



PRAIRIE PERFORMANCE TRIATHLON  
Winnipeg, Manitoba, Canada

**CONSTITUTION**

1. **Name of the team.** Prairie Performance Triathlon
2. **Mission statement.** The overall purpose and aim of Prairie Performance Triathlon is to support and promote the growth of Triathlon in Manitoba and provide a structured group environment to assist athletes in reaching their goals.
3. **Activities.** The activities of the Team shall be carried out on a not-for-profit basis, and any profits earned by the Team shall be used for promoting its objectives.

**BYLAWS**

**SECTION 1: GENERAL**

1. **Definitions.** In these Bylaws, unless the context otherwise requires:
  - a. Board: the Board of Directors of the Team
  - b. Executive Committee: the committee comprised of the President, Vice-President, Treasurer and Secretary
  - c. Bylaws: this Bylaw and all other Bylaws of the Team enacted by and in force from time to time
  - d. Committee: a Committee of the Board
  - e. Member: all individuals of each category contained in Section 2
  - f. Membership Year: time period from November 1st through October 31st the following year
  - g. Team: Prairie Performance Triathlon
  - h. Team Sponsored Race: the St. Malo Triathlon or such other race as determined by the Board
  - i. Triathlon: a continuous endurance event comprised of swimming, cycling and running and for the purpose of these bylaws shall also include other multi-sport activities, including but not limited to, duathlons, winter triathlons, aquathlons, swim/runs, and any other event that would generally fall within the jurisdiction of the provincial governing body, Triathlon Manitoba, or that is deemed by the Board to be similar enough in practice or in spirit to a traditional triathlon



2. **Interpretation.** Words stating the singular shall include the plural and vice versa; words stating the male gender shall include all genders as well as corporate bodies.
3. **Ruling on Bylaws.** The Board shall have the authority to interpret any provision of these Bylaws which is contradictory, ambiguous or unclear.
4. **Conduct of Meetings.** Unless otherwise specified by the Board, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

## SECTION 2: MEMBERSHIP

1. **Membership Requirements.** Any individual may become a member of the Team by completing the membership application, paying the membership fee and committing to volunteer, or provide a suitable volunteer replacement, for two full days of the Team Sponsored Race or some other volunteer service deemed by the Board to be equivalent to the Team Sponsored Race.
2. **Membership Registration.** All members shall complete the membership application and waiver. Members under the age of 18, on or before January 1st of a Membership Year, must have a guardian co-sign the application and waiver.
3. **Non-Transferable.** Membership in the Team is not transferable.
4. **Membership Fees and Access to Workouts.** The Board shall determine the membership fees annually, and all Members shall be granted access to the number and type of Team provided workouts as may be determined by the Board, and as detailed in the membership application.
5. **Membership Year.** Unless otherwise determined by the Board, membership year shall be November 1st to October 31st.
6. **Membership Categories.** Members may belong to any of the following categories of membership in the Team:
  - a. Full Member: any person eighteen (18) years of age or older who has been granted membership within the membership year. Individual members are entitled to vote at the AGM
  - b. Youth Member: any person under the age of eighteen (18) who has been granted membership within the membership year. Youth members are not entitled to vote at the AGM

- c. Associate Member: any person who at the sole discretion of the Board, supports the purposes of the Team is eligible to be an Associate Member. Associate Members are not entitled to vote at the AGM and may include, but are not limited to drop-in members, officials, coaches, committee members, volunteers, race directors and parents
  - d. Honourary Member: any person who at the sole direction of the Board, and approved by the Members entitled to vote at the AGM, may be awarded an Honourary Membership with the Team. Honourary Members are not entitled to vote at the AGM.
7. **Resignation by Member**. A member may resign from the Team by providing written notice to the Board. The resignation shall be effective the date the request is received by the Board.
8. **Termination of Membership by the Board**. At the discretion of the Board, a Member may have their membership terminated and/or be ineligible to apply for a membership with the Team in the following membership year for any one (1) of the following reasons:
- a. Failing to pay membership fees at the time of the application for membership, unless satisfactory alternate payment terms have been documented and agreed to by the Executive Committee and the Member; or
  - b. Failing to comply with the membership volunteer requirements contained in these Bylaws.

### **SECTION 3: GOVERNANCE**

1. **Composition of the Board**. The Board of Directors shall consist of up to seven Directors as follows:
- a. President
  - b. Vice President
  - c. Treasurer
  - d. Secretary
  - e. Directors-at-Large (up to three)
2. **Powers of the Board**
- a. Powers of the Team: Except as otherwise provided in these Bylaws, the Board has the powers of the Team and may delegate any of its powers, duties and functions.
  - b. Managing the Affairs of the Team: The Board may make policies, procedures, and regulations for managing the affairs of the Team in



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accordance with these Bylaws. The Board shall supervise and exercise guidance over the operation of all standing committees.

- c. Employment of Individuals: The Board may employ such individuals as it deems necessary to conduct the affairs of the Team.

### 3. Election of the Board of Directors.

- a. Election: Directors will be elected at each Annual General Meeting as follows:
  - i. The President and Secretary will be elected at alternate Annual General Meetings to those listed in subsection ii.
  - ii. Vice President and Treasurer will be elected at alternate Annual General Meetings to those listed in subsection i.
  - iii. Directors will be elected to any positions other than those listed in subclause i and ii that are vacant at the time of an Annual General Meeting.
- b. Nomination Process:
  - i. Nominations for the Board will not be accepted from the floor of the Annual General Meeting. Nominees must submit a nomination package a minimum of four (4) hours prior to the meeting of Members to be eligible for election.
  - ii. The nomination package must include the position in which the Nominee is seeking election.
  - iii. The nomination package must be submitted to either the Team email address or to a minimum of two current Directors including at least one member of the Executive Committee.
- c. Elections: Elections for each non-Director-at-Large will be decided by majority vote of the Members in accordance with the following:
  - i. One (1) Valid Nomination: show of hands majority vote required for election.
  - ii. Two (2) Valid Nominations: Ballot voting will be conducted. The nominee receiving the greatest number of votes will be elected. In case of a tie, a second vote will be held. In the case of a second tie, the winner will be declared by majority vote of the Board.
  - iii. More than Two (2) Valid Nominations: Ballot voting will be conducted. The nominee receiving a majority of the votes will be elected. If no nominee receives a majority of the votes, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. This process will be repeated until a nominee receives a majority of the votes.

If the list of nominees is reduced to two (2), subsection ii will be followed.

- d. Director-at-Large Elections: Elections for each Director-at-Large position will be decided by majority vote of the Members in accordance with the following:
  - i. Fewer or equal number of Valid Nominations and Available Positions: Show of hands majority vote required for election.
  - ii. More Valid Nominations than Available Positions: Ballot voting will be conducted. The nominees(s) with the highest number of votes will fill the available positions until all available positions have been filled. In case of a tie for the final available position, a second ballot vote will be conducted between the tied nominees. If there continues to be a tie, then the winner will be declared by majority vote of the Board.
- e. Eligibility: No person shall be eligible to be a nominee for election to the Board unless the individual is at least eighteen (18) years of age and has been a Member of the Team for at least one (1) of the preceding three (3) Membership Years.
- f. Terms: Directors serve terms of two (2) years for an unlimited number of consecutive terms with the exception of the President who may only serve two (2) consecutive terms as President.

#### **4. Resignation and Removal of Directors.**

- a. Resignation: A Director may resign from the Board at any time by presenting written notice of resignation to the Board. This resignation shall become effective the date on which the request is received by the Board.
- b. Suspension of a Director: A Director may be suspended by unanimous vote of the remaining board members provided the Director has been given twenty-one (21) days notice and the opportunity to be present and speak at such a meeting.
  - i. The length of the suspension is to be determined by the remaining Directors
  - ii. A suspended Director is not permitted to attend or vote at meetings of the Board
  - iii. A suspended Director is permitted to attend and vote at meetings of the Members.
- c. Removal of a Director: A Director may be removed by majority vote of the Members present at a meeting of the Members provided the Director has been given twenty-one (21) days notice and the opportunity to be present and speak at such a meeting.



- d. Failure to Attend or Expiry of Membership: In the event a Director fails to attend two (2) consecutive meetings of the Board without reasonable excuse, the sufficiency whereof shall be in the sole discretion of the Board, or the Director's membership with the Team expires and they fail to renew their membership, the Board may rescind and terminate such Director's appointment as a member of the Board.
- e. Vacancy: If a vacancy on the Board occurs, the Board may appoint a Full Member to fill the vacancy until the expiration of that position's term.

## **5. Meetings of the Board.**

- a. Number of meetings: The board shall meet at least quarterly.
- b. Calling of meetings: Meetings of the Board shall be held from time to time and at such place as the President, failing whom, the Vice-President, may determine. Two (2) Directors may at any time request a meeting of the Board in writing or by electronic means. The purpose of the meeting and the names of the Directors requesting the meeting must be provided in the notice of meeting.
- c. Quorum: The quorum necessary for the transaction of business at any Board meeting shall be a majority of Directors currently in office.
- d. Chair: The President may be chairperson of all meetings of the Board. If the President is absent from the meeting or not present within ten (10) minutes of the designated start time, the Vice-President shall preside over the meeting. If both the President and the Vice-President are absent from the meeting, the Board shall appoint from among its members a Director to preside over the meeting. The President may appoint a Director as chairperson if desired.
- e. Voting: Unless specified otherwise, questions shall be decided by majority vote. Voting shall be by show of hands unless a majority of the Directors approve ballot voting.
- f. Participation by Electronic Means:
  - i. A Director may participate in a meeting of the Board by telephone or electronic means that permits all participants to communicate adequately with each other during the meetings. Directors participating in a meeting are deemed to be present at the meetings.
  - ii. Meetings may be held electronically via email, and Directors may approve documents and/or make decisions provided all Directors vote with "reply all" to ensure full transparency. The President, Vice- President, or Secretary must formally note via email that the ensuing email discussion serves as a Board meeting, and the subject line of all emails of the Board meeting

must include the words “Official Board Meeting” and the date of the meeting. All Board meeting emails shall be sent to all Board members. A copy of the full string of emails pertaining to a particular email Board meeting shall be kept by the Secretary as minutes of the meeting.

## **6. Officers.**

- a. Officers: The Officers of the Team are the President, Vice-President, Treasurer and Secretary.
- b. Duties: The duties of the Officers are as follows:
  - i. President. The President shall be responsible for the supervision of the affairs and operations of the Team; presiding over all meetings, or designating another Director of the Board to preside; serving as an ex-officio member of all Committees; administrative oversight of the Team Sponsored Race; supervising the other Board members in the execution of their duties, and other duties as may be established by the Board.
  - ii. Vice President. The Vice-President shall be responsible for the duties of the President in the absence of the President; keeping the records of the membership, including addresses and contact information and bringing such list to any AGM; preparation and oversight of coaching and facility contracts; and other duties as may be established by the Board.
  - iii. Treasurer. The Treasurer shall be responsible for keeping proper record of Team funds, receipts, books and disbursements necessary and as described in these Bylaws; making necessary payments and deposits; preparing and ensuring the accuracy of the financial statements; and other duties as may be established by the Board.
  - iv. Secretary. The Secretary shall be responsible for taking, keeping, and archiving the records and minutes of all meetings; and other duties as may be established by the Board.
  - v. All Board Members. All Directors shall be responsible for the general implementation of the affairs and operations of the Team; and the general oversight and implementation of the Team Sponsored Race, and any other Team sponsored events.
- c. Committees of the Board: The following Committees have been established by the Board;
  - i. Executive Committee: The Executive Committee may exercise, subject to restriction that the Board may from time to time impose, all the powers of the Board in the management and administration of the affairs of the Team.

- ii. **Standing Committees:** The Directors may carry out their functions through committees. Such committees will have a committee chair who shall coordinate the function of the committee and on behalf of the committee, then report back to the Board for ratification, information, and decision. The Standing Committees of the Team shall include the Executive Committee and all other Standing Committees the Board appoints. The Board can appoint the committee Members, prescribe the duties, and delegate to any Standing Committee any of its powers, duties, and functions except where prohibited by these Bylaws.

#### **7. Remuneration.**

- a. The Board may fix the remuneration of any employees, coaches or race directors of the Team and may formulate the policy of the Team in relation to the reimbursement of expenses. The Directors of the Team shall not receive any remuneration for the providing of their services for duties related to Team governance; provided, however, that the Directors shall be entitled to be reimbursed for such expenses properly incurred by them in attending to the affairs of the Team. The Board may engage such employees, coaches, race directors, solicitors, property managers, agents, and consultants and other persons at such salaries or for such remuneration as the Board may deem proper or necessary and may incur such expenditures incidental to the conduct of the affairs of the Team and carry out its objects as may appear proper and the Board shall approve the payment of all such salaries, remuneration and expenditure.

#### **8. Conflict of Interest.**

- a. A Director who is a party to, or has a material interest in any person who is a party to a material contract or proposed material contract with the Team shall request to have entered in the minutes of meetings of Board the nature and extent of their interest. Any Director so interested shall not vote on or otherwise participate in any decision related to the conflict of interest.

### **SECTION 4: MEETINGS OF MEMBERS**

1. **Types of meetings.** General meetings of members shall include Annual General Meetings and Special General Meetings.
2. **Notice.** Notice of time, place and date of the General Meetings shall be given to all Members at least twenty-one (21) days prior to the Meeting date. The





general nature of the business to be conducted there shall also be contained in the notice.

3. **Annual General Meeting.** The Team shall hold an Annual General Meeting on such a date, time and place as may be determined by the Board, provided the Annual General Meeting should be held not more than fifteen (15) months after the preceding Annual General Meeting.
4. **Special General Meeting.** A special meeting may be called at any time at the discretion of the Board, or upon the written request of ten (10) or more voting Members of the team, provided that such request:
  - a. States the purpose of the Special Meeting;
  - b. Is signed by those Members requesting the Special Meeting, and
  - c. Is delivered or sent by mail to the address of the Team or sent to the email address of the Team
5. **Quorum.** Quorum at the AGM shall be the lesser of ten (10) voting Members or sixty-six (66) percent of the current voting Members.
6. **Business at Meetings.** Election of Directors and approval of financial statements may only be conducted at the AGM. Any other business including the passing of ordinary or special resolutions may be conducted at the AGM or special meetings.
7. **New Business.** Members who want to include new business on the agenda of a General Meeting must submit the new business at least fourteen (14) days prior to the AGM or five (5) prior to a Special General Meeting.
8. **Voting.** At all AGMs every vote, resolution, and motion shall be determined by a majority vote, except unless otherwise required by these Bylaws. Voting may be by show of hands or secret ballot at the discretion of the chair. Voting by proxy shall not be permitted.

## **SECTION 5: FINANCES AND MANAGEMENT**

1. **Address of the Team.** Until changed in accordance with these Bylaws, the address of the Team shall be the Treasurer's address, which address shall include the Treasurer's civic address, and telephone number, or at such other location as the Board may from time to time determine.
2. **Fiscal year.** Unless otherwise determined by the Board, the fiscal year of the Team shall be November 1st to October 31st of each year.

3. **Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Team by two persons who hold the positions of the office of President, Vice-President, or Treasurer, or any other office created by Bylaw or resolution of the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.
4. **Banking Arrangements.** The banking business of the Team, including, without limitation, the borrowing of money and the giving of security thereof, shall be transacted with such banks, trust companies or other bodies corporate or organisations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorise.
5. **Recording of Monies.** All monies received by the Team shall be deposited in the Team's bank account as nearly as possible from day to day and all payments shall be made by electronic funds transfer on the Team's bank.
6. **Treasurer's Report.** The Treasurer shall, at least once in every year and more often if deemed proper by the Board, place before the Board a statement of receipts and disbursements and a balance sheet.

## **SECTION 6: INDEMNIFICATION**

1. **Shall Indemnify.** Except as described in clause 2, the Team shall indemnify and hold harmless out of the funds of the Team each Director from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director.
2. **Shall Not Indemnify.** The Team shall not indemnify a Director or any other individual for acts of fraud, dishonesty, or bad faith.
3. **Insurance.** The Team may purchase and maintain insurance for the benefit of its Directors, as the Board may determine.

## **SECTION 7: NOTICE**

1. **Written Notice.** In these Bylaws, written notice shall mean notice, which is hand-delivered, emailed or provided by mail or courier to the address of record of the Team.

2. **Error in Notice.** The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Officer, Director or Member to receive notice, or an error in any notice, which does not affect its substance, shall not invalidate any action taken at the Meeting.

## **SECTION 8: DISSOLUTION**

1. In the event of dissolution of the Team, the assets, which remain after satisfying all debts and liabilities, shall be distributed to a charitable organisation or non-profit organisation having purposes similar to those of the Team, as determined by the Board prior to dissolution.

## **SECTION 9: AMENDMENT OF BYLAWS**

1. **Amendment.** These Bylaws may be amended, revised, repealed or added to:
  - a. By majority vote of the Board. Any Bylaws amendments will be submitted to the Members at the next meeting of Members and the voting Members may confirm or reject the Bylaws amendment by majority vote; or
  - b. By a Member in the form of a Member Proposal, submitted to the Association ninety (90) days prior to the anniversary date of the Annual General Meeting and in accordance with the Act. Member Proposals will be submitted to the Members at the meeting of Members and the voting Members may confirm or reject the Bylaws amendment by majority vote.
2. **Notice.** Written notice of a General Meeting will be made available twenty-one (21) days in advance of the meeting. The notice must include details of any proposed amendments to the Bylaws.
3. **Registration.** The amended Bylaws shall take effect only after approval by the Members.

## **SECTION 8: ADOPTION OF THESE BYLAWS**

1. **Ratification by Members.** These Bylaws were ratified by majority vote of the Members on September 28th, 2023.
2. **Repeal of Prior Bylaws.** In ratifying these Bylaws, the Members of the Team repeal all prior Bylaws of the Team provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.



3. **Enactment of Bylaws.** These Bylaws are hereby enacted and shall come into force when ratified by the Members in accordance with the Act.