RINGETTE CALGARY ASSOCIATION

BY-LAWS

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ARTICLE 1. **DEFINITIONS AND INTERPRETATION**

In these Bylaws:

A) "**ASSOCIATION**" means The RINGETTE CALGARY ASSOCIATION;

B) "**BOARD**" means the BOARD OF DIRECTORS of the Association;

C) "**EXECUTIVE**" means the EXECUTIVE OFFICERS of the Association;

D) "**DIRECTOR**" means the appointed and elected Directors of the Association;

E) "**MEMBER**" means Full Members, Affiliate Members, Associate Members, Interim Members, and Life Members of the Association;

F) "**PLAYER**" means any individual who plays Ringette and who is registered with the Association by the team(s) for which that individual plays;

G) "**MATERIAL INTEREST**" means any direct or indirect personal or financial interest in the outcome of any matter under consideration at any Meeting of the Association;

H) "**SPECIAL RESOLUTION**" means a Resolution passed:

a) at a meeting of which not less than 30 days written notice specifying the intention to propose the resolution has been given

AND

b) by the vote of not less than 75% of the quorum of voting Members present

I) "**QUADRANT**" means a Geographic Zone within or surrounding the City of Calgary as described or designated from time to time by the Association.

J) "**QUADRANT DIRECTOR**" means a person nominated by the quadrant to serve on the Board of Directors as a representative of that quadrant.

K) "**GENERAL MEETING**" shall mean Annual General Meeting, Special General Meeting and Emergency General Meeting

ARTICLE 2. **GENERAL**

A) AMENDMENT

Subject to the SOCIETIES ACT (ALBERTA), the Bylaws of the Association shall not be altered, amended, added to or rescinded except by Special Resolution and none of the foregoing shall be in effect until registered by the Registrar, as defined in the SOCIETIES ACT (ALBERTA).

B) INCLUDED WORDS

In all Bylaws the feminine shall include the masculine, the singular the plural, and the plural the singular. Whereever reference is made to the Societies Act (Alberta) or a section thereof, such reference shall be deemed to extend and apply to any amendment to the act or section, as the case may be.

C) CORPORATE SEAL

The Association does not have a corporate seal.

ARTICLE 3. MEMBERSHIP

A) MEMBERSHIP CATEGORIES

a) Full Members:

The Association accepts any individuals and/or their guardians, on teams operated by the Association, or on teams or committees operated by Affiliate Member Groups of the Association, for Membership.

Such Members shall have paid the prescribed Membership fee by the required date where applicable. The term of Membership shall be from December 1st to November 31st of each year.

Members on committees operated by Affiliate Member Groups are Full Members and shall not pay a Membership fee. The Members of the Board of Directors are Full Members of the Association and shall not pay a Membership fee.

b) Affiliate Members:

Affiliate Membership may be granted to approved Sub-Committees, Quadrant organizations, or other organizations connected with Ringette Calgary (for example but not limited to: The Officials Committee, The AA Calgary Ringette Foundation, The Esso Golden Ring Tournament Committee, Northwest Ringette Amalgamation, Calgary East Ringette, South Calgary Ringette Association, Bow View Ringette Association).

Affiliate Members shall pay an Association Fee where applicable, and shall elect or appoint an individual to serve as a voting Director on the Ringette Calgary Board of Directors.

c) Associate Members:

Associate Membership may be granted to Individuals registered with the Officials Committee, Adult Teams, Out-of-zone Organizations, and other organizations registered with Ringette Calgary, upon approval of the Board of Directors and payment of the prescribed fee where applicable. The term of Membership shall be from December 1st to November 31st of each year. Associate Members shall have the privileges of Full Membership, but they may not vote at meetings of the Association.

d) Interim Members:

Interim Membership is temporarily granted to any individual who volunteers for an Association Bingo or Casino. The membership shall be of the duration of the duties as required.

Interim Members shall not pay a Membership Fee, and shall have no voting privileges.

e) Life Members:

The Board of Directors or any Member of the Association may nominate individuals who have contributed substantially to the sport of Ringette and or the Association for a period of not less than ten years. The life Membership will be granted upon a simple majority vote at a general meeting of the Association. The Membership shall be granted for the lifetime of the individual. Life Members shall have voting privileges at meetings of the Association. There shall be no Membership Fee for a Life Member.

B) PROXY VOTING

Proxy voting is NOT permitted at meetings of the Association.

C) MEMBERSHIP FEES

A motion passed at a Board of Directors meeting shall set membership fees from time to time.

D) RESPONSIBILITIES OF MEMBERSHIP

All Members agree to abide by the bylaws, operating procedures and the rules and regulations of the Association as they exist from time to time and to conduct themselves in a manner that does not jeopardize the reputation of the Association. All Members agree to pay the prescribed fees by the required deadlines as set from time to time.

E) WITHDRAWAL OF MEMBERSHIP

A Member may withdraw their Membership by written notification to the Board of Directors. Withdrawal of Membership shall not affect the right of the Association, at the discretion of the Board of Directors, to pursue payment of any monies owed to the Association by the Member.

F) SUSPENSION ON FINANCIAL GROUNDS

If Member(s) are in arrears of prescribed fees for a period of 90 days from the date that such fees were assessed, their Membership shall be automatically suspended, and they shall cease to be a Member in good standing and shall forfeit all rights, privileges and powers. One of the conditions of reinstatement shall be full payment of the arrears and such costs Associated with the arrears.

G) SUSPENSION OR CANCELLATION OF MEMBERSHIP

The Membership of any Member may, upon a carried special resolution be suspended or cancelled, in either case with or without conditions, for any cause which may be deemed reasonable, including any continuing breach of the Bylaws of the Association, the Operating Policies of the Association, the Rules and Regulations of the Association, or for conduct which jeopardizes the safety or reputation of the Association or any of it's Members.

A Member may appeal a suspension or cancellation of Membership within 30 days of such decision being rendered by submitting in writing to the President, a request to appeal the decision.

H) APPEAL PROCESS FOR SUSPENSION OR CANCELLATION OF MEMBERSHIP

Upon receipt of the request to appeal, the President (unless the President is the Member appealing, then the VP Administration) will form and chair an appeal committee comprised of two other Executive Officers, two elected Association Directors and two appointed Association Directors. The committee will meet in person within ten days of the appeal being received and shall render a decision within five days of the meeting.

The committee will immediately inform the Board of Directors and the appellant of the decision. A successful appeal shall result in the automatic reinstatement of the Member.

ARTICLE 4 MEETINGS

A) GENERAL MEETINGS

a) Annual General Meeting

An Annual General Meeting of the Association shall be held between May 1st and May 31st of each year.

The purpose of the meeting shall be:

- To receive the audited financial statements of the Association for the previous season
- To receive the interim financial reports and to appoint the Association auditors for the current season
- To receive the reports of the Board of Directors
- To elect the Executive Officers and Directors of the Association

b) Special General Meetings

A Special General Meeting of the Association shall be called by the president, upon receipt of a written request signed by 25 Full Members. Such a request shall state the reason for the Special General Meeting. Written notice of Special General Meetings shall be posted on the association website within seven days after the receipt of the request and the notice shall be given seven days in advance of the meeting date.

c) Emergency General Meetings

The Board of Directors may call Emergency General Meetings as required from time to time.

d) Voting Privileges / Delegates for General Meetings

Any Member of the Association may attend a General Meeting, however only Full and Life Members shall have voting privileges.

Each quadrant shall be allowed up to 3 voting delegates from each team registered through their quadrant

AND

Teams not registered through quadrants shall be allowed up to 3 voting delegates from each team

AND

Members on committees operated by Affiliate Member Groups and members of the Board of Directors shall carry ONE vote at General Meetings of the Association.

e) Notice of General Meetings

Notice of General Meetings to the Board of Directors shall be given:

- at an association Board of Directors Meeting, or
- by email or telephone

AND

Notice of General Meetings to Members shall be posted on the association website:

- 15 days in advance of the meeting date for an Annual General Meeting
- 7 days in advance of the meeting date for a Special General Meeting or an Emergency General Meeting

f) Quorum for General Meetings

A quorum for General Meetings shall be:

i) A minimum of twenty Members, including at least 50% of the filled Board of Directors positions.

OR

ii) A minimum of 75% of the filled Board of Directors positions.

B) BOARD OF DIRECTORS & EXECUTIVE MEETINGS

Meetings of the Executive and/or Board of Directors shall be held a minimum of 8 times during each year. Each Member of the Executive and Board of Directors shall carry ONE vote and NO proxy voting is permitted. A minimum of 7 days notice shall be given for meetings with a quorum being 50% of the filled positions.

C) MEETING PROCEDURES

The president shall preside at all meetings of the Association. Should the president be unable to attend, the Past President, VP Administration, or VP League shall chair the meetings. The meeting Chair shall not vote except to break a tie vote.

Should the Chair of any meeting of the Association be at conflict on an issue, or wish to step down from the chair for a meeting or any portion thereof, that chair shall relinquish their duties and their voting privileges by handing the chair to the following (to be applied in sequence): Past President, VP Administration, VP League.

Voting on the regular business of the Association shall be by a show of hands unless a resolution is carried to vote by secret ballot with a simple majority required to carry the resolution.

ARTICLE 5 DIRECTORS AND EXECUTIVE OFFICERS

A) EXECUTIVE OFFICERS

a) Composition

The Executive shall be composed of the following Executive Officers:

President	Past President	VP Administration	VP League
VP Zone 3	VP Technical	VP Publicity	VP Finance

b) Powers and Duties of the Executive

- The Executive shall be responsible for the daily operations of the Association as regulated by a Board of Directors approved operating plan and budget

- The Executive shall be responsible to oversee the operations of the Association office.
- Review, revisions and development of the operating policies, Rules and Regulations and Bylaws.

c) Vacancies

Where an Executive position is or becomes vacant, or the minimum Executive Officers are not elected at the Annual General Meeting, the remaining Board Members shall attempt to fill, by appointment, those vacant positions as quickly as possible. The appointment shall be for the balance of the term of office.

d) Election, Term of Office, Consecutive Terms

All Executive Officers except the Past President shall be elected at the Annual General Meeting of the Association:

ODD YEAR ELECTIONS		EVEN YEAR ELECTIONS	
VP League	VP Finance	President	VP Administration
VP Zone 3		VP Publicity	VP Technical

Elections for partial terms where a vacancy has occurred will take place at the Annual General Meeting - always keeping the rotation in place.

The term of office of Executive Officers shall be 2 years and no Officer may serve more than 2 consecutive terms in the same position, and may not serve more than 4 consecutive terms (8 yrs.) as an ELECTED Officer.

e) Failure to Perform Duties

Where an Officer fails to complete the duties of their position, or fails to attend meetings of the Association, the Board of Directors may elect to dismiss the Officer from that position and may appoint a new individual to serve in that position.

The President of the Association shall provide written notice of the intent to dismiss the individual from the Board of Directors:

- after the Officer fails to attend, or fails to submit a written report in lieu of attendance, to 2 consecutive meetings, OR
- after failing to complete the required duties of the position, OR
- after the Officer fails to attend, or fails to submit a written report in lieu of attendance, to 4 meetings of the Association (from one Annual General Meeting to the next Annual General Meeting).

Should the individual wish to continue their duties, they may indicate such by attending the next meeting of the Board of Directors. The Board of Directors from time to time, may choose to introduce probationary conditions on that individual (for example, if the individual misses one more meeting without submitting a report, they will automatically be dismissed from the position.)

The Board of Directors shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote. The President shall send notification to the individual indicating that they have been dismissed as an Officer of the Association.

f) Resignation of an Officer

In the event that an Officer cannot fulfill their duties they must submit a letter of resignation to the President of the Association. The letter shall be presented at the next meeting of the Board of Directors.

B. THE ELECTED AND APPOINTED DIRECTORS

a) Composition

There shall be a minimum of 8 Directors on the Board of Directors.

The Elected Directorships shall include (but are not limited to):

Sponsorship Director	Education Liaison	League Scheduler
Bingo Director	Casino Director	Facilities Director
Coaching Development	Player Development	

The Appointed Directorships of Affiliate Members shall include (but are not limited to):

Esso Golden Ring	Officials Development	Special Events Director
"AA" Director	Quadrant Representatives (NW, BV, CE, SCAL)	

The Board of Directors may designate other Directorships from time to time.

b) Powers and Duties of the Directors

The Directors shall be responsible for their area, reporting to a specified vice-president. Directors shall be Members of the Board of Directors. The Directors may appoint committee or project chairpersons to assist in the completion of their responsibilities as required.

c) Vacancies

Where a Director position is vacant or the minimum Directors are not elected at the Annual General Meeting the remaining Board Members shall attempt to fill, by appointment, those positions as quickly as possible. The appointment shall be for the balance of the term of office.

d) Election, Term of Office, Consecutive Terms

The elected Directors shall be elected at the Annual General Meeting of the Association. Appointed Directors shall be named within two weeks of the Annual General Meeting of the Association. The term of office shall be one year - from Annual General Meeting to Annual General Meeting. Directors shall not serve in one position for more than five consecutive terms.

e) Failure to Perform Duties

Where a Director fails to complete the duties of their position, or fails to attend meetings of the Association, the Board of Directors may elect to dismiss the Director from that position. In the case of an elected Director, the Board of Directors may choose to appoint a new individual to serve in that position. In the case of an appointed Director, the Board of Directors may choose to contact the Affiliate Member Group to supply a replacement to serve in that position.

The President of the Association shall provide written notice of the intent to dismiss the individual from the Board of Directors to both the Director in question, and the Affiliate Member Group if required:

- After the Director fails to attend, or fails submit a written report in lieu of attendance, to 2 consecutive meetings, OR
- After failing to complete the required duties of the position, OR
- After the Director fails to attend, or fails submit a written report in lieu of attendance, to 4 meetings of the Association (from one Annual General Meeting to the next Annual General Meeting).

Should the individual wish to continue their duties, they may indicate such by attending the next meeting of the Board of Directors. The Board of Directors from time to time, may choose to introduce probationary conditions on that individual (for example, if the individual misses one more meeting without submitting a report, they will automatically be dismissed from the position).

The Board of Directors shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote. The President shall send notification to the individual indicating that all privileges of Directorship have been terminated. In the case of an appointed Director, written notice shall also be sent to the Affiliate Member Group to requiring them to supply a replacement representative at the next meeting of the Board of Directors as per conditions of Affiliate Membership.

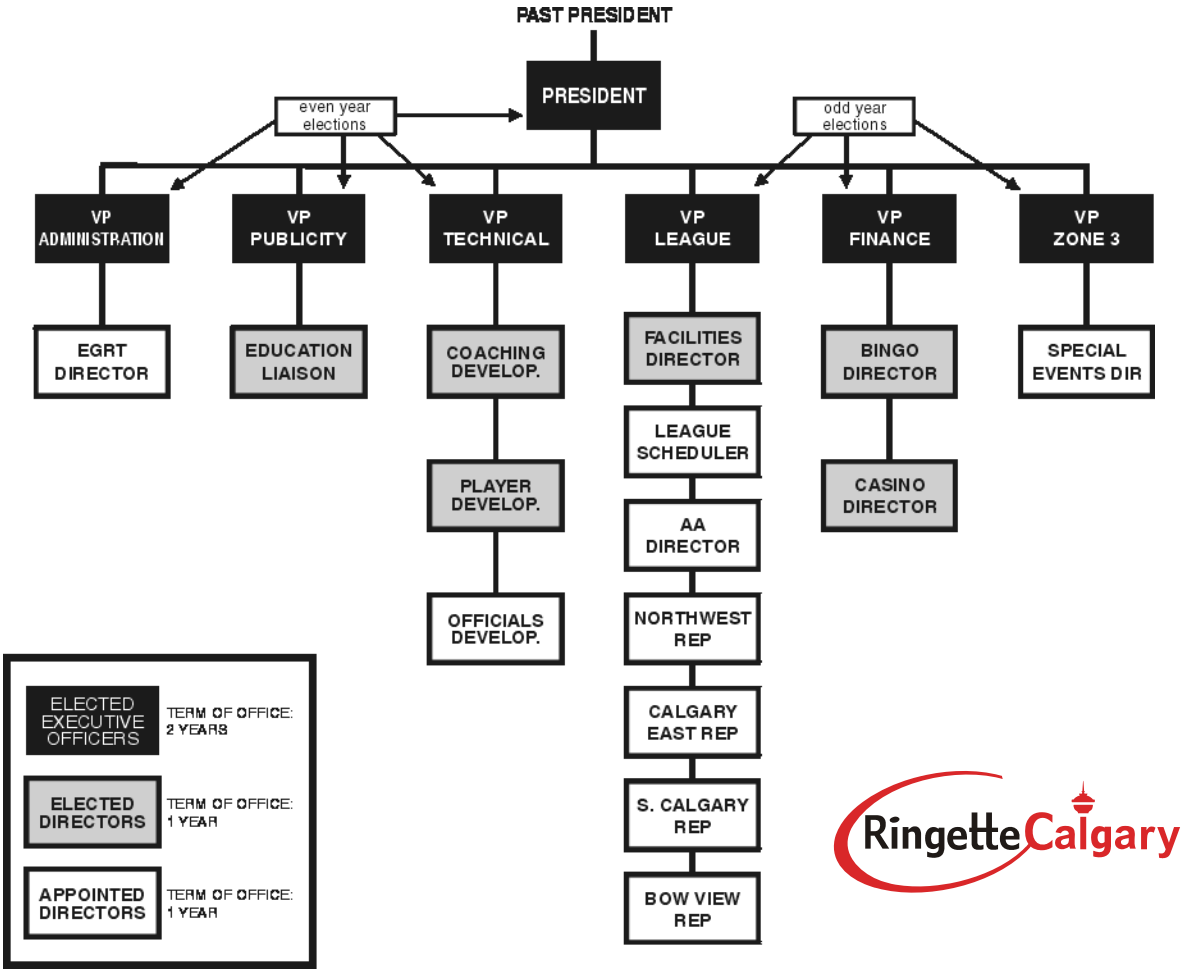
f) Resignation of a Director

In the event that a Director cannot fulfill their duties they must submit a letter of resignation to the President of the Association. The letter shall be presented at the next meeting of the Board of Directors.

C) THE BOARD OF DIRECTORS

a) Composition

The Board of Directors shall consist of the Executive Officers of the Association plus the elected and appointed Directors of the Association. Members of the Board of Directors shall be considered Full Members of the Association.



b) Powers and Duties of the Board of Directors

The Board of Directors shall be part of and responsible for the following:

- Approval of annual Association operating plan and budget
- Approval of any changes to an approved budget
- The approval of new and or amendments to the operating policies and rules and regulations
- The approval of Associate, Affiliate, and Life Memberships

c) Remuneration of Executive Officers and Directors

No Member of the Board of Directors shall receive remuneration for serving on the Board or on any committee established by the Board.

d) Removal of Executive Officers and Directors from Office

Executive Officers and Directors may be suspended or removed from office, in either case with or without conditions, for any cause which may be deemed reasonable, including any continuing breach of the bylaws and operating policies of the Association or for conduct which jeopardizes the reputation of the Association.

Upon receipt of a written request from a Member of the Association, requesting the suspension of an Officer or Director or removal of an Officer or Director from office, a Special Meeting of the Board of Directors shall be called within 10 days. The written request shall include the reasons for request and any background materials relevant. The Officer or Director and the Member registering the request shall be invited to attend the meeting to speak to the request. A quorum for this special meeting shall be 75% of the filled Board positions. They shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote, and notify in writing, the Officer or Director and the Member registering the request.

e) Appeal Procedure for Executive Officers and Directors

Upon receipt of the request to appeal, the president (unless the president is the Officer appealing, then the vice-president of administration) will form and chair an appeal committee comprised of two other Executive Officers, two elected Association Directors and two appointed Association Directors. The committee will meet in person within ten days of the appeal being received and shall render a decision within five days of the meeting. The vote must be carried by a majority of 5 of the 6 voting persons on the appeal committee.

The committee will immediately inform the Board of Directors and the appellant of the decision. A successful appeal shall result in the automatic reinstatement of the Officer or Director.

f) Resignation/Removal of the President

In the event the president of the Ringette Calgary Association cannot fulfill their duties, the VP Administration will take over the presidency with all the powers of that office.

ARTICLE 6 MINUTES, BOOKS AND RECORDS

A) MEETING MINUTES, CORRESPONDENCE AND CONTRACTS

The minutes of the Association meetings shall be recorded, printed and distributed by the Administrative Assistant of the Association. A meeting minute book shall be maintained as the official record of Association meetings and proceedings. The minute book and files of all Association correspondence and contracts shall be kept at the offices of the Association and shall be maintained by the Administrative Assistant. The Administrative Assistant shall also be responsible for the minutes of the Director meetings.

B) INSPECTION

The Board of Directors shall allow any Full or Life Member of the Ringette Calgary Association to inspect the books, records and accounts of the Association, within 72 hours of the Member submitting a written request to the President. The inspection of the fore mentioned documents shall take place in the presence of the President, the Past President, and the VP Finance or VP Administration at the offices of the Association.

C) SEALED CORRESPONDENCE

The Board of Directors may elect to withhold or seal from the general membership, documentation which could result in legal action being brought against the association.

For example, but not limited to:

Material regarding complaints of harassment or inappropriate conduct, whether the individual is found to be guilty or innocent of such actions.

ARTICLE 7 FINANCIAL AFFAIRS

A) FINANCIAL RECORDS

All financial records, banking documents and accounting data shall be filed and kept at the offices of the Association. The VP Finance Officer shall be responsible to make certain that the accounting records and actions are accurate and to ensure that the books of the society are audited at least once a year.

B) BORROWING POWER

For purposes of carrying out the Association objectives, the Board of Directors, by way of a Director resolution, may cause the Association to raise or secure payment of money in any manner they think fit, except that in no case shall debentures be issued without sanction of a special resolution.

C) DISSOLUTION CLAUSE

If the Ringette Calgary Association is dissolved, monies derived from Gaming that remain after paying debts and liabilities will be given to a recognized and eligible charity.