Chair or by any three (3) Directors on reasonable notice stating the business to be considered.

7.3 Electronic Meetings

A meeting of the Board or any committee may be held at any place within Alberta, wholly by Electronic Meeting, or as a hybrid meeting.

A person participating through an Electronic Meeting is deemed to be present.

7.4 Quorum

Quorum for a meeting of the Board is a majority of the Directors then in office who are entitled to participate in the matter, but in no event fewer than four (4).

The Executive Director and Past Chair are not counted in determining quorum.

7.5 Voting

Each Director other than the Chair is entitled to one vote.

The Chair shall vote only when the votes are equally divided, in which case the Chair may cast the deciding vote.

7.6 Agendas

The Chair, in consultation with the Executive Director, shall prepare the proposed agenda for each meeting of the Board.

A Director may request that an item be included on the agenda by providing the request to the Chair or Secretary within the time established by Board Policy. An item requested by a Director shall be included on the proposed agenda or scheduled for a future meeting within a reasonable time.

The Board shall adopt the agenda at the beginning of each meeting and may amend it by majority vote, subject to any notice requirements in the Act or these Bylaws.

7.7 Director Duties

Each Director shall:

1. act honestly, in good faith, and in the best interests of the Society;
2. exercise the care, diligence, and skill reasonably expected of a Director;
3. prepare for and participate constructively in meetings;
4. respect the distinction between Board governance and staff operations;
5. maintain the confidentiality of information received in the course of Board service;
6. comply with the conflict-of-interest requirements in Article 11;
7. return all Society records, property, and access credentials upon expiry of their term or resignation or removal; and
8. support ongoing Board and Executive Director succession planning.

Article 8 — Officers

8.1 Chair

The Chair shall:

1. preside at meetings of Members and the Board;
2. work with the Executive Director to prepare proposed agendas;
3. serve as the Board's principal point of communication with the Executive Director;
4. support effective governance and Board decision-making; and
5. ensure that the annual performance review of the Executive Director is conducted by the Board or a committee designated by the Board.

8.2 Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the Chair's absence or when delegated by the Chair or Board.

8.3 Secretary

The Secretary shall:

1. ensure that minutes of meetings of Members and the Board are prepared, distributed, approved, and preserved;
2. ensure that notices and other corporate records are prepared and maintained as required;
3. support the proper custody of the Society's governance records; and
4. facilitate inspection of records in accordance with Article 15.

The Board may authorize staff to perform administrative aspects of the Secretary's duties, but the Secretary remains accountable for oversight of those duties.

8.4 Treasurer

The Treasurer shall:

1. monitor the financial affairs of the Society on behalf of the Board;
2. oversee the preparation and preservation of financial statements and records;
3. present or oversee presentation of financial reports to the Board and Members;
4. facilitate the annual audit of the Society's accounts; and
5. facilitate inspection of financial records in accordance with Article 15.

The Treasurer's role is one of governance oversight and does not displace the Executive Director's responsibility for financial administration.

Article 9 — Executive Director

9.1 Appointment and Accountability

The Board shall appoint, supervise, evaluate, and, where necessary, remove the Executive Director.

The Executive Director reports to the Board through the Chair and is responsible for managing the Society's day-to-day operations; implementing the strategy, budgets, policies, and directions approved by the Board; and establishing and maintaining the Society's risk management program in accordance with these Bylaws and Board Policy.

9.2 Risk Management Program

The Executive Director shall establish, maintain, and periodically review a risk management program appropriate to the Society's size, activities, and complexity.

The risk management program shall:

1. be informed by and aligned with the Society's registered objects, mission, Board-approved strategic plan, policies, and risk tolerance;
2. identify and assess material risks and opportunities that may affect the Society's strategic objectives, financial sustainability, programs, participants, people, assets, reputation, legal obligations, or continuity of operations;
3. establish priorities and accountability for managing, monitoring, and reporting those risks and opportunities;
4. maintain a current risk register or equivalent record identifying material risks, existing controls, planned treatments, accountable owners, timelines, and remaining risk exposure;
5. inform the preparation of annual operating and capital plans and budgets, including the allocation of resources for risk treatments, reserves, insurance, contingencies, compliance obligations, and business continuity;
6. provide for prompt escalation to the Board of material changes in risk exposure, emerging risks, significant incidents, control failures, and material gaps in risk treatment; and
7. be reviewed with the Board at least annually and whenever a material change in strategy, operations, or risk exposure occurs.

The Board shall approve the Society's risk management policy and risk tolerance and retains ultimate responsibility for oversight of risk.

A material risk that exceeds the Board-approved risk tolerance may be accepted only by resolution of the Board.

Except for temporary action reasonably necessary to comply with law or protect safety, the identification of a risk does not authorize the Executive Director to reject, discontinue, materially delay, or materially alter a Board-approved strategy or initiative. The Executive

Director shall present the identified risk, reasonable treatment options, and related budget implications to the Board for direction.

9.3 Duties

The Executive Director shall:

1. manage the programs, employees, contractors, volunteers, finances, and operations of the Society within delegated authority;
2. implement Board-approved policies and decisions in good faith;
3. provide the Board with timely, accurate, and sufficient information for governance oversight;
4. attend Board meetings except where excluded by the Board; and
5. perform other duties assigned by resolution of the Board or reasonably incidental to the office.

9.4 Vacancy or Incapacity

If the Executive Director is temporarily unable to perform their duties or the position becomes vacant, the Board shall appoint an Acting Executive Director and establish the authority, reporting relationship, compensation, and duration of the appointment.

The Board shall maintain an emergency succession plan for the Executive Director.

A Director may be appointed as Acting Executive Director only where the Board determines that no reasonable alternative is available. During that appointment, the Director shall not exercise Director or Officer powers, shall not vote at Board meetings, and shall not be counted for quorum.

Article 10 — Committees

10.1 Establishment

The Board may establish standing or ad hoc committees and shall approve terms of reference for each committee.

10.2 Terms of Reference

The terms of reference shall specify the committee's purpose, authority, composition, appointment process, reporting obligations, and duration.

10.3 Composition

Each committee shall include at least one Director, who shall normally serve as chair unless the Board determines otherwise.

The Board may appoint Members, employees, or external advisors to a committee where their participation would be beneficial.

10.4 Appointment and Removal

Committee members serve at the pleasure of the Board and may be removed or replaced by Board resolution.

10.5 Quorum and Voting

Unless otherwise established in the committee's terms of reference, quorum is a majority of the committee members then appointed, and decisions are made by majority vote.

10.6 Authority

A committee may review matters and make recommendations within its mandate but may exercise decision-making authority only where the Board has expressly delegated that authority.

The Board shall not delegate:

1. approval of the strategic plan or annual budget;
2. appointment, evaluation, or removal of the Executive Director;
3. approval of audited financial statements;
4. filling vacancies on the Board;
5. approval of matters requiring Member authorization;
6. amendment of these Bylaws; or
7. any responsibility that applicable law requires the Board to exercise directly.

10.7 Reporting and Accountability

Each committee shall report its activities and recommendations to the Board. The Board retains ultimate responsibility for all matters delegated to a committee.

Article 11 — Conflicts of Interest

11.1 General Duty

A Director or Officer shall act honestly, in good faith, and in the best interests of the Society and shall avoid circumstances in which their personal interests or duties to another person or organization conflict, or may reasonably appear to conflict, with their duties to the Society.

11.2 Disclosure

A Director or Officer who has an actual, potential, or apparent conflict of interest in a matter shall disclose the nature and extent of the conflict as soon as reasonably possible.

11.3 Participation Restrictions

Unless the Board determines that the disclosed interest does not constitute a conflict, the individual shall:

1. not receive confidential materials concerning the matter, except information reasonably required to understand and disclose the conflict;
2. withdraw from the meeting while the matter is discussed and decided;
3. not attempt to influence the discussion or decision;
4. not vote on the matter; and
5. not be counted in determining quorum for that portion of the meeting.

The disclosure, withdrawal, and decision shall be recorded in the minutes.

11.4 Related-Party Transactions

A transaction or arrangement involving a Director, Officer, their immediate family member, or an organization with which they have a material relationship may be approved only where the disinterested Directors determine that:

1. the arrangement is in the best interests of the Society;
2. its terms are fair and reasonable;
3. appropriate alternatives have been considered where practical; and
4. the arrangement complies with applicable law and Board Policy.

11.5 Recurring Conflicts

Where a conflict is recurring or materially impairs an individual's ability to perform their duties, the Board may require additional safeguards, restrict the individual's participation, or request their resignation.

11.6 Policy and Annual Disclosure

The Board shall maintain a conflict-of-interest policy and require Directors and Officers to provide disclosures at least annually and whenever circumstances change.

Article 12 — Director Service Recognition and Expenses

12.1 Recognition of Board Service

Service as a Director constitutes a substantial volunteer contribution to the Society.

A Director who serves in Good Standing may receive a **Director Service Credit** of up to twenty (20) volunteer hours for each fiscal year of service, subject to the eligibility and prorating requirements established in Board Policy.

12.2 Form and Maximum Value

The Director Service Credit:

1. may be applied only toward the Director's Family volunteer-hour requirement or the equivalent Family volunteer buy-out obligation;
2. shall be valued using the standard volunteer-hour buy-out rate established by the Society for that fiscal year;
3. shall not exceed the lesser of:
 - the value of twenty (20) volunteer hours;
 - the maximum annual Family volunteer buy-out amount; and
 - five hundred dollars (\$500);
4. shall never be paid, refunded, redeemed, or converted into cash;
5. is non-transferable and may not be assigned to another Member or Family;
6. has no residual or payout value when a Director resigns, is removed, or completes their term; and
7. does not constitute wages, salary, employment compensation, or payment for contracted services.

12.3 Recognition Policy

The Board shall establish a Director Service Recognition Policy that:

1. uses objective and consistently applied eligibility criteria;
2. addresses attendance, participation, conduct, partial-year service, and leaves of absence;
3. provides for reasonable prorating where a Director serves for less than a full fiscal year;
4. prohibits retroactive credits and undocumented individual exceptions;
5. requires a Director to abstain from any decision concerning an exception applicable specifically to that Director; and
6. is reviewed by the Board at least once every three (3) years.

12.4 Annual Disclosure

The total number of Director Service Credits granted and their aggregate equivalent value shall be reported annually to the Members.

The twenty-hour and five-hundred-dollar limits may be increased only by Special Resolution.

12.5 Expense Reimbursement

The Society may reimburse a Director or Officer for reasonable and documented expenses properly incurred while conducting authorized Society business in accordance with Board Policy.

Expense reimbursement is not a Director Service Credit and is not compensation for Board service.

Article 13 — Financial Affairs

13.1 Fiscal Year

The fiscal year of the Society ends on June 30 unless changed by resolution of the Board.

13.2 Annual Financial Statements

Annual financial statements shall be prepared for presentation to the Members at the annual general meeting.

13.3 Audit of Accounts

The Board shall ensure that the annual financial statements of the Society are audited and signed before being presented at the annual general meeting.

Subject to the requirement for a periodic professional audit in section 13.4, the Board may appoint:

1. a professional accounting firm permitted to perform an audit engagement under applicable law; or
2. two (2) independent Members of the Society who agree to perform the audit without remuneration.

A volunteer auditor must not be a Director, Officer, or employee of the Society, or the spouse, adult interdependent partner, parent, child, or sibling of a Director, Officer, or employee.

Where any fee or remuneration is charged for performing the audit, the auditor must be a professional accounting firm permitted to perform an audit engagement under applicable law.

If an appointed auditor becomes unable or unwilling to act, the Board may appoint a replacement.

13.4 Periodic Professional Audit

At least once in every three (3) consecutive fiscal years, the audit shall be performed by a professional accounting firm permitted to perform an audit engagement under applicable law.

The Board may require a professional audit more frequently and shall do so where required by law or by a funding, lending, contractual, regulatory, or insurance requirement.

13.5 Borrowing

For the purpose of carrying out its registered objects, the Society may borrow or raise money in the manner authorized by the Board and permitted by law.

No debenture shall be issued without a Special Resolution.

13.6 Financial Controls and Signing Authority

The Board shall establish policies governing financial controls, banking, signing authority, procurement, contracts, borrowing, investments, restricted funds, and delegated financial authority.

Article 14 — Fundraising

14.1 Fundraising Strategy and Management

The Board shall establish the Society's fundraising strategy and may approve specific fundraising initiatives.

The Executive Director shall manage fundraising activities within the approved strategy, budget, and Board policies.

14.2 Board-Approved Initiatives

The Executive Director shall not reject, materially delay, discontinue, or materially alter a Board-approved fundraising initiative without promptly advising the Board of the reasons and obtaining further direction.

Where the Executive Director is unable or unwilling to implement a Board-approved initiative, the Board may assign responsibility to a committee, employee, volunteer, or external service provider.

14.3 Authorization

No person may undertake fundraising in the name of the Society without authorization under these Bylaws or Board Policy.

Article 15 — Books, Records, and Member Inspection

15.1 Required Records

The Society shall prepare, preserve, and maintain minutes, financial records, the register of Members, and the other books and records required by law.

15.2 Member Access

A Member in Good Standing may, on reasonable written notice, inspect:

1. these Bylaws and the registered incorporation documents;
2. approved minutes of meetings of Members;
3. approved minutes of meetings of the Board, subject to reasonable redactions;
4. annual financial statements and auditor reports presented to the Members; and
5. other records that the Board determines may appropriately be disclosed.

15.3 Membership Register

The register of Members shall be available for inspection and copying in accordance with the Act, during the hours established by the Members at a general meeting or as otherwise required by law.

Information obtained from the register may be used only for matters relating to the affairs of the Society.

15.4 Protected Information

The Society may withhold or redact:

1. personal information;
2. employment and compensation records;
3. athlete, participant, or Family information;
4. privileged legal communications;
5. disciplinary, complaint, or investigation records;
6. confidential commercial or contractual information;
7. donor information;
8. cybersecurity, access-control, or other security information; and
9. any other information that must or should reasonably be protected by law or in the best interests of the Society.

15.5 Inspection Procedures

Inspections shall occur at a reasonable time and place determined by the Society and may be subject to reasonable supervision, copying charges, confidentiality protections, and procedures established by the Board.

Article 16 — Corporate Seal

The Society shall have no corporate seal.

Article 17 — Amendment of Bylaws

17.1 Amendment

These Bylaws may be rescinded, amended, or added to only by Special Resolution.

17.2 Registration and Effect

A rescission, amendment, or addition does not take effect until registered by the Registrar where registration is required by the Act.

Article 18 — Dissolution

18.1 Authorization

The Society may surrender its certificate of incorporation or otherwise dissolve only by Special Resolution and in accordance with the Act.

18.2 Distribution of Remaining Assets

After payment of all debts and liabilities, and subject to any trust, grant, donor, or contractual restrictions, the remaining assets of the Society shall be transferred to one or more not-for-profit organizations operating in Alberta with purposes similar to those of the Society, as determined by Special Resolution.

No remaining assets shall be distributed to any Member, Director, Officer, or employee of the Society.

Article 19 — Effective Date

These Bylaws take effect on the date they are registered by the Registrar, where registration is required by the Act.

Certification

These Bylaws were approved by Special Resolution of the Members of Dynamyx Gymnastics Club of St. Albert on _____, 20____.

Chair: _____

Secretary: _____