



# **BYLAWS OF THE ZONE 2 AA RINGETTE ASSOCIATION**

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## ARTICLE 1 – GENERAL

- 1.1 **Society Name** - The name of the Society will be known or referred to as the Zone 2 AA Ringette Association.
- 1.2 **Purpose** – These bylaws relate to the general conduct of the affairs of the Zone 2 AA Ringette Association, an Alberta Society incorporated under the Alberta Societies Act.
- 1.3 **Definitions** – The following terms have these meanings in these Bylaws:
- a) Act – the Alberta Societies Act, as amended from time to time and any legislation that may be substituted therefore.
  - b) Association – will mean the Zone 2 AA Ringette Association.
  - c) Auditor – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting in accordance with the Act.
  - d) Board – the Board of Directors of the Association.
  - e) Committee – An individual (Coordinator) or group of people appointed for a specific function.
  - f) Days – days including weekends and holidays.
  - g) Director – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
  - h) Officer – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
  - i) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution meeting.
  - j) Special Resolution –
    - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
    - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty- one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
    - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.
  - k) Zone 2 Athlete - the candidate member lives within the geographic boundaries of Zone 2 as set out by the Zone of Play and as guided by Ringette Alberta's Residency Policy;
- 1.4 **Association Office** – The office of the Association will be located within the Province of Alberta.
- 1.5 **Affiliations** – The Association will be a member in good standing with Ringette Alberta and will follow the published rules of Ringette Canada and Ringette Alberta.
- 1.6 **Ruling on Bylaws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.7 **Conduct of Meetings** – Unless otherwise specified in these Bylaws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

- 1.8 **Interpretation** – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## ARTICLE 2 – OBJECTS

### 2.1 The objects of the Association shall be:

- a) to provide Zone 2 athletes who display the desire, drive and ability, a development environment in which they can attain a higher level of performance in the sport of ringette.
- b) to foster and promote friendship, teamwork, self-discipline and respect for oneself and others, with an emphasis on education, good character and citizenship.
- c) to conduct business with fairness, integrity and equal opportunity;
- d) to sponsor and promote athletic, social and other activities, which will contribute to the objectives, and financial goals of the Association.
- e) to provide effective administration of the Association based on solid operating principles, policies and procedures;
- f) to present a positive image of the Association amongst players, coaches, parents, other Ringette organizations, the media and the general public; and
- g) to work cooperatively and support all ringette associations within Zone 2 to help further the development of Zone 2 teams, players, and coaches in the sport of Ringette.

## ARTICLE 3 – MEMBERSHIP

### 3.1 Categories – The Association has the following categories of Members:

- a) Player – An individual who plays ringette and who has registered with the Association.
- b) Director – A person elected or appointed to the Board of Directors.
- c) Administrator – A person selected or appointed by the Board of Directors or by the members to serve in an administrative role for the Association.
- d) Team Staff Person – A person selected or appointed by the Board of Directors and selected by the members associated with a team to serve in a team staff position.

### 3.2 Admission of Members – Any candidate will be admitted as a member if:

- a) the candidate member makes an application for membership in a manner prescribed by the Association;
- b) the candidate member has paid dues and fees as prescribed by the Board;
- c) the candidate member lives within the geographic boundaries of Zone 2 as set out by the Zone of Play and as guided by Ringette Alberta's Residency Policy;
- d) the candidate member meets any other condition of membership determined by the Board;
- e) the candidate member has met the applicable definition listed in Section 2.1; and

- f) the candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.
- 3.3 **Agreement of Members** – Any candidate will be admitted as a Member if the candidate member (or if the candidate member is younger than 18 years old, the candidate member's parent/guardian acting on behalf of the candidate member) agrees:
- a) to uphold and comply with the Associations governing documents (including the Bylaws, policies, procedures, rules and regulations); and
  - b) to abide by decisions of the Board.
- 3.4 **Membership Year** – Unless otherwise determined by the Board, the membership year of the Association will begin 24 hours after final team selection of players and end May 1 of the following year.
- 3.5 **Dues and Fees** – Membership dues and fees will be determined annually by the Board.
- 3.6 **Volunteer Duties** – In lieu of, or in addition to, membership fees, the Board may require Members to contribute volunteer time.
- 3.7 **Duration** – Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- 3.8 **Deadline** – Members will be notified in writing of monies payable by them to the Association, and if the monies are not paid within sixty (60) days of the notice of default, the Member in default will automatically cease to be a Member of the Association in accordance with the Associations policies and procedures relating to the payment of dues and other fees owing.
- 3.9 **Transfer** – Membership in the Association is non-transferable.
- 3.10 **Suspension** – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Associations policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting, with such notice stating the reasons why the suspension is being considered.
- 3.11 **Termination** – Membership in the Association will terminate immediately upon:
- a) the expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
  - b) a Member's failure to maintain any of the qualifications or conditions of membership described in these Bylaws and Association Policies as directed by the Board;
  - c) resignation by the Member by giving written notice to the Association;
  - d) dissolution of the Association (Society);
  - e) the Member's death; or
  - f) by Ordinary Resolution of the Board at a duly called meeting, provided fourteen (14) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

- 3.12 **May Not Resign** – A Member may not resign from the Association when the Member is subject to a disciplinary investigation or action by the Association.
- 3.13 **Arrears** – A Member will be expelled from the association for failing to pay membership fees or monies owed to the Association by the deadline dates prescribed by the Board.
- 3.14 **Discipline** – A Member may be disciplined in accordance with the Association's policies and procedures relating to the discipline of Members.
- 3.15 **Dues Payable** – Any dues, subscriptions, or other monies owed to the Association by suspended or expelled Members will remain due.
- 3.16 **Good Standing** – A Member will be in good standing provided that the Member:
- a) has not ceased to be a Member;
  - b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
  - c) has completed and remitted all documents as required by the Association;
  - d) has complied with the Bylaws, policies, and rules of the Association;
  - e) is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) has paid all required membership dues and fees.
- 3.17 **Privileges of Good Standing** - Subject to these Bylaws and other governing documents of the Association, members in good standing may be entitled to the following privileges:
- a) to serve as a Director or Officer of the Association;
  - b) to be a member of a Committee of the Association;
  - c) to attend, participate, and vote at meetings of the Members;
  - d) to participate in Association activities; and
  - e) to participate in other events associated with the Association.
- 3.18 **Cease to be in Good Standing** – Members that cease to be in good standing, as determined by the Board or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

#### ARTICLE 4 – MEETINGS OF MEMBERS

- 4.1 **Annual General Meeting** – The Association will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.
- 4.2 **AGM Agenda** – The agenda for the Annual General Meeting may include:
- a) call to order;
  - b) establishment of quorum;
  - c) declaration of any conflicts of interest;
  - d) approval of the agenda;
  - e) approval of minutes of the previous Annual General Meeting;

- f) presentation and approval of reports;
- g) reviewing the financial statements setting out the Association's revenues, disbursements, assets and liabilities;
- h) report of auditors;
- i) business as specified in the meeting notice; and
- j) adjournment.

- 4.3 **Special Meeting** – A Special Meeting of the Members may be called at any time by ordinary resolution of the Board or upon the written requisition of five (5) or more of the voting Members for any purpose connected with the affair of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of receipt by the Board of the requisition.
- 4.4 **Participation/Holding by Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.
- 4.5 **Notices:**
- a) Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one days (21) days prior to the date of the meeting. Notice will include a list of vacant Board positions, a call for nominations to vacant Board positions and a call for special resolutions or amendments.
  - b) A second written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least seven (7) days prior to the date of the meeting. Notice will include a proposed agenda, a list of vacant board positions including names of those individuals who have been nominated to vacant Board positions, and any proposed resolutions or amendments to be decided (including any reasonable information to permit Members to make informed decisions).
- 4.6 **Waiver of Notice** – Meetings of the Association may be held at any time without notice if each voting Member either consents in writing to the holding of the Meeting or is present. Voting Members may also, in writing, waive notice of any meetings.
- 4.7 **Error or Omission in Giving Notice** – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 4.8 **New Business** – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board twenty-one (21) days prior to the meeting of the Members in accordance with procedures as approved by the Board.
- 4.9 **Quorum** - Ten (10) Members present or represented by a parent/guardian will constitute a quorum, provided that three (3) of the Members are Directors. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

- 4.10 **Closed Meetings** – Meetings of Members will be closed to the public except by invitation from the Board.
- 4.11 **Scrutineers** – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 4.12 **Adjournments** – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 4.13 **Attendance** – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Association, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
- 4.14 **Voting Rights & Qualifications** – Members have the following voting rights at all meetings of the Members:
- a) Player – A player who is 18 years old or older. A Parent/Guardian for a player under the age of 18 may act on behalf of the Player.
  - b) Director
  - c) Administrator
  - d) Team Staff Person
  - e) A member having more than one qualification for membership shall only exercise one vote.
- 4.15 **Eligibility of Votes** – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty days (30) days prior to the meeting.
- 4.16 **Proxy Voting** – There will be no voting by proxy.
- 4.17 **Absentee Voting** – There will be no absentee voting.
- 4.18 **Determination of Votes** – Votes will be determined by a show of hands, orally, or by paper or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 4.19 **Majority of Votes** – Except as otherwise provided in these Bylaws, an Ordinary Resolution will decide each issue.

## ARTICLE 5 – GOVERNANCE

- 5.1 **The Associations Board Structure** – The Board shall be composed of two bodies being the five (5) Executive Directors as one body and fourteen (14) Non-Executive Board Members as the second body. The Executive Directors shall be responsible for the day-to-day decisions regarding the operation of the Association. The Executive Directors are responsible for major decisions made by the Association that are philosophical, financial or strategic in nature.

The Executive Directors shall regularly report back to the Association concerning their decisions on daily operations.

**5.2 Executive Directors – Five (5) Executive Directors.**

- a) President
- b) Treasurer
- c) Secretary
- d) Director of League
- e) Director of Operations

**5.3 Non - Executive Directors – Fourteen (14) Non – Executive Board Members**

- a) Registrar
- b) Ice Scheduler
- c) Officials
- d) Player Development
- e) Coach Development
- f) Coach Selection
- g) Equipment and Apparel
- h) Web Site
- i) Fundraising
- j) Tournament
- k) Equipment
- l) U14AA Team Rep
- m) U16AA Team Rep
- n) U19AA Team Rep

**5.4 Eligibility of Directors – To be eligible for election as a Director, an individual must:**

- a) be eighteen (18) years of age or older;
- b) have not been declared incapable by a court in Canada or in another country; and
- c) not have the status of bankrupt;
- d) be a Member in good standing.

**5.5 Nomination of Directors** – Any nomination of a Member for election as a Director will include the written consent of the nominee by signed or electronic signature. This nomination will include, name of member submitting nomination, name of person being nominated, board position (Director) being nominated for and a brief summary of the interested nominee.

**5.6 Nominations from the Floor** – Nominations will not be accepted from the floor unless there is no candidate for a vacant position.

**5.7 Elections** – Directors will be elected at each Annual General Meeting. Elections for each Director position will be decided by majority vote of the Members in accordance with the following:

- a) **One Valid Nomination** – Winner declared by acclamation or Ordinary Resolution.

- b) **Two or More Valid Nominations** – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.
- 5.8 **Terms** – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these Bylaws, unless they resign, or are removed from or vacate their office. Upon completion of the two-year term, elected Directors will be eligible for re-election. Where a current Director wishes to run for re-election at the expiry of their term, the Director will indicate their intention to the Secretary in writing not less than twenty-one (21) days prior to the Annual General Meeting.
- 5.9 **Required Positions** – The President, Treasurer, Secretary and Ice Scheduler positions must be filled.
- 5.10 **Resignation** – A Director may resign from the Board at any time by providing written notice of such resignation. When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 5.11 **Vacate Office** – The office of any Director will be vacated automatically if:
- c) the Director resigns;
  - d) at the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
  - e) the Director is found to be incapable of managing property by a court or under Alberta law;
  - f) the Director is found by a court to be of unsound mind;
  - g) the Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or the Director is deceased.
- 5.12 **Removal** – An elected Director may be removed by Ordinary Resolution of the Members at an Annual General Meeting or Special Meeting provided the Director has been given fourteen (14) days written notice of, and the opportunity to be present and to be heard at, such a meeting.
- 5.13 **Vacancy** – Where the position of a Director becomes vacant for whatever reason, or if a Director position is not elected at a meeting of the Members, and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term.
- 5.14 **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- 5.15 **Chair** – The President will be the Chair of all meetings of the Board unless designated by the President or as determined by the Board.
- 5.16 **Notice** – Written notice, of meetings of the Board will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

- 5.17 **Board Meeting with New Directors** – For a first meeting of the Board held immediately following the election of Directors, at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected Director(s).
- 5.18 **Number of Meetings** – The Board will hold a minimum of six (6) meetings per year.
- 5.19 **Quorum** – At any meeting of the Board, quorum will be a minimum of three (3) Directors.
- 5.20 **Voting** – Each Director is entitled to one (1) vote. Voting will be provided in written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the motion is defeated.
- 5.21 **No Alternate Directors** – No person shall act for an absent Director at a meeting of Directors.
- 5.22 **Written Resolutions** – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 5.23 **Closed Meetings** – Meetings of the Board will be closed to Members, non-voting Board Members and the public except by invitation of the Board.
- 5.24 **Meetings by Telecommunications** – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.
- 5.25 **Meeting Minutes** – The minutes of any meeting of the Board shall include a record of all the attendees, resolutions considered & results. The draft minutes shall be posted on the Association website for the membership 30 days after a scheduled Board Meeting has occurred.
- 5.26 **Standard of Care** – Every Director will:
- a) act honestly and in good faith with a view to the best interests of the Society; and
  - b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5.27 **Powers of the Association** – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions to staff or to any Committee.
- 5.28 **Empowered** – The Board is empowered to, including but not limited to:
- a) make policies and procedures or manage the affairs of the Association in accordance with the Act and these Bylaws;
  - b) make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
  - c) make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
  - d) employ or engage under contract such persons as it deems necessary to carry out the work of the Association;

- e) determine registration and evaluation procedures, recommend membership dues, and determine other registration requirements;
- f) maintain and protect the Association's assets and property;
- g) approve an annual budget for the Association;
- h) make expenditures for the purpose of furthering the objects and purposes of the Association;
- i) approve all contracts for the Association;
- j) maintain all accounts and financial records of the Association;
- k) appoint legal counsel as necessary;
- l) finance the operations of the Association, including borrow money upon the credit of the Association as it deems necessary in accordance with these Bylaws;
- m) enable the Association to receive donations and benefits for the purpose of furthering the objects and purposes of the Association;
- n) sell, dispose of or mortgage any or all of the property of the Association; and
- o) perform any other duties from time to time as may be in the best interests of the Association.

## ARTICLE 6 – OFFICERS

### 6.1 **Composition** – The Officers will be comprised of the following Director positions:

- a) President
- b) Treasurer
- c) Secretary

### 6.2 **The President** – will:

- a) be responsible for the general supervision of the affairs of the Association,
- b) chair meetings of Members and meetings of the Board,
- c) perform such other duties as may from time to time be established by the Board,
- d) preside at and chair all meetings of the Executive and of the Zone 2 AA Ringette Association Board or appoint a designate to chair such meetings,
- e) represents the Zone 2 AA Ringette Association at Zone 2 Big Country Ringette Association Board meetings as often as possible or appoints a representative,
- f) act as or appoints a chair for the Head Coaches Selection Committee,
- g) act as a signing officer of the Zone 2 AA Ringette Association;
- h) supervise the preparation of the Annual General Report of the Zone 2 AA Ringette Association Program for submission to Zone 2 Big Country Ringette Association AGM,
- i) delegate such duties as are necessary and appropriate to other members,
- j) request the convening of sub-committees of the Zone 2 AA Ringette Association Program to determine and report on issues as deemed appropriate,
- k) serve as an ex-officio member of all AA sub-committees,
- l) act as the Zone 2 AA Ringette Association Programs representative in meetings with City, Provincial or National agencies, or other similar bodies,
- m) report to the Directors all matters required to be brought to their attention,
- n) accept submissions of all grievances unless in a position of conflict in which case the Chairperson shall appoint a designate to act,
- o) determine if a Grievance Committee is required for the submission and sit on that Committee and conduct all necessary hearings and procedures, and
- p) select or designate another member of the Directors to select a knowledgeable, impartial person to supervise the tryout/evaluation and team selection process for each age division.

**6.3 The Treasurer – will:**

- a) keep proper accounting records as required by the Act,
- b) cause to be deposited all monies received by the Association into the Association's bank accounts, as directed by the Board,
- c) supervise the management and disbursement of funds of the Association,
- d) when requested provide the Board with an account of the financial transactions and the financial position of the Association,
- e) present the financial statements to the Members at the Annual General Meeting in keeping with the Act,
- f) deliver all books of accounts and other financial documents to the appointed auditor as requested,
- g) perform such other duties as may from time to time be established by the Board; and
- h) be responsible for overseeing the duties of the following positions which may include personally undertaking any of those duties alone or in conjunction with a member of the Board including:
  - The Fundraising Coordinator (excluding Casino and Gaming)
  - The Registrar

**6.4 The Secretary – will:**

- a) attend all meetings of the Members and the Board,
- b) keep proper minutes of the meetings of Members and the Board,
- c) issue written notices of all meetings of the Members and of the Board,
- d) ensure that all official documents and records of the Association are properly kept,
- e) maintain an accurate mailing and contact list of all Zone 2 AA Ringette Association Members
- f) be the custodian of the corporate seal of the Association; and
- g) support the Board in carrying out its duties.

**6.5 Term –** The term of the Officers will be two (2) years or until they or their successors are elected or appointed.**6.6 Removal –** An Officer may be removed by Ordinary Resolution of the Members at an Annual General Meeting or Special Meeting provided the Officer has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.**6.7 Vacancy –** Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified person to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Treasurer shall become President until such time a new president can be elected by Ordinary Resolution of the Members.

## **ARTICLE 7 – COMMITTEES**

**7.1 Appointment of Committees –** The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees by election of the Board. The Board may prescribe the duties and terms of reference of committees and may delegate to any Committee any of its powers, duties, and functions.**7.2 Vacancy –** When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

- 7.3 **President Ex-officio** – The President will be an ex-officio non-voting member of all Committees of the Association.
- 7.4 **Removal** – The Board may remove any member of any Committee.
- 7.5 **Debts** – No Committee will have the authority to incur debts in the name of the Association.

## ARTICLE 8 – FINANCE AND MANAGEMENT

- 8.1 **Fiscal Year** – Unless otherwise determined by the Board, the fiscal year of the Society will be Sept 1<sup>st</sup>, to August 31<sup>st</sup>.
- 8.2 **Banking** – The banking business of the Association will be conducted at such financial institution as the Executive Directors may determine.
- 8.3 **Auditor** – At each Annual General Meeting the Members will appoint an auditor who cannot be a Director or Member of the Association to audit the books, accounts and records of the Association in accordance with the Act. At each Annual General Meeting, the auditor will submit a complete statement of the books to the Members for the previous year. The auditor will hold office until the next Annual General Meeting.
- 8.4 **Books and Records:**
- a) The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept by the Treasurer.
  - b) The Secretary will keep records of all minutes from the meetings of Members and meetings of Directors.
  - c) The books and records of the Association may be inspected by any member of the Association at any time, subject to giving reasonable notice to the President or Secretary of the Association and arranging a time satisfactory to the Officer(s) having charge of them.
  - d) All financial records of the Association are open for such inspection by the Members.
  - e) Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
  - f) The board shall prepare, review and approve the annual budget each year. The approved annual budget shall be made available to the membership.
- 8.5 **Financial Statements** - The Board shall place before the Members at every Annual General Meeting the audited financial statements for the most recently completed fiscal year.
- 8.6 **Evidence** - The Board shall consider and vote on the approval of the financial statements referred to in the above section and, if approved by Ordinary Resolution, the approval shall be evidenced by the signatures of the Treasurer and two (2) Officers.
- 8.7 **Signing Authority:**
- a) Cheques - The designated members of the Directors shall sign all cheques drawn on the monies of the Association. Two (2) signatures are required on all cheque's contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments

of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

- 8.8 **Property** – The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 8.9 **Borrowing** – The Board may from time to time:
- a) borrow money on the credit of the Association;
  - b) issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Association;
  - c) give a guarantee on behalf of the Association to secure performance of an obligation of any person and
  - d) charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Association.
- 8.10 **Borrowing Restriction** – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.
- 8.11 **No Remuneration** – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict or potential conflict in accordance with these Bylaws.
- 8.12 **Conflict of Interest** – A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

## ARTICLE 9 – AMENDMENT OF BYLAWS

- 9.1 **Voting** – These Bylaws may only be amended, revised, repealed or added to by Special Resolution of the Members.
- 9.2 **Effective Date** – Bylaws amendments are effective from the date they are registered with the Corporate Registry of Alberta.

## ARTICLE 10 – NOTICE

- 10.1 **Written Notice** – In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 10.2 **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand- delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- 10.3 **Error in Notice** – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## ARTICLE 11 – DISSOLUTION

- 11.1 **Dissolution** – The Association may be dissolved in accordance with the Act.
- 11.2 **Distribution of Property** – Upon dissolution, the Association will distribute its funds and assets, after paying all debts and obligations to a registered Association as determined by the voting Members via Special Resolution.

## ARTICLE 12 – BORROWING

- 12.1 **Will Indemnify** – The Association will indemnify and hold harmless out of the funds of the Association each Director and any individual who acts at the Association's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Association's request in a similar capacity.
- 12.2 **Will Not Indemnify** – The Association will not indemnify a Director or any individual who acts at the Association's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Association will not indemnify an individual unless:
- a) the individual acted honestly and in good faith with a view to the best interests of the Association; and,
  - b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 12.3 **Insurance** – The Association will, at all times, maintain in force such Directors and Officers liability insurance.