

Saskatoon and Area Geocaching Association Bylaws

Article I Name and Purpose

The Saskatoon and Area Geocaching Association (hereinafter known as "SAGA") shall be a non-profit organization dedicated to the support and promotion of geocaching in and around Saskatoon, Saskatchewan and surrounding area.

The purposes of SAGA are to:

- Promote geocaching as an exciting, family-oriented activity while increasing awareness of the geocaching playground.
- Provide opportunities for the geocaching community to enjoy geocaching in the area and to meet and socialize with like-minded geocachers.
- To encourage, publicize, and advance Geocaching.
- Represent geocaching interests in public forums and to recreation land managers.
- Actively promote the "Cache In Trash Out" (CITO) program

Article II Membership

Membership is open to anyone and is free. In order to become a member, the following must be provided: name, Geocaching user name, mailing address and a valid email address.

General Membership Meetings will be held annually. All members and interested parties are invited to attend and participate in the meetings. If a member is unable to attend General Membership Meetings, voting Members may assign a Proxy Voter to vote in their place. To assign a Proxy Voter, Members may either ask the Board to hold their Proxy vote via email OR Members must sign a note naming their Proxy Voter, who must be a voting member of SAGA already. The Proxy Voter must bring this note with them to the meeting where the Proxy will be in effect.

Voting privileges shall be extended to members 18 years of age and over, and must be a resident of the province of Saskatchewan. One vote per individual member. (Ex. Caching team of 2 equals 2 votes.)

Article III Board of Directors

Management and administration of the affairs of the SAGA Board shall be governed by

and consist of a minimum of 5 and a maximum of 9 members: 4 officers and the remaining, members at large.

To be eligible to stand as a member of the board you must be 18 years of age and a member of SAGA for at least 30 days prior to the Annual General Meeting.

Members will be elected for two-year terms, for a maximum of two consecutive terms. Terms will be arranged so that approximately half of the board positions will be up for election each year. Board members may run for re-election.

Within 10 days of the Annual General Meeting the new Board shall choose from among themselves who will fill the following Officer positions: President; Vice- President; Treasurer; Secretary; New Cacher Ambassador; Webmaster, with any remaining Board members becoming Directors At Large. The Board must file a Notice of Directors (Form 6) at the Corporations Branch within 15 days after any change is made among its directors. Within 15 days of the Annual General Meeting the Board of Directors shall choose from among themselves the location of the Registered Office. A Registered Office is the address within Saskatchewan where the records of the SAGA are maintained. The Board must file a Notice of Registered Office (Form 3) at the Corporations Branch within 15 days after any change is made in the address of the Registered Office. Copies of these forms must be kept on record at the Registered Office.

If a vacancy occurs no action is required as long as the minimum number of board members is met. If board member numbers drop below the minimum, a general meeting will be held within 45 days to fill the vacancy before business can continue.

The board members shall meet a minimum of four times per year. Meetings shall be arranged by email. Any member of the Board of Directors may call a Board Meeting. A meeting is defined as a scheduled and published gathering of three-quarters of the board members. If a Board Member is unable to attend a Board Meeting in person, they may attend via Skype, phone or text OR the Board Member may designate another Board Member to be their Proxy Voter for the meeting. They may designate this Proxy Voter by contacting one of the Board Members before the meeting. Board members who are in a relationship or a caching team shall be granted only one vote per team with regard to Board meetings.

The Annual General Meeting must be held no later than 15 months after the previous annual meeting.

Board Duties

The **President** has the following duties:

- a) To chair all general meetings of the membership and directors meetings of the SAGA;
- b) To be responsible for the general management and supervision of the affairs and the operations of the SAGA;
- c) Along with the one other Officer, to sign all bylaws; and Deeds, transfers, licenses, contracts and engagements on behalf of the SAGA.
- d) Other duties as determined from time to time by the Board of Directors.

In the absence or inability of the President, these duties shall be assumed by the Vice-President or other designated director.

The **Vice-President** has the following duties:

- a) In the absence or inability of the President, to assume the duties of the President; and
- b) Other duties as determined from time to time by the Board of Directors.

The **Secretary** has the following duties:

- a) To attend and record minutes of all meetings and provide an electronic copy to the members;
- b) To give proper notice of meetings to the directors and members;
- c) To make available to the members with a copy of the minutes of any SAGA Annual General meetings or Board meetings;
- d) Checking the SAGA email at least once a week & respond to the email as necessary.
- e) Keeping the Membership Records up to date and
- f) other duties as determined from time to time by the Board of Directors.

The **Treasurer** has the following duties:

- a) To keep full and accurate records of all income, receipts and disbursements of the Association. These records shall be kept using accepted accounting practices;
- b) To make deposits and withdrawals from the SAGA bank account as required;
- c) To get receipts for all outlays of cash or cheques on behalf of the SAGA;
- d) To present a full and up-to-date financial statement at each directors meeting and have the monthly bank statements available to the Directors;
- e) To send each member a copy of the annual financial statement of the corporation at least 15 days before the Annual General Meeting or send a notice that a copy may be obtained without charge to those members who request it
- f) To place before the members at an Annual General Meeting, the annual financial statement for the period ended not 4 months before the Annual General Meeting.

- g) To send to the Director, Corporations Branch, a copy of the SAGA annual financial statement not more than 30 days after the Annual General Meeting
- h) File an Annual Return and financial statement with the Corporations Branch within the proper time
- i) To ensure that the President, Vice-President, Secretary and Treasurer have signing authority from the SAGA financial institution; and
- j) Other duties as determined from time to time by the Board of Directors.

The **New Cacher Ambassador** has the following duties:

- a) To contact geocachers new to the Saskatoon area with the SAGA Welcome Letter, introducing SAGA and inviting them to become SAGA members and
- b) Other duties as determined from time to time by the Board of Directors.

The **Webmaster** has the following duties:

- a) To maintain the SAGA website found at <http://saskatoongeocachers.weebly.com/>
- b) To update latest news page
- c) To update upcoming events
- d) To post board meeting minutes
- e) To add photos from events and
- f) Other duties as determined from time to time by the Board of Directors.

Duties of the **Directors At Large**

The duties of the Directors At Large of the SAGA shall be as determined from time to time by the Board of Directors.

It is the duty of whichever Board Member whose residence is the Registered Office to keep all books and records, correspondence, contracts, and any other documents concerning the SAGA. This Board member must deliver up such items as required when authorized by a resolution of the Board of Directors.

The Board of Directors may delegate any responsibilities except:

- To create and maintain communications with the membership, and
- To create and maintain policies and bylaws.

The Board of Directors may strike committees from time to time as it sees fit; such as fund raising, training, membership, events, etc.; or to periodically review issues such as bylaws or policies.

Article IV

Compensation

Directors shall not be compensated for their service except for reimbursement of expenses incurred on behalf of the SAGA. All expenses must be approved by the majority of the Board of Directors. Expenses will be submitted to the Board electronically via email. Approval must be given in written form, either via email or in person.

Conflict of Interest

Board members shall avoid any conflict between their individual, professional or business interests and the interests of SAGA. Upon any deemed conflict of interest by a member, notice shall be given to a board and that member shall then refrain from discussing or voting on any related issue.

Article V

Amendments

Any general member may propose a new bylaw or bylaw amendment. New bylaws will require discussion and a majority vote of the general membership of the association to be adopted.

Amendments will be voted on by the Board of Directors either electronically or in person at a Board of Directors meeting. Notification to the Members will be provided via email within one week of any amendment that has been accepted. New amendments become effective 30 days after notification.

Article VI

Policing

SAGA will not police geocaches or geocachers. If any inquiry is made, SAGA will only provide direction to the proper source of information including but not limited to local land authorities, websites or Groundspeak reviewer.

Article VII

Disposition of Assets

In the event that the Association is dissolved, the Board of Directors is responsible to dispose of the assets or the proceeds of the sale of the assets by donating them to the Meewasin Valley Authority, having first ensured that outstanding debts are paid.