

GRANDPLAINS GYMCATS INC. BYLAW DOCUMENT

DEFINITIONS

Club – refers to Grandplains Gymcats Inc. and affiliates

Athlete – refers to students registered in the program

Board – refers to the Board of Directors for Grandplains Gymcats Inc.

ARTICLE I. NAME OF ORGANIZATION

Grandplains Gymcats Inc.

ARTICLE II. CORPORATE PURPOSE

Section 1. Specific Purpose

The Grandplains Gymcats Inc. is a recreational and competitive gymnastics program. The organization strives to provide a positive and safe environment for the members to have fun while developing gymnastics skills. The club aims to promote the idea of good sportsmanship, honesty, courage and respect.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any member of the Grandplains Gymcats Inc. club that supports the purpose statement in Article II, Section 1. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2. Annual Dues

The amount required for annual dues shall be determined each year, based on provincial wage requirements, operating costs and insurance requirements. Continued membership is contingent upon being up-to-date on membership dues.

Section 3. Rights of Members

Each member shall be eligible to nominate Board members to cast the member's vote in association decisions. Board members will be determined at the fall AGM each year.

Section 4. Resignation and Termination

Any member may resign by notifying the Board via email. No refunds for resignation after the date indicated on the annual registration form. Refunds will be debited a \$40.00 administration fee. NSF transaction service fees will be charged \$30.00. Refunds will be granted only for medical reasons accompanied with a medical note. The Board will discuss refunds requests on a case-by-case basis. The refund will be the remainder after deductions of all fees and for classes attended.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall take place in the month of September, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2. Special Meetings

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3. Notice of Meetings

Printed notice of an annual general meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least **twenty percent (20)%** of the active membership.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than six (6) nor more than seven (7) including the following officers: the President, the Secretary, the Treasurer, the Registrar and a minimum of 2 and maximum of 3 Members at Large.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

In order to protect the interests of the founding communities Grandview and Gilbert Plains, at least 4 of 7 members of the Board must be comprised of the residents of one of these communities.

Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for at least 2 full years.

Each member of the Board of Directors shall attend at least 80% monthly meetings of the Board per year and take on at least 3 Board tasks.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held at the end of August of each calendar year and at a location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days, prior to the meeting date.

Section 4. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the

members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 5. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 6. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 7. Board Member Benefit

After serving one full year as a Board Member, attended 80% of meetings and completed three (3) Board tasks, the Board member's child will have priority registration privileges for the recreational stream.

Section 8. Confidentiality

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to financial statements.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 9. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 10. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 11. Removal.

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE VI. OFFICERS

The officers of this Board shall be the President, Secretary, Treasurer and Registrar. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall make every reasonable effort to prepare and distribute an agenda for each meeting.

- c. He/She shall direct Board discussion to ensure all members have equal opportunity to speak.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. He/She shall clarify follow-up action resulting from discussion.
- f. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.
- d. He/She shall ensure Board motions are consistent with the existing policy and procedures. If a Board motion results or required a change in existing policies and procedures, then this information is communicated with affected members, and necessary updates are made to the By-Laws of the Corporation.

Section 3. Treasurer

The Treasurer's duties shall be:

- a. He/She shall submit an annual budget.
- b. He/She shall present a complete and accurate report of the finances at each meeting of the members, or at any other time upon request by the Board.
- c. He/She shall have input into the annual registration fees and parent volunteer requirements.
- d. He/She shall review the annual statements and report to the Board any significant deviations from the budget or items needing attention
- e. He/She shall ensure that all financial records are current and accurate.
- f. He/She shall ensure that all coaches are paid monthly.

- g. He/She shall make all deposits and work with the Head Coach to ensure registration fees are received from participants.

Section 4. Registrar

The Registrar's duties shall be:

- a. He/She shall register all gymnasts with the MGA within 30 days of registration.
- b. He/She shall circulate information about competitions to competitive athletes.
- c. He/She shall register all willing competitive athletes in competitions.
- d. He/She shall submit records of payment to the Treasurer for all transactions.

Section 5. Election of Officers

The Board of Directors shall submit nominations at the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor during the AGM. The election shall be held at the annual meeting of the members. Those officers elected shall serve a term of two (2) years, commencing at the next meeting following the annual meeting.

Section 6. Removal of Officer

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Board of Directors shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI. STAFFING

Section 1: Head Coach

The Head Coach's duties shall be:

- a. He/She shall oversee and represent the interests of the coaches.
- b. He/She shall communicate needs and concerns from the coaches to the Board.
- c. He/She shall communicate Board decisions and significant meeting outcomes to the coaches.
- d. He/She shall organize the gymnastics program including class, coach and volunteer schedules, as well as competitions and uniforms.
- e. He/She shall work with the Board to plan parent nights and showcase nights
- f. He/She shall communicate with and update the gymnasts and the Board with any information that is necessary regarding protocols and regulations.

Section 2: Coaching Staff

The Head Coach will determine coaching assignments for each gymnastic class. Coaches should forward their availability to the Head Coach prior to the start of each session for consideration in scheduling. All coaches are responsible for working during their scheduled shift. At least 48 hours of notice needs to be given if a change to a regular coaching schedules needs to be made. The Head Coach needs to approve any shift changes. Coaches are responsible for showing up to class prepared with appropriate lesson plans for the level they are instructing.

Section 3: Student Coaches

All students new to coaching must volunteer within the club for a minimum of one (1) coaching season to intern with a certified Level One coach before they will be considered for paid employment. Student coaches needs to be at least 12 years old unless they are pre-approved by the Board. A Young Workers Readiness Certificate with a parent signature and a minimum age of 13 is necessary for a student coach to be able to apply to be a paid coach. The student coach may only observe and assist and must always be under the direct supervision of a trained coach.

Section 4: Certification

- a. First Aid - At least one coach per class will hold a valid First Aid/CPR certification. The club will agree to pay the cost of independent certification or will arrange for a group of individuals to be trained if numbers dictate that it is needed.
- b. Respect in Sport - All employees must complete the Respect-In-Sport course online and update it as needed. All employees need to have this completed before coaching

athletes. It is the responsibility of each coach to provide proof of completion of the course to be filed with the Board of Directors.

- c. Child Abuse – All coaches must complete and pass the Manitoba Child Abuse Registry prior to the first class. The form must be submitted to the Board.
- d. Criminal Record Check – All coaches 18 and over are required to submit an approved Criminal Record Check in a manner supported by the MGA.
- e. Level 1 and 2 Certification – The club requires all employees to maintain coaching certifications and participate in ongoing professional development in the gymnastics and coaching fields. The club will financially support individuals who are committed to certifying in higher levels of coaching to support our athletes. All coaches who are interested in furthering their training are to consult with the Head Coach to help arrange for training opportunities.

Section 5: Performance Review

The coaches may undergo performance reviews, as requested by the Board of Directors. All coaches will refrain from personal cell phone use during class time. Electronics may only be used for professional use as directed by the Head Coach.

Section 6: Salaries and Wages

The salaries and wages of coaches will be reviewed on an annual basis. New employees will be subject to a three (3) month probationary period. If, at any time during this probationary period the Board is not satisfied with the individual, the Board may choose to terminate employment without notice or severance. Consideration for an increase in salary or wage will typically not occur for twelve (12) months from the hiring date, but may occur earlier if agreed upon at the time of hiring. Coaching positions are one (1) year terms.

Section 7: Holidays

Before the fall AGM, the Board and the Head Coach will determine when training will occur during the holiday seasons based on the timing of sessions. This includes but not limited to Christmas break, Spring Break and Provincial holidays.

Section 8: Travel Expenses

The following outlines the procedure for claiming a reimbursable travel expense.

- a. If accommodation with family or friends is not an option, the Board will reimburse for a standard room at the Board recommended hotels. Coaches are expected to double up with other coaches if possible. Upgrades and additional room charges (i.e. room services, telephone calls) will not be reimbursed.

- b. If coaches use their personal vehicle, they will be reimbursed for mileage as per Board approval.
- c. It is expected that effort will be made to carpool, if possible. Reimbursement will be given to the driving coach.
- d. Parent coaches who have a child competing at that competition will not be reimbursed if they are not on the competition floor.
- e. Coaches are expected to take advantage of free complimentary meals provided at competitions.

ARTICLE VII. – CONFLICT OF INTEREST AND COMPLAINTS

Section 1: Conflict of Interest

On the occasion where a Board Member believes there to be a conflict of interest, he/she will notify the Board of a possible conflict. The Board will determine whether the individual is in a conflict of interest and will determine whether the individual should remove him/herself from the discussion and from a vote, if one is required.

Section 2: Complaints

If parents have a concern about their child(ren), the first step is to email their concern to the Head coach. If the parent remains unsatisfied, he/she should then request a meeting with the Head Coach to discuss their concerns. The Board of Directors should be notified in writing if discussions with the Head Coach have not been resolved to his/her satisfaction.

ARTICLE IX – SUBSTANCE USE

Section 1: Substance Use

Grandplains Gymcats Inc. prohibit the use of alcohol, tobacco, vaping or drugs in its facility. Individuals visiting the premises must abide by all No Smoking Legislation. Persons suspected of being under the influence of alcohol or drugs will not be permitted to participate in gymnastics activities and will be asked to leave the premises. Written records of any behavior involving drugs, tobacco, vaping, or alcohol will be forwarded to the Board of Directors.

ARTICLE X – PROGRAMS OFFERED

There are two (2) primary programming streams offered by the Grandplains Gymnastics Inc. club, competitive and recreational.

Section 1: Competitive Program

The competitive program is based on a team concepts, with groups breaking out into pre-competitive training and training at the Provincial level. The time and commitment of the competitive stream is substantial with the hours varying from four (4) hours per week to eight (8) hours per week. This program requires strong commitment by the gymnast and family from September until April. The competitive program requires travel to other clubs to participate in competitions and may involve considerable expenses in addition to the regular training (registration) fee.

- a. Gymnasts who are in the competitive stream must attend a minimum of 75% of their classes in order to attend competitions.
- b. Entry into the competitive program is dependent upon a Head Coach invitation for recommendation. The Head Coach identifies individuals already registered in recreational classes for consideration into the competitive stream.
- c. All members of the competitive stream are expected to indicate their commitment to return to the competitive stream in the fall by the end of April of each year.
- d. Costs, including costs to participate in competition registrations, travel, accommodations, cost of a competitive bodysuit, competitive team warm up suit and personal supplies such as gauze, protape, wrist bands, ankle/knee supports, grips, etc. in addition to the regular training fees are the responsibility of the athlete.

Section 2: Recreational Program

The club has established a variety of recreational programs over the years that change and adapt based on need and demand. The recreation program operates to provide a program that will give each athlete a chance to develop their skills their greatest potential. In the recreational program, athletes will experience a wide variety of movement and learn concepts in a safe and positive learning environment. The programs are non-competitive and each child will work at their own skill level.

Physical, emotional and social development and the well-being of the athlete is paramount in lesson planning.

ARTICLE XI. ATHLETE SAFETY

Section 1: Safety

- a. Coaches shall regularly inspect equipment and ensure proper use of equipment.
- b. Coaches shall ensure that all safety rules are adhered to.
- c. No athlete is allowed to train without appropriate coach supervision.
- d. Coaches shall ensure that athletes are attempting skills that are reasonable for their skill level and expertise.
- e. When athletes are learning new and advanced skills, appropriate spotting and coaching will be provided.

Section 2: Injuries

- a. Head Coach shall maintain appropriate first aid kits.
- b. Individual injuries should be assessed by appropriate medical professionals and athletes should have a treatment plan in order to resume training.
- c. An injured competitive gymnast may choose to continue training in a conditioning capacity until recovered from injury.
- d. The injury report form shall be completed after any injury occurs at the facility or in the course of Club business.
- e. The Board will review the completed injury report.

Section 3: Suspicion of Abuse

All coaches follow the Sport Manitoba's "*Keeping Kids Safe*" recommendations and the Province of Manitoba's "*Reporting of Child Protection and Child Abuse*" to support all athletes.

ARTICLE XII. FINANCES

Section 1: Financial Responsibility

Grandplains Gymcats Inc. have a fiduciary responsibility to ensure all financial decisions are made in the best interest of the Club. All decisions that will have a monetary impact will be carefully considered, taking into account the budget, changes in assumptions since the budget was approved, and possible ramifications on the financial well-being of the Club.

With respect to the actual, ongoing condition of the organization's financial state, the Board of Directors may not cause or allow the development of fiscal jeopardy or compromise board priorities.

Accordingly, the Board should not:

- a. Budget for a deficit. In other words, may not knowingly plan to expend more funds than anticipating receiving.
- b. In-debt the organization or incur accounts payable, in an amount greater than can be repaid by certain, otherwise unencumbered revenues within 90 days.
- c. Allow cash-on-hand to drop below the amount needed to settle payroll and debts in a timely manner.
- d. Allow tax payments or other government-ordered payments or filings to be overdue or inaccurately filed.

Section 2: Spending

The Board will outline allowable expenditure limits for operational items that do not require Board approval (for example, expenditures for office supplies, cleaning supplies, minor equipment repairs, etc.). Any amounts in excess of these will require Board approval.

The Treasurer shall provide regular updates to the Board showing any significant variations from the budget.

The Treasurer will keep track of cash reserves in the bank for unforeseen capital expenditures.

Section 3: Signing Authority

Grandplains Gymcats Inc. requires two signatures on each cheque. To ensure that two signers are readily available throughout the year, three board members shall have signing authority. Only current board members may have signing authority. Any two of three individuals having signing authority may sign cheques.

Once the new Board of Directors is elected at the AGM, one of the first orders of business is a motion for change in signing authorities.

Section 4: Fundraising

The Grandplains Gymcats Inc. rely very heavily on fundraising initiatives in order to provide reasonably priced gymnastics programs. The fundraising goals will be determined each year by the new Board of Directors. A Fundraising Director may take the lead and work with the Treasurer to establish fundraising goals for the year for inclusion in the budget.

Each year the Board of Directors will establish a plan to utilize its competitive and recreational families to achieve its fundraising goals. During fall registration, each family will be asked to provide the club with a \$100 fundraising fee. Families who do not meet the minimum

fundraising requirements outlined in the policy will have their cheques cashed by the Grandplains Gymcats Inc.

Section 5. Location of Equipment

In order to move the Grandplains Gymcats Club from Grandview, a vote will be held at an AGM and 95% of the Club members must be in agreement of the move.

In the event that the Grandplains Gymcats dissolve, the Grandview Recreation Commission will have first option to buy the gymnastics equipment for \$1.00. If Grandview Recreation is not interested in this option, the equipment will be offered to the Gilbert Plains Recreation Commission for \$1.00.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Government of Manitoba, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 15 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

Blaine Harder, President – Grandplains Gymcats Inc.

ATTEST: Jennifer Knutson, Secretary – Grandplains Gymcats Inc.