

Regina Disc Golf Association, Inc.

Bylaws

Amended by the Board of Directors on
January 9th, 2024

PART 1 - Preliminary Matters

1.1 Definitions

In these Bylaws:

- (a) **“Act”** means *The Non-Profit Corporations Act, 2022*;
- (b) **“AGM”** means an Annual General Meeting of the RDGA;
- (c) **“Board”** means the Board of Directors elected in accordance with these Bylaws;
- (d) **“candidate”** means a member who is nominated for a Board position at the AGM;
- (e) **“conflict of interest”** means any situation in which a person’s personal interests are in conflict or may be perceived to be in conflict with the best interests of the RDGA;
- (f) **“Director”** means a member of the Board appointed in accordance with these Bylaws;
- (g) **“member”** means a person who has paid a membership fee to the RDGA and is in good standing with the organization.
- (h) **“PDGA”** means The Professional Disc Golf Association which is the governing body for all professional disc golf activities;
- (i) **“RDGA”** means the Regina Disc Golf Association, Inc.;
- (j) **“General Meeting”** refers to meetings open to all members, stakeholders, and sometimes the public. They are designed to be inclusive and to have the interest of the disc golf community at large.
- (k) **“Special Meeting”** refers to general meetings called by the board for special circumstances.
- (l) **“Board Meeting”** refers to meetings that are restricted to meetings of the board of directors along with key staff members or advisors. They are usually not open to the general members of the public.

1.2 Name

.1 The name of the organization shall be the Regina Disc Golf Association, Inc.

1.3 Mandate

- .1 The mandate of the RDGA is to grow and support the sport of disc golf in Regina including:
- (a) offering events and workshops;
 - (b) organizing and hosting regional professional and amateur disc golf tournaments and competitions; and
 - (c) promoting and developing disc golf courses in Regina and the surrounding area.

PART 2 - Meetings

2.1 Annual General Meeting

- .1 The AGM shall be held no later than 90 days after each fiscal year end.
- .2 Notice for the AGM shall be sent to members no less than 30 days in advance of the scheduled date.

2.2 Special General Meetings

- .1 Special general meetings may be called at any time by the Board.

2.3 General Meetings

- .1 Notice for general meetings shall adhere to the following:
 - (a) The Board shall set the date, time and place for general meetings.
 - (b) Notice of general meetings shall be sent to the Directors and members no less than 15 days prior to the meeting.
- .2 General meetings are open to all those who wish to attend.

2.4 Board Meetings

- .1 The Board shall meet no fewer than eight (8) times a year.
- .2 Notice for board meetings shall adhere to the following:
 - (a) Subject to subsection (2), the Directors shall be notified about meetings at least one (1) week prior to the scheduled date.
 - (b) The Directors may agree to meet on regular dates without notice or may, by unanimous consent of all Directors, meet at any time or place without notice.

2.5 Quorum

- .1 A minimum of 50% of Sitting Directors and board members shall constitute a quorum at any meeting.

2.6 Rules of Order

- .1 All meetings shall be conducted in accordance with *Robert's Rules of Order*.

PART 3 - Board of Directors

3.1 Eligibility

- .1 The Board shall be comprised of members who are committed to the mandate of the RDGA and who are willing to contribute knowledge and skills to maintaining and directing the organization.

3.2 Number of Directors

- .1 The Board shall consist of no less than 5 Directors at any given time.
- .2 The following positions must be held at all times:
 - (a) President
 - (b) Treasurer

3.3 Vacancies

- .1 Any vacancy occurring on the Board may be filled by appointment of the Board.

3.4 Elections

- .1 Subject to Rule 3.3, elections for all eligible Board positions shall occur at the AGM.
- .2 Members shall have the right to a single vote for a single candidate.
- .3 Voting shall be conducted by either a show of hands or secret ballot at the board's direction during the AGM.
- .4 If there is only one candidate for a position, there shall be a vote of confirmation which gives members the chance to vote for or against the candidate.
- .5 If a candidate receives greater than 50% of the vote or vote of confirmation, then they are appointed for a term.
- .6 If multiple candidates apply for the same position and no one candidate receives a majority (>50% of the vote), a second (or third, etc.) round of voting shall occur, with the last place candidate from the previous round removed, until a majority is achieved.

3.5 Absenteeism

- .1 A majority vote of the Board may declare a position vacant if a Director has missed more than 3 consecutive meetings and in the opinion of the Board has done so without reasonable justification.

3.6 Duties and Responsibilities

- .1 The Board shall govern the general affairs of the RDGA.
- .2 The Board shall have the right to make any policy and procedures it deems necessary to meet the mandate of the RDGA.

3.7 Director's powers limited

- .1 No Director shall have the power or authority to act or otherwise bind or commit the RDGA to any contract or course of action without the approval of the Board.

3.8 Roles, responsibilities and Duties

- .1 The Board shall consist of the following positions:

- (a) President – 1 position, 2-year term, elected even years

Transitioned from Vice President. Responsible for completing or delegating responsibility for course maintenance, development, lending club discs, liaising with regulatory bodies as relates to course matters (i.e.: Wascana, City of Regina, etc.), promoting membership in the RDGA, and succession planning. The President has signing authority on any RDGA bank account(s).

- (a) Vice President – 1 position, 2-year term, elected odd years

Will Transition to President. Responsible for performing the duties of President in the absence of the President and shall have the powers of and be subject to all the restrictions placed on the President. The Vice President shall also perform any other duties that may be assigned to the Vice President by the President or the Board of Directors.

- (b) Treasurer – 1 position, 2-year term.

Responsible for maintaining finances and financial records of the RDGA, completing annual non-profit filings (i.e.: ISC, etc), developing and proposing the budget at the AGM, and responsible for petty cash. The Treasurer has signing authority on any RDGA bank account(s).

.2 The Board may consist of the following positions:

- (c) Program Director – 1 position, 2-year term.

Responsible for overseeing and promoting the leagues and events of the RDGA, including the “Tag league”, weekly “Walk in the Park” and “Putt club”. Upon approval of new bylaws, 2024 position will only be one year.

- (f) Public Relations Director - 1 position, 1-year term

Responsible for promoting growth of the sport through corporate workshops, hosting open workshops for the public, media relations etc. and fundraising.

- (h) Digital Media Director - 1 position, 1-year term

Responsible for the online presence of the RDGA including emails, newsletters, the RDGA website, Facebook pages, and other social media accounts.

- (i) Member-at-large - 2 positions, 1-year term each

Responsible to attend meetings when available, and to help other Directors in their responsibilities.

3.11 Code of Conduct

- .1 Directors shall act in an ethical and professional manner.
- .2 Upon election, Directors and members shall sign and adhere to the Board Members Code of Honor and Commitment.

3.12 Conflict of Interest

- .1 It is the responsibility of each Director:
 - (a) To notify the Board of any perceived conflicts of interest they may have with the RDGA; and
 - (b) To identify and bring to the attention of the Board any perceived conflict of interest of any other Director if it has not already been brought to the Board.

PART 4 - Business of the RDGA

4.1 Corporate Records

- .1 The Board shall make the following documents accessible to all Directors:
 - (a) Articles of incorporation and continuance;
 - (b) Bylaws and all bylaw amendments;
 - (c) minutes of meetings;
 - (d) accounting records;
 - (e) copies of notices of director changes and a list of Board Directors;
 - (f) any other documents required by the Act.

4.2 Dissolution

- .1 Subject to the Act, in the event of the dissolution of the RDGA, after payment of all liabilities, any remaining assets shall be donated to the City of Regina.
- .2 Distribution of the remaining assets must be decided on at a General Meeting.

PART 5 - Fiscal Responsibility

5.1 Fiscal Year

- .1 The fiscal year end shall be October 31 of each year.

.2 Financial statements for the fiscal year shall be presented at each AGM.

5.2 Financial Oversight

.1 At each AGM a financial report for the RDGA will be presented to those present.

.2 In accordance with the Act, at each AGM a decision must be made with respect to what form the annual financial review will take (audit, review, statements, etc.), or unaudited financial statements produced within the RDGA's due diligence financial process if approved at the AGM.

5.3 Signing Authority

.1 The President and Treasurer shall be designated as signing authorities on behalf of the RDGA.

.2 The Board shall designate, by resolution, at least 1 other Director who shall be empowered with signing authority on behalf of the RDGA.

.3 Expenditures must be authorized by 2 signing authorities.

PART 6 - Bylaws

6.1 Amendments

.1 Notwithstanding subsection 9-3(2) of the Act, any amendment or repeal of these bylaws by the directors shall be confirmed, rejected or amended by the membership at the AGM.