

**Recreation PEI Inc.**

**Constitution and Bylaws**

Last Amended August 2024

Incorporation November 2009

# **Recreation PEI Inc.**

## **CONSTITUTION**

### **ARTICLE I**

This organization shall be known as Recreation PEI Inc. Short Name shall be known as Rec. PEI. Recreation PEI Inc. shall hereinafter be referred to as the Association.

### **ARTICLE II**

The Association shall be a non-profit organization without share capital. The Association shall be carried on without pecuniary gain to its members, its directors shall serve without remuneration and any profits shall be used in promoting its purposes and objects.

### **ARTICLE III - ORGANIZATION PURPOSE & OBJECTIVES**

#### **Purpose**

To promote, coordinate, and encourage all facets of recreation, physical activity, facilities and parks in Prince Edward Island; to enhance the opportunities for all Islanders to live healthy, active lifestyles; to increase public and political awareness of detrimental effects of physical inactivity in Prince Edward Island.

#### **Objectives**

To provide the opportunity for everyone involved in the field of recreation, physical activity, facilities and parks to meet, to present their views and concerns, to discuss and exchange ideas, methods, and techniques.

To offer leadership development for managers, volunteers, and practitioners through conferences, seminars and workshops based on the interest of its members.

To play an advocacy role in the expression of the needs and interests of our members.

To provide a channel of communication and information concerning new ideas, resources, (financial, human, etc.) methods and techniques in the field of recreation, physical activity, facilities and parks by means of a newsletter and/or bulletins.

To provide recognition to those who have made a contribution to the field of recreation, physical activity, facility operations and parks.

To promote general interest among recreation, physical activity, facility, and parks professionals and/or other representatives in the successful operation of their respective areas of interest.

To develop a strong partnership with appropriate organizations and associations.

#### **ARTICLE IV - POWERS & AREA OF JURISDICTION**

The Association shall exercise the following powers:

- a. to acquire funds, whether through grants or otherwise, to assist the Association with its purposes and objects.
- b. to hire or otherwise employ persons to assist the Association in the fulfillment of its purposes and objects.
- c. to enter into any arrangements with any Government authority, municipality, local or otherwise that may seem conducive to the Association's objects and to obtain from any such government authority any rights, privileges, concessions which the association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- d. to do all such acts or things as are incidental or conducive to the attainment of the objects and to exercise all and every power set forth in Section 15(1) of the Companies Act, RSPEI 1988, Chapter C-14.

The operation of the Association is to be carried out mainly within the Province of Prince Edward Island.

#### **ARTICLE V - DISSOLUTION**

In the event of the dissolution of the Association, the Executive Committee shall disburse all funds after the payment of all debts and liabilities to one or more charitable organizations.

# **Recreation PEI Inc.**

## **BYLAWS**

### **ARTICLE I - MEMBERSHIP**

#### **SECTION A - Good Standing**

1. A member shall be deemed to be in good standing provided membership dues, as prescribed by the Association, have been paid to date.

#### **SECTION B - Membership Classification and Fees**

1. Membership classification and fees are listed in a fee schedule, will be posted on the Recreation PEI website, and will be presented at each Annual General Meeting for the following year.

#### **SECTION C – Membership Expiry**

1. All memberships expire annually on March 31<sup>st</sup> and must be renewed annually to maintain membership.

#### **SECTION D - How Members may Withdraw**

1. Any member may terminate membership in the Association by notifying the Board of Directors in writing to that effect.

#### **SECTION E - How Members may be Removed**

1. Any member may be removed by a 50% plus one majority, if the member's objectives, purposes and goals are no longer similar to the Association.

#### **SECTION F - CPRA Membership**

1. Recreation PEI will maintain membership with the Canadian Parks and Recreation Association (CPRA) on behalf of the membership. This membership shall be reviewed by the Board of Directors annually.

#### **SECTION G - Voting Privileges**

1. Only members in good standing, as outlined in ARTICLE 1 - Section A, shall be entitled to be represented or vote at any meeting of the Association.

### **ARTICLE II - OFFICERS AND DIRECTORS**

#### **SECTION A - Board of Directors**

1. The following officers and directors shall form the Board of Directors of the Association:
  - a. Past President
  - b. President
  - c. Vice President
  - d. Secretary
  - e. Treasurer
  - f. Directors at Large (6)
  - g. Executive Director [ex-officio]
2. A representative from the Province of PEI shall be invited to attend all meetings of the Board of Directors as an observer. This representative is not an officer or director of the Board of Directors and shall not have voting privileges.

## **SECTION B - Terms of Office**

1. The President, Vice President, Secretary, Treasurer and Director at Large (6) positions shall all be two-year-terms.
2. The President, Vice President and three of the Director at Large positions shall be elected in even-numbered-years. The Secretary, Treasurer, and three of the Director at Large positions shall be elected in odd-numbered-years.
3. There is no prerequisite experience required for the positions of President or Vice President and no requirement to follow a path from Vice President to President.
4. The election of officers and directors will be held at the Annual General Meetings.
5. Any existing officers and directors shall be eligible for re-election. If any such officers or directors are unable to be present at the Annual General Meeting, they must signify their acceptance of nomination in writing.
6. Any vacancies which occur between Annual General Meetings may be filled by the Board of Directors and shall be filled until the next Annual General Meeting. In the event the next Annual General Meeting does not coincide with the scheduled term for that officer or director, as outlined in ARTICLE II, Section B, 1 & 2, a one-year-term may be used until the following Annual General Meeting.

## **SECTION C - Duties of the Board of Directors**

1. The officers and directors shall comprise the Board of Directors for the Association.
2. The Board of Directors shall carry on the general business of the Association.
3. The Board of Directors may employ staff whose duty shall be to conduct the routine business of the Association. The Board shall determine the working conditions, salary and duties of all staff.
4. The Board of Directors shall have the authority to appoint or name any committee deemed necessary to carry out the business of the Association.
5. The Board of Directors must meet at least four times in each year and at such time and place as the President may direct. The President may call additional meetings at their own discretion or upon request in writing from four members of the board.
6. The Board of Directors shall have power to make rules, regulations, and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as not already herein provided expressly for.

#### **SECTION D - Duties of the Officers and Directors**

1. President: The president shall preside at all meetings of the Association and of its Executive Board. They shall be responsible for the proper observance at all times of the Constitution and Bylaws and shall arrange for such meetings as may be deemed necessary for the advancement of the objectives of the Association.
2. Vice President: In the event the President becomes unable to execute their duties, the Vice President shall assume the duties of the President until the election at the next Annual General Meeting. In the event the next Annual General Meeting does not coincide with the scheduled term for the President, as outlined in ARTICLE II, Section B, 1 & 2, a one-year-term may be used until the following Annual General Meeting.
3. Past President: The Past President shall work with the Directors at Large to put forth nominations for awards and recognition in the recreation field to the Board of Directors.
4. Secretary: The Secretary shall ensure that accurate records of all meetings are kept at all times.
5. Treasurer: The Treasurer shall ensure that accurate financial records of all receipts and disbursements of the Association are kept at all times. They shall have presented a financial statement for each meeting of the board-and each

Annual General Meeting. They shall suggest an accounting firm or bookkeeping service to manage the annual audit for approval at the Annual General Meeting.

6. Directors at Large: The Directors at Large shall provide input and direction on their respective areas of focus to the Board of Directors. Their main areas of focus may be, but are not limited to, the following;
  - a. Advocacy, Communication & Promotion
  - b. Leadership & Partnership
  - c. Physical Activity & Recreation Programming
  - d. Facility Operation, Training & Safety
  - e. Parks, Playgrounds, Fields & Trails
  - f. Awards & Recognition

## **SECTION E - Duties of the Executive Committee**

1. The Executive Committee shall be composed of the Past President, President, Vice President, Secretary and Treasurer.
2. A majority of the Executive Committee shall constitute a quorum.
3. All actions of the Executive Committee shall be subject to review by the Board of Directors.
4. The Executive Committee shall manage the affairs of the Association between meetings of the Board of Directors.
5. Meetings of the Executive Committee shall be held from time to time at the call of the President, or at the request of any 2 members of the Executive Committee.
6. Any member of the Executive Committee who is not a duly elected member of the Board of Directors shall not have voting privileges on the Executive Committee.

## **ARTICLE III - MEETINGS**

### **SECTION A - Annual General Meetings and Special General Meetings**

1. The Annual General Meeting shall be held between June and November and within 60 days of receiving the completed financial statements from the auditors, as the board or the chairperson may determine. Notice of each Annual General Meeting shall be sent to all members, no later than 14 days prior to the Annual General Meeting.

2. Special General Meetings of the Association may be called on the order of the President or on the request of any one third of the members of the Association, setting forth the objects of such a meeting, which must be held within 14 days of receipt of such a request.
3. The order of business at the Annual General Meeting, or Special General Meeting, shall be arranged by the Executive Committee and is to be sent to all members no later than 14 days prior to the meeting.
4. A quorum at the Annual General Meeting, or Special General Meeting, shall consist of those members in attendance and a majority of the Executive Committee.
5. Any Annual General Meeting or Special General Meeting shall be held in person. However, meetings may be held virtually, if/when deemed necessary.

## **SECTION B - BOARD OF DIRECTORS MEETINGS**

1. The Board of Directors of the Association shall meet a minimum of 4 times in addition to the Annual General Meeting of the Association.
2. A quorum at any Board of Directors Meeting shall consist of the President, Vice President or Past President in the chair, plus any 4 voting members of the Board of Directors.
3. Any Board of Directors Meeting shall be held in person. However, meetings may be held virtually, if/when deemed necessary.

## **ARTICLE IV - FISCAL YEAR AND FINANCIAL MANAGEMENT**

1. The fiscal year of the Association shall run from April 1 to March 31.
2. The Board of Directors shall make an Annual Report and present properly prepared financial statements of the Association to the members at the Annual General Meeting.
3. The Membership shall approve an auditor, from suggestions by the Treasurer, during the Annual General Meeting.
4. The President, the Treasurer, and the Executive Director shall have signing authority for the Association. At least two signatures are required on any financial documentation for the Association.
5. Any cheques written to a signing officer, must be signed by the other two signing officers.



## **ARTICLE V - CONSTITUTION AND BYLAWS AMENDMENTS**

1. Amendments to the Constitution and Bylaws must be voted upon at an Annual General Meeting or Special General Meeting of the Association.
2. Notice of Motion of proposed amendments must be presented to the Board of Directors and the membership, at least 14 days prior to such a meeting.
3. A quorum of 50% plus one of voting members must be in attendance at an Annual General Meeting or Special General Meeting to vote on a Constitution amendment. There must be a favourable majority vote of 50% plus one to pass a Constitution or a Bylaw amendment.

## **ARTICLE VI - PARLIAMENTARY AUTHORITY**

1. Robert's Rules of Order shall be followed for all meetings of the Association.