

The River City Irish Dance Parents Association Incorporated

By-Laws



SECTION 1 - GENERAL

1.01 Mission

The mission of the River City Irish Dance Parents Association (RCIDPA) is to provide support to the members and to promote the goals of the River City School of Irish Dance (RCSID).

1.02 Mandate

The mandate of the RCIDPA is to assist in the development of dancers, promote the awareness and appreciation of Irish dance in Saskatoon, to foster good will and sportsmanship among our members and dancers, to provide traditional costumes for our dancers and to provide resources to the RCSID. We will carry out our mandate by assisting RCSID to organize social events, coordinating school fundraising and managing the costume inventory. Revenues for the RCIDPA will be generated through membership fees, fundraising, grants, and sponsorships.

1.03 Definitions

In these by-laws and all other by-laws of the RCIDPA, unless the context otherwise requires:

- a "Act" means the *The Non-profit Corporations Act, 1995 Chapter N-4.2 of the Statutes of Saskatchewan, 1995 (effective May 15, 1995)* including *The Non-profit Corporations Regulations, 1997 Chapter N-4.2 Reg 1 (effective February 19, 1997)* made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the RCIDPA;
- c "board" means the board of directors of the RCIDPA and "director" means a member of the board;
- d "by-law" means this by-law and any other by-laws of the RCIDPA as amended and which are, from time to time, in force and effect;
- e "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g "proposal" means a proposal submitted by a member of the RCIDPA that meets the requirements of section 163 (Shareholder Proposals) of the Act;

- h "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.04 Interpretation

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the RCIDPA may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Financial Year End

The financial year end of the RCIDPA shall be August 31 of the following year.

1.07 Banking Arrangements

The banking business of the RCIDPA shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the RCIDPA and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

The RCIDPA may, instead of sending copies of the annual financial statements and other documents referred to in subsection 142 (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 142 are available at the registered office of the RCIDPA and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP FOR RIVER CITY IRISH DANCE PARENTS ASSOCIATION**2.01 Membership Conditions**

Subject to the articles, there shall be one class of members in the RCIDPA. Membership in the RCIDPA is mandatory upon registration with the RCSID but optional for the Adult dancers. Membership in the RCIDPA is conditional upon up-to-date fee payment to the RCSID. If registration in the RCSID is terminated but reinstated in the same calendar year, membership with the RCIDPA will also be reinstated without need for re-payment of membership dues. Each member shall be entitled to receive notice of, and attend all meetings of the members of the RCIDPA.

2.02 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the RCIDPA. Membership dues are mandatory and non-refundable.

2.03 Termination of Membership

A membership in the RCIDPA is terminated when:

- a the member dies;
- b a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c the member resigns by delivering a written resignation to the president, TCRGs, and treasurer of the board of the RCIDPA in which case such resignation shall be effective on the date specified in the resignation;
- d the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e the member's term of membership expires; or
- f the RCIDPA is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the RCIDPA, automatically cease to exist.

2.04 Discipline of Members

Together with the RCSID TCRGs, the board shall have authority to discipline any member from the RCIDPA for any one or more of the following grounds:

- a violating any provision of the articles, by-laws, or written policies of the RCIDPA;
- b carrying out any conduct which may be detrimental to the RCIDPA as determined by the board in its sole discretion;
- c for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the RCIDPA.

In the event that a member has acted as described above, the matter will first be referred to the TCRGs. Requirement for discipline will be determined jointly with the TCRGs. In the event that member requires discipline, the president, or such other officer as may be designated by the board, shall provide twenty-four (24) hours notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within a twenty (20) day period. In the event that no written submissions are received by the president, the TCRGs, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the RCIDPA. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Notice of Meetings to Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means: by email to each member entitled to vote at the meeting, during a period of 15 to 50 days before the day on which the meeting is to be held

3.02 Persons Entitled to Be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting which includes a member of each paying family, the directors and the public accountant of the RCIDPA and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the RCIDPA to be present at the meeting. The TCRGs are entitled to be present at all meetings. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.03 Chair of the Meeting

The Chair or President of the Board is to chair all recorded meetings. In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 50% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.06 Absentee Voting By Proxy

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the RCIDPA has a system that:

- a enables the votes to be gathered in a manner that permits their subsequent verification, and
- b permits the tallied votes to be presented to the RCIDPA without it being possible for the RCIDPA to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the RCIDPA to change this method of voting by members not in attendance at a meeting of members.

3.07 Annual General Meeting (AGM)

The Annual General Meeting (AGM) will be held within 15 months of the last preceding annual meeting but no later than six months after the end of the preceding fiscal year. Financial statements and a copy of the bylaws will be sent to the membership at least 15 days prior to the date of the meeting. The purpose of the AGM is to: Read and correct the minutes of the previous AGM, approve the financial statements, including reports to the board, receive committee reports not included in the financial statement, approve amendments to the bylaws, call for nominations for the board, elect new directors, transact any other business.

SECTION 4 - DIRECTORS

4.01 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election

4.02 Lack of Attendance and Discipline for Board Members

If a board member fails to attend at least 50% of meetings to be recorded every three (3) meetings in an annual period they will be warned. If warned, a board member must attend all meetings. If another warning is issued, then the board member will be asked to step down from the board as they will be seen as unfit to belong to the board of directors.

SECTION 5 - MEETING OF DIRECTORS

5.01 Calling of Meetings

Meetings of the board may be called by the president of the board, the vice-president of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

5.02 Notice of Meetings

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the RCIDPA and TCRGs not less than 7 days before the time when the meeting is to be held by email to all members of the board.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 101(5) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 101(5) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

5.04 Quorum at Meetings of Directors

A quorum at any meeting of the directors shall be 50% of directors entitled to vote at the meeting. If a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.05 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 6 - BOARD MEMBERS

6.01 Description of Officers

Description of Officers Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Executive

President – The president shall be responsible for implementing the strategic plans and policies of the RCIDPA. The president shall, subject to the authority of the board, have general supervision of the affairs of the RCIDPA and act as a liaison between the TCRGs of the RCSID and the RCIDPA.

Vice- President- The vice-president shall act as fundraising coordinator and shall have such other duties and powers as the board may specify. If the president of the board is absent or is unable or refuses to act, the vice-president shall, when present, preside at all meetings of the board of directors and of the members.

Treasurer - The treasurer shall have such powers and duties as the board may specify, such as fee collecting, book keeping, and preparing of financial statements. prepare and distribute membership form and collect all RCIDPA Fees and make registration spreadsheet of all dancer contact info to be distributed to the board. The Treasurer will put together a contact list for all families.

Secretary – The secretary shall be responsible for registration of members and development of a contact list. The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary will inform the membership of upcoming RCIDPA activities in the form of a newsletter by email and/or print out.

Past President – The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President may perform the duties of the President in the absence or disability of the President.

Coordinator positions

Costume Coordinator – The costume coordinator will manage the RCIDPA costume inventory, including but not limited to all dresses, skirts, vests, bloomers, headbands and ties. They will keep

an up-to-date costume inventory spreadsheet. The costume coordinator shall be responsible for communicating with TCRGs in regards to dancer costume requirements, changes to costumes and new costumes. The costume coordinator will be responsible for organizing costume fittings, measuring and sending costumes for alterations, as well as ordering new costumes when required. Costume coordinator will be required to collect all costumes at the end of the dance year, assess any damage to costumes, contact dancers that have not returned dresses and communicate to treasurer if a dress deposit needs to be cashed. Throughout the year the costume coordinator may be required to perform minor costume fixes (gluing missing gems, sewing on buttons, etc.).

Event Committee Coordinator – The event committee coordinator will head the event committee and coordinate volunteers to organize all RCIDPA Events, including but not limited to the Annual Ceili, Recital and Year-end BBQ.

Volunteer Coordinator – Contact, Organize and manage volunteers for all RCIDPA events and fundraisers (Ceili, Feis, Recital, Folkfest, etc.). The volunteer coordinator will track volunteer hours and manage these appropriately among the members.

Member at Large (up to 4 positions): The members at large have no specific pre-determined duties but may be tasked with such duties as deemed appropriate by the board.

The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them.

6.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, a board member at any given time. Unless so removed, a board member shall hold office until the earlier of:

- a the board member's term of two (2) years coming to term,
- b the board member's resignation,
- c such board member's death.

If the office of any board member of the RCIDPA board shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 7 - NOTICES

7.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director,

officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the River City board; or
- b if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid.

7.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

7.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the RCIDPA board has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 8 - DISPUTE RESOLUTION

8.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, TCRGs, clients, or students of the RCIDPA are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 8.02 of this by-law.

8.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members, TCRGs, clients, or students of the RCIDPA arising out of or related to the articles or by-laws, or out of any aspect of the operations of the RCIDPA is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, TCRGs, clients, or students of the RCIDPA as set out in the articles, by-laws, or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to the board president and TCRGs. The President, or a board member appointed to mediate, and TCRGs will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by the board and the TCRGs, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the RCIDPA is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the board shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- c. In regards to all disputes at the RCIDPA; all matters that are cause for dispute and mediation on behalf of the TCRGs and the board will be recorded and saved for further reference. If there is a dispute that continues to occur, the parties in question will be given three (3) chances to rectify the issue. If the issue is not resolved at this time, a singular individual, or both parties, will be asked to leave the RCIDPA. The decision of the board shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. In the rare case that a first offence issue is deemed a criminal offence in reference to the laws and codes associated with the Criminal Code of Canada, the individual(s) will be removed from the RCIDPA immediately. The decision of the board shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- e. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 9 - EFFECTIVE DATE

9.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Laws No. 1 through 9 of the RCIDPA, as enacted by the directors of the RCIDPA by resolution on the 20th day of December, 2018 and confirmed by the members of the RCIDPA by special resolution on the 20th day of December, 2018.

Dated as of the 22nd day of January, 2019.

STEVE PICHE



[Indicate name of director/officer]