



PONOKA COMMUNITY GOLF CLUB

# BY-LAWS

Adopted by Special Resolution  
of the Membership  
May 3, 2015

## **1.0 GENERAL**

### **1.1 NAME OF THE CLUB**

The Club shall be called the **PONOKA COMMUNITY GOLF CLUB** (the “Club”).

### **1.2 POWERS OF THE CLUB**

The Club may acquire, purchase, take by donation, devise or otherwise, all manner of real estate and property; and may sell, exchange, mortgage, lease, let, improve, develop, erect and maintain any necessary buildings or improvements on such property, subject only to restrictions imposed by caveat to the property title; or by zoning or other regulation imposed by the Town of Ponoka.

The Club may also adopt any operating style, trade name, trademark, copyright, logo, public profile, brand, slogan, or other form of intellectual property it deems appropriate to advance its vision, mission, strategies, goals and objectives.

### **1.3 LIMITATIONS**

The funds and property of the Club shall be used and dealt with for its legitimate objects only, and in accordance with its By-Laws.

### **1.4 REGISTERED OFFICE OF THE CLUB**

The registered Office of the Club is:

**Ponoka Community Golf Club**

3519 – 46 Street  
P.O. Box 4145  
Ponoka, Alberta  
T4J 1R5

**Phone:** 403.783.4626

**E-mail:** [boardofdirectors@ponokagolf.com](mailto:boardofdirectors@ponokagolf.com)



## 1.5 DEFINITIONS

In these By-Laws, unless the context otherwise requires:

- 1.5.1 “Director” means anyone elected and serving in the position of Director or Officer of the Club.
- 1.5.2 “Directors”, collectively, means the Board of Directors as constituted, elected, and defined herein.
- 1.5.3 “Board” means the Board of Directors, synonymous with the collective use of the term “Directors” as defined above.
- 1.5.4 “Registrar” means Registrar as defined in the Business Corporation Act.
- 1.5.5 “Society” means a Society incorporated under the Societies Act (Alberta).
- 1.5.6 “Member in Good Standing” means any Member whose annual membership dues have been paid in full for the current year.
- 1.5.7 “Special Resolution” means:
  - 1.5.7.1 a resolution passed at a General Meeting for which not less than 21 days notice has been given, by a vote of not less than 75% of the Members present and entitled to vote;
  - or,
  - 1.5.7.2 a resolution proposed and passed as a Special Resolution at a General Meeting for which less than 21 days notice has been given, if all the Members present and entitled to attend and vote at the General Meeting so agree. All quorum requirements for Special Resolutions as outlined in paragraph 5.3.1 must be met.



## 2.0 MEMBERSHIP

### 2.1 TERMS OF ADMISSION TO MEMBERSHIP

- 2.1.1 Any resident of the Town or County of Ponoka and of the full age of 18 years by April 1<sup>st</sup> is eligible for full voting Membership.
- 2.1.2 Non-residents of the Town or County of Ponoka may be admitted to Membership upon approval of the Directors, provided that such additional Memberships do not unduly impinge upon the rights of the Members resident of the Town or County of Ponoka.

### 2.2 HONORARY AND LIFE MEMBERS

- 2.2.1 Members may be appointed as Honorary or Life Members; such appointment may be made by the Board.
- 2.2.1.1 Each year a "Life Membership Committee" shall be established, composed of:
- the current Past President acting as the Chairperson;
  - at least two other currently active Past Presidents of the Club.
- 2.2.1.2 The Life Membership Committee shall meet at least sixty (60) days prior to the Fall General Meeting to consider candidates for Honorary or Life Membership. In arriving at its recommendations, the Committee shall take into consideration guidelines established by the Directors from time to time. The decision to recommend candidates shall be solely at the discretion of the Committee.
- 2.2.1.3 Approval of recommendations from the Life Membership Committee requires a two-thirds majority of the Directors attending the September Directors meeting each year.
- 2.2.1.4 Announcements of Honorary or Life Memberships shall be made at the Fall General Meeting.
- **An Honorary Member** is a person who has brought distinction to the Club by virtue of his or her achievements **in playing the game of golf.**



- **A Life Member** may be a person who has devoted **many years of service** to the organization and affairs of the Club.

Honorary and Life Members **will not be required to pay annual dues, but will retain full voting and other Membership rights and responsibilities.**

## 2.3 GREEN FEE PLAYERS

- 2.3.1 Green fee players (*including prepaid punch-card holders*) acquire temporary **non-voting** Membership in the Club, for the period for which green fees are paid or validated through punching the card; gain the same rights (*except for voting*); and become subject to the same requirements and obligations as other Members.

## 2.4 RIGHTS OF MEMBERS

- 2.4.1 All Members and green fee players are entitled to use in common all of the property and premises of the Club, subject to compliance with rules of play and other Club regulations.
- 2.4.2 Every voting Member in good standing is entitled to attend and vote at any General Meeting of the Club, and to stand for election as an Officer or Director of the Club.
- 2.4.3 Non-voting members and/or the general public are welcome to attend any General Meeting of the Membership but may not vote in elections or on any motions or resolutions presented;
- and,
- 2.4.4 No Member of the Club shall, in his or her individual capacity, be liable for any debt or liability of the Club.

## 2.5 OBLIGATIONS OF MEMBERS

- 2.5.1 Members are required to pay annual dues on or before APRIL 1 of each year; or pay the appropriate late payment penalties as set by the Directors from time to time;
- 2.5.2 Members are required to know and to observe the Rules of Golf as posted on Club signs and scoreboards, or as otherwise published by the Club.



2.5.3 Members are required to respect the rights, privacy, and dignity of other Members and Staff of the Club.

2.5.4 Members are required to obey instructions of the Marshals, Starters, Grounds Crews, and Clubhouse Staff within their respective jurisdictions.

## **2.6 DISCIPLINE OF MEMBERS**

2.6.1 Any infraction under Paragraph 2.5 above may result in a suspension of playing privileges for up to one month.

2.6.2 Any complaint of an infraction shall be made in writing and signed by the complainant, together with the signature of a second witness wherever possible.

2.6.3 Each complaint shall be delivered to the Club Secretary, who shall provide copies to the Board of Directors and to the Member who is the subject of the complaint. The Club Secretary shall advise the complainant and the subject Member of the date and time of the Directors' Meeting at which the complaint will be considered, and they may at their option attend such meeting.

## **2.7 EXPULSION OF MEMBERS**

2.7.1 If a member has three or more infractions under paragraph 2.5, the Directors may permanently expel that Member.

## **2.8 WITHDRAWAL OF A MEMBER**

2.8.1 A Member may resign at any time by providing written notice to the Club Secretary. A refund of all or a portion of any Membership dues may be considered in exceptional cases at the discretion of the Directors, who shall give consideration to the reason(s) for withdrawal and the portion of the year for which the refund may be made.

## **2.9 MEMBERSHIP LIST**

2.9.1 The Secretary of the Club shall keep a register containing:

- The full name and address of each member.
- The date of birth of the member, for classification of age-related memberships.
- The class of the person's membership.

**(Note:** not including those acquiring temporary membership through the payment of green fees or punch card passes.)

2.9.2 The Membership register shall be kept at the Club's registered office.



## **3.0 DIRECTORS AND OFFICERS**

### **3.1 BOARD OF DIRECTORS**

3.1.1 The Board of Directors shall be composed of:

- The four **Officers** named below, plus;
- The immediate **Past-President**, and;
- **Four (4)** other Directors:
  - two of whom are to be elected for a two year term in even numbered years,
  - and,
  - two to be elected for a two year term in odd numbered years.

all of whom are to be Members in good standing at the time of their election.

### **3.2 OFFICERS OF THE CLUB**

3.2.1 The Officers of the Club shall be qualified Members elected as:

- President;
- Vice-President;
- Treasurer;
- Secretary.

### **3.3 TERM OF PRESIDENT**

3.3.1 The President of the Club shall serve for a two-year term, to be elected in even numbered years;

### **3.4 TERM OF VICE-PRESIDENT**

3.4.1 The Vice-President of the Club shall serve for a two-year term, to be elected in even numbered years;

### **3.5 TERM OF TREASURER**

3.5.1 The Treasurer of the Club shall serve for:

- a one-year term; elected for the 2014-2015 term;
- thereafter the Treasurer of the Club will serve for two-year terms, elected in odd numbered years.



### **3.6 TERM OF SECRETARY**

- 3.6.1 The Secretary of the Club shall serve for:
- a one-year term; elected for the 2014-2015 term;
  - thereafter the Secretary of the Club will serve for two-year terms, elected in odd numbered years.

### **3.7 CONSECUTVE TERMS – PRESIDENT, VICE-PRESIDENT**

- 3.7.1 The President and Vice-President are not eligible to hold office for consecutive terms.

### **3.8 ELEGIBILITY TO RUN FOR PRESIDENT**

- 3.8.1 To be eligible for the Office of the President, a Member must have previously served a minimum of one full term as an Officer or Director.

### **3.9 REMUNERATION OF DIRECTORS AND OFFICERS**

- 3.9.1 In lieu of direct compensation or honoraria, Directors will not be required to pay Membership dues during their term of office.

### **3.10 REMOVAL OF DIRECTORS AND OFFICERS**

- 3.10.1 Any Director or Officer who resigns, or is expelled from Membership in the Club, shall at that time cease to be a Director or Officer.
- 3.10.2 A Director or Officer who misses three consecutive meetings, or more than 50% of the meetings called (including General and Directors' Meetings) shall be automatically disqualified from Office, effective the date of the most recent missed meeting.
- 3.10.3 When exceptional personal circumstances warrant, a two-thirds majority of the remaining Directors may subsequently re-instate the disqualified Director.

### **3.11 POWERS AND DUTIES OF DIRECTORS AND OFFICERS**

- 3.11.1 All business of the Club is governed by the Board of Directors, who shall meet at such time and place as they may set by resolution.
- 3.11.2 The Directors have a mandate to hire a General Manager of the Club and to delegate such authority and responsibility as deemed appropriate and specified in the General Manager's contract of employment.





- 3.11.3 The Directors have the power to make, alter, and repeal all such regulations as they deem necessary or expedient for the proper conduct and management of the Club, including in particular the establishment of annual Membership dues, and for special Membership categories such as Senior, Student, Junior, Juvenile, Corporate or such other categories as Directors may deem appropriate.
- 3.11.4 The Directors may establish any committee, and any such committee shall carry out those duties as prescribed by the Directors.
- 3.11.5 Schedule "A" attached to these By-Laws sets out the role descriptions and duties for the Officers and Nominating Committee of the Club.

## **4.0 CLUB POLICIES**

### **4.1 CONFLICT OF INTEREST POLICY**

- 4.1.1 Every Officer, Director, or Employee of the Club is required to disclose to his/her Manager, and/or to the Board of Directors any conflict of interest that he/she has, or may have, in regard to the conduct of business by the Club.
- 4.1.2 A conflict of interest exists when:
- An Officer, Director, or Employee has a private or personal interest sufficient to influence, or appear to influence, the objective exercise of their duties;
  - The private interests of the Officer, Director or Employee are "at variance" or "in conflict" with their official duties and responsibilities to the Club;
  - An Officer, Director, or Employee gains, or will gain, an advantage (for self or others) by virtue of their position with the Club;
  - A Director or Officer is required to vote at a Board Meeting on a matter in which he/she has, or appears to have, a conflict of interest.
  - An "apparent conflict" is one which seems to exist based on its appearances or where there is reasonable apprehension or likelihood that a conflict exists.



4.1.3 Disclosure requirement:

4.1.3.1 Where an Officer, Director, or Employee believes that there is, or may appear to be, a conflict of interest in some matter of material interest to the Club, such Officer, Director, or Employee is required to bring this to the attention of:

- his/her immediate Manager (*in the case of an Employee*);
- or,
- the Board of Directors (*in the case of the General Manager; or an Officer or Director*).

4.1.3.2 The Directors will deal with each such conflict situation based upon the circumstances of the case, and will provide direction to the Officer, Director, or Employee in regard to their involvement with the conflict or apparent conflict.

## 4.2 PURCHASING & TENDERING POLICY

4.2.1 The Club is committed to a policy of acquiring goods and services in a cost effective manner. In this regard, all of the Club's business for either operating or capital expenditures, should be conducted with firms offering the best price consistent with the Club's specifications and required quality, delivery, and service.

4.2.2 As an integral part of the business community in the Town and County of Ponoka, given equal or equivalent price and/or quality considerations the Club will have a "**Ponoka first**" purchasing priority.

4.2.3 For any purchase or project identified in the annual budget as a Capital Project, or presented at a Directors' meeting as a previously unbudgeted Capital Expenditure, the following tendering guidelines are to be observed:

- For items under \$5,000 the purchasing guidelines are to be generally consistent with paragraphs 4.2.1 and 4.2.2;
- For amounts from \$5,000 to \$25,000, where possible, a minimum of two written quotes are required prior to purchase;
- For purchases exceeding \$25,000, where possible, a minimum of three public or invited tenders are required prior to purchase.



- 4.2.4 **Exception(s):** For any situation for the acquisition of goods or services exceeding \$5,000 which does not, or cannot easily be made to conform to these guidelines, the purchase decision must be presented to and approved by the Board of Directors.

## 5.0 CALLING OF MEETINGS

### 5.1 GENERAL MEMBERSHIP MEETINGS

Two General Meetings of the Club Membership shall be held each year.

- A Spring General Meeting , to be held not later than May 15<sup>th</sup> (this shall be deemed the **Annual General Meeting** at which the annual financial statements are approved);
- and,
- A Fall General Meeting, to be held not later than November 15<sup>th</sup>.

### 5.2 SPECIAL MEMBERSHIP MEETINGS

5.2.1 A Special Membership Meeting may be called when required by:

- the Board of Directors;
- or,
- a requisition signed by 10% or more the Members.

Notice of Membership Meetings shall be e-mailed to all Members; published on the Club's website; and posted in a public place in the Clubhouse at least 14 days in advance of the meeting. Such notice shall specify the date, place, and hour of the Meeting, and the business to be considered at the Meeting.

5.2.2 When the business of a Membership Meeting includes a Special Resolution (*required to amend By-Laws or to issue Debentures*), the notice period shall be 21 days, and the text of the proposed Special Resolution shall be included in the notice.



### **5.3 QUORUM REQUIREMENTS**

- 5.3.1 A quorum for a Membership Meeting shall consist of not less than three times the number of Directors (*including a quorum of Board of Directors present*) of the paid-up Membership for ordinary Meetings, and not less than 20% of the paid-up Membership for a Meeting at which a Special Resolution is to be considered.
- 5.3.2 A quorum for a Directors Meeting shall consist of not less than 50% of Directors as a whole, and must include 50% of the Officers.
- 5.3.3 If, within half an hour from the time appointed for a Meeting, a quorum is not present, the Meeting shall be adjourned to the same day the next week at the same time and place, and if at the adjourned Meeting a quorum is still not present within half an hour from the time appointed for the Meeting, the members then present shall be a quorum.

### **5.4 CONDUCT OF MEETINGS**

- 5.4.1 The President of the Club shall preside as Chairperson at all General Meetings of the Membership, and all Board of Directors meetings. In the absence of the President, the Vice-President shall preside, and in the absence of both, a Chairperson may be elected by those present.
- 5.4.2 The "Rules of Order" contained in the publication "Society Meetings" including "Rules of Order" by J.M. Wainburg, Q.C., shall govern all Meetings of the Membership and Directors, except when more than two-thirds of those present agree to suspend application of a particular rule.

### **5.5 VOTING AT MEETINGS**

- 5.5.1 No member shall be entitled to vote at a Meeting if any amounts presently owed to the Club are in arrears.
- 5.5.2 Voting at any Meeting shall be in person, and not by proxy, and each Member or Director shall have one vote, except that the Chairperson of the Meeting shall vote only to break a tie.
- 5.5.3 At any Meeting, any resolution or motion put to a vote shall be decided by a show of hands, unless either the Chairperson or a majority of those present prefer the decision to be based on a written ballot.
- 5.5.4 When a resolution or a motion is decided by a show of hands, a declaration by the Chairperson that the resolution or motion has been



carried or lost, and an entry to that effect in the Minutes of the Meeting, shall be conclusive evidence of the decision of the Members on the matter, and further proof of the number or proportion of the votes is not required.

## **6.0 MINUTES AND RECORDS**

### **6.1 RECORDING OF MINUTES**

6.1.1 The Secretary of the Club, or in the absence of the Secretary, an alternate appointed by the Chairperson, shall record in the Minutes any motions made, and the decisions taken at each Meeting of the Membership and Board of Directors.

### **6.2 CUSTODY AND INSPECTION OF MINUTES**

6.2.1 One copy of the Minutes of Membership and Directors Meetings shall be maintained in a binder at the Club's registered office, and shall be available during Clubhouse hours for inspection by any Member of the Club.

6.2.2 Such Minutes shall also be posted to the Club's website within 30 days of the meeting.

## **7.0 INDEPENDENT REVIEW OF ACCOUNTS**

### **7.1 FISCAL YEAR & FINANCIAL STATEMENTS**

7.1.1 The Club's fiscal year end is October 31st.

7.1.2 Financial Statements for the preceding fiscal year shall be presented at the Spring Annual General Meeting.

### **7.2 APPOINTMENT OF ACCOUNTANT**

7.2.1 An independent Chartered Accountant shall be appointed by the Membership at its Fall General Meeting to review the books, records, and accounts of the Club for each fiscal year, and report upon their accuracy to the Membership at the following Spring Annual General Meeting.



## **8.0 BORROWING POWERS**

- 8.1** For the purpose of carrying out its objectives, the Club may borrow, raise or secure financing as necessary.
- 8.2** This power shall only be exercised under the authority of the By-Laws of the Club. In no case shall financing be obtained without the sanction of a Special Resolution, which has been duly approved by not less than 75% of the Members present and entitled to vote at a General or Special Meeting of the Membership for which not less than 21 days notice has been given.

## **9.0 CUSTODY AND USE OF SEAL**

- 9.1** The Seal of the Club shall be given into the custody of the General Manager and/or designate and may not be affixed to any document or instrument except by authority of a resolution of the Directors, and when so affixed shall be authenticated by the signature of any two officers of the Club.

## **10.0 DISSOLUTION OF THE CLUB**

- 10.1** If the Club is dissolved, it shall after paying all debts and liabilities:
- distribute the balance of the remaining assets of the Club to eligible not-for-profit organizations;
  - or,
  - transfer them in trust to an appropriate municipality until such time as the assets can be transferred to a not-for-profit organization approved by the Board.

## **11.0 BY-LAWS**

- 11.1** The By-Laws of the Club shall not be amended, added to, or rescinded except by Special Resolution of the Club, given at a Special or General Meeting of the Membership for which not less than 21 days notice has been given, and approved by not less than 75% of the persons present and entitled to vote.
- 11.2** Such resolution shall not be in effect until the amended By-Laws are registered with the Registrar as provided in the Societies Act.



## **SCHEDULE "A"**

### Duties & Responsibilities of Officers and Nominating Committee:

Schedule "A" attached to these By-Laws sets out the general duties of the Officers and the Nominating Committee of the Club, and these duties may be amended, extended, or discontinued from time to time by the Board of Directors as they may see fit.

### Positions included:

- 1      PRESIDENT
- 2      VICE-PRESIDENT
- 3      TREASURER
- 4      SECRETARY
- 5      NOMINATING COMMITTEE



## **PRESIDENT**

1. The President shall preside as Chairperson at all General Meetings of the Membership; and of the Board of Directors. To do so effectively, the President should be familiar with the "Rules of Order" contained in the publication "Society Meetings" including "Rules of Order", by J.M.Wainberg, Q.C.
2. The President shall appoint all Committees and their Chairpersons, subject to approval by the Board of Directors.
3. The President shall be a voting member of all Committees.
4. The President shall see that all orders and resolutions of the Board of Directors are carried into effect.
5. The President shall, with either of the Vice-President; Treasurer; or the Secretary; or any two of them, sign all documents requiring the signatures of the Officers of the Club.
6. The President shall disclose such information concerning the affairs of the Club as in his/her judgement may be required, and make such recommendations as he/she may think proper.





## **VICE-PRESIDENT**

1. The Vice-President shall, in the absence or temporary disability of the President, perform the duties and exercise the powers of the President.
2. In the event that the office of the President becomes vacant because of the President's death, substantial disability, resignation or removal, the Vice-President shall perform all the duties of the President until the next annual election.
3. The Vice-President shall be an ex officio member of all Committees of the Club.
4. The Vice-President shall act as Public Relations Officer for the Club.
5. The Vice-President shall annually review the duties and responsibilities of the Officers and Committee Chairs of the Club, and shall make appropriate recommendations to the Board of Directors for their revision.



## **TREASURER**

1. The Treasurer shall inform the Board of the financial status of the Club, and advise on the allocation of funds and their adequacy to meet the objectives of the Club.
2. The Treasurer, in conjunction with the General Manager, will supervise and delegate to the Club Financial Manager such duties as may be agreed in the Club Financial Manager's contract of employment.
3. In this regard, the Treasurer will work closely with the General Manager and the Club Financial Manager to establish and/or approve accounting systems and controls for:
  - a) The receipt and banking of revenues;
  - b) Approval in advance of major purchase and expense commitments (pre-audit);
  - c) Examination and approval of invoices prior to payment;
  - d) Payment of invoices;
  - e) Payment of wages of Club employees;
  - f) Monthly reconciliation of bank balance with accounting records.
4. The Treasurer, in collaboration with the General Manager, or designate shall present for approval interim and year-end financial statements, and shall deliver year-end statements together with supporting accounting records to the independent Chartered Accountant for the preparation of the Club's annual financial statement within 60 days of the Club's fiscal year-end.
5. The Treasurer in collaboration with the General Manager shall prepare annual operating and capital budgets for the Club, and after approval by the Board of Directors, shall present these budgets to the Membership for information at the Annual Spring General Meeting of the Club.



## **SECRETARY**

1. The Secretary shall, in consultation with the President prepare the Agenda for all meetings of the Membership, and the Board of Directors.
2. The Secretary shall be responsible for the giving of proper Notice of Membership Meetings (By-Laws Paragraph 5.3).
3. The Secretary shall attend all Meetings of the Membership and the Board of Directors, and shall record in the Minutes the motions made and decisions taken at those meetings.
4. The Secretary shall conduct all of the official correspondence of the Club.
5. The Secretary shall maintain current Member files and all Meeting Minutes of the Club.



## NOMINATING COMMITTEE

1. A Nominating Committee of three Members shall be appointed by the Board of Directors at its September meeting. This Committee shall prepare a recommended slate of Directors and Officers for presentation at the Fall General Meeting.
2. The Nominating Committee shall be composed of the Immediate Past President (*if still a Member*) and two other persons who have been Members of the Club for at least two years.
3. The Nominating Committee shall obtain the consent of anyone it proposes to the Membership for election. The recommendations of the Nominating Committee shall be forwarded to the Membership with the Notice of the Fall General Meeting.

