

**RINGETTE CALGARY
ASSOCIATION**

BYLAWS



CONTENTS

Article 1 Preamble 3

Article 2 Definitions and Interpretation 3

Article 3 General 3

Article 4 Membership 4

Article 5 Meetings 5

Article 6 Executive Officers 6

Article 7 Elected and Appointed Directors 7

Article 8 The Board of Directors 8

Article 9 Employees 9

Article 10 Minutes, Books & Records 9

Article 11 Finance and Management 10

Article 12 Distributing Assets and Dissolution 11

Article 13 Protection and Indemnity of Directors and Officers 11

Article 1 Preamble

1.1 THE SOCIETY

The name of the Society is the Ringette Calgary Association, which may also be known or referred to as "Ringette Calgary" or the "Association".

The Association is registered with a number of 50202887 as a Society under the Societies Act

1.2 THE BYLAWS

The following Articles set forth Bylaws of the Ringette Calgary Association.

Article 2 Definitions and Interpretation

The following terms have these meanings in these Bylaws:

2.1 "Act" means the Societies Act (Alberta);

2.2 "Board" means the **Board of Directors**;

2.3 "Executive" or "Officer" means the **Executive Officers** of the Association;

2.4 "Director" means the **Appointed and Elected Directors** of the Association;

2.5 "Member" means **Full Members, Affiliate Members, Associate Members, Interim Members, and Life Members** of the Association;

2.6 "Majority" means a **majority of the votes cast by the members present** at the meeting;

2.7 "Special Resolution" means a Resolution passed at a meeting of which not less than 21 days written notice specifying the intention to propose the resolution has been given AND by a vote of not less than a 75% majority;

2.8 "Sub-Association" means a body or group within or surrounding the City of Calgary as described or designated from time to time;

2.9 "General Meeting" shall mean Annual General Meeting, Special General Meeting or Emergency General Meeting;

2.10 "AGM" shall mean an **Annual General Meeting** of the Association.

Article 3 General

3.1 Amendment

3.1.1 The Bylaws shall not be altered, amended, added to or rescinded except by Special Resolution at any Annual General Meeting or Special Meeting and none of the foregoing shall be in effect until after approval of the Special Resolution and acceptance by the Corporate Registry of Alberta, as defined in the Act.

3.1.2 There will be a minimum of twenty-one (21) days notice of the proposed resolution to change the Association Bylaws.

3.2 Included Words

In all Bylaws the feminine shall include the masculine, the singular the plural, and the plural the singular.

Where ever reference is made to the Act 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.

3.3 Corporate Seal

The Association does not have a corporate seal.

3.4 Ruling on Bylaws

In cases where questions arise concerning interpretation of these Bylaws or policies of the Association, the final authority will be the Board, provided such interpretation is consistent with the Act.

Article 4 Membership

4.1 Membership Categories

4.1.1 Full Members

- a. The Association accepts for Membership any individuals and/or their guardians on teams operated by the Association, or on teams or committees operated by Affiliate Member Groups. Such Members shall have paid the prescribed Membership fee by the required date where applicable.
- b. Individuals on the Board of Directors or on committees operated by Affiliate Member Groups are Full Members and shall not pay a Membership fee.
- c. Unless otherwise determined by the Board, the term of Membership shall be from August 1st to July 31st of each year.

4.1.2 Affiliate Member Groups

- a. Affiliate Membership may be granted to Sub-Committees, Sub-Associations, or other Organizations associated with Ringette Calgary.
- b. Affiliate Member Groups shall pay a Membership Fee where applicable, and shall elect or appoint an individual to serve as a voting Director on the Board of Directors.

4.1.3 Associate Members

- a. Associate Membership may be granted to Individuals registered with Affiliate Member Groups, Adult Teams, Out-of-zone Organizations, and other groups associated with Ringette Calgary, upon approval of the Board and payment of the prescribed fee where applicable.
- b. Unless otherwise determined by the Board, the term of Membership shall be from August 1st to July 31st of each year.
- c. Associate Members shall have no voting privileges.

4.1.4 Interim Members

- a. Interim Membership is granted to any individual who volunteers for an Association Event, Bingo or Casino. The membership shall be for the duration of the duties as required.
- b. Interim Members shall not pay a Membership Fee, and shall have no voting privileges.

4.1.5 Life Members

- a. The Board or any Member of the Association may nominate individuals who have contributed substantially to the sport of Ringette or the Association for a period of not less than ten years.
- b. The Life Membership will be granted upon a resolution at a General Meeting of the Association. The Membership shall be granted for the lifetime of the individual.
- c. Life Members shall have voting privileges at meetings of the Association. There shall be no Membership Fee for a Life Member.

4.2 Proxy Voting

Proxy voting is NOT permitted at meetings of the Association.

4.3 Membership Fees

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

4.4 Responsibilities of Membership

- 4.4.1 All Members agree to abide by the Bylaws, Operating Policies, and Rules & Regulations of the Association as they exist from time to time and to conduct themselves in a manner that does not jeopardize the Association, its reputation, or its best interest.
- 4.4.2 All Members agree to pay the prescribed fees by the required deadlines as required.

4.5 Withdrawal of Membership

A Member may withdraw their Membership by written notification to the Board. Withdrawal of Membership shall not affect the right of the Association to pursue payment of any monies owed to the Association by the Member. A former Member has no rights or privileges effective immediately upon receipt of their written notification.

4.6 Suspension on Financial Grounds

If a Member is in arrears of prescribed fees for a period of 30 days from the date that such fees were due, 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 any associated costs.

4.7 Suspension of Membership

The membership of any Member may, at the discretion of the Executive, be suspended with or without conditions, for any cause that the Executive deem reasonable. The suspension remains in effect until such time a Board Meeting is held to determine further action.

4.8 Cancellation of Membership

- 4.8.1 The Board may expel any Member from membership, or from participating in the Association's programs, for any cause which may be deemed reasonable, including but not limited to:
- a. Conduct determined by the Board, in their sole discretion, to be improper or unbecoming.
 - a. Willfully commits a breach of the Bylaws, Operating Policies or Rules & Regulations.
 - b. Conduct which jeopardizes the safety, interest or reputation of the Association or any of its Members.
- 4.8.2 The resolution shall be carried by a vote of not less than a 75% majority.
- 4.8.3 No membership shall be cancelled without the Member being notified of the charge or complaint against them and without having first been given the opportunity to be heard at the discretion of the Board.

Article 5 Meetings

5.1 General Meetings

- 5.1.1 Annual General Meeting:
- An AGM of the Association shall be held no later than May 31st of each calendar year. The meeting date, location and time shall be set by the Board.
- The purpose of the meeting shall be to:
- a. Receive the audited financial statements of the Association for the previous season; and,
 - b. Receive the interim financial reports and appoint the auditors for the current season; and,
 - c. Receive the reports of the Board; and,
 - d. Elect the Executive Officers and Directors of the Association; and,
 - e. Consider matters specified by the Board; and,
 - f. Address specific motions at any Members request, provided the written request was received a minimum of 21 days prior to the meeting date.
- 5.1.2 Special General Meetings:
- a. A Special General Meeting of the Association shall be called by the President or Acting President, upon receipt of a written request signed by 100 Full Members. Such a request shall state the reason for the Special General Meeting.
 - b. Written notice and an agenda of the Special General Meeting shall be posted on the Association website within seven days after receipt of the request.
 - c. The meeting will address only agenda items, and no other matters.
- 5.1.3 Emergency General Meetings:
- The Board may call Emergency General Meetings as required from time to time.
- 5.1.4 Voting Privileges / Delegates:
- Any Member of the Association may attend a General Meeting, however only Full Members and Life Members who are in good standing and are at least 18 years old shall have voting privileges.
- a. Each Sub-Association shall be allowed up to 3 voting delegates from each team registered through

their Sub-Association; and,

- a. Other teams shall be allowed up to 3 voting delegates from each team; and,
- b. Members on committees of Affiliate Member Groups and Members of the Board of Directors shall carry ONE vote at General Meetings of the Association.

5.1.5 Notice of General Meetings:

To the Board of Directors shall be given:

- at an Association Board Meeting, by email OR by telephone

To Members shall be posted on the Association website:

- 21 days in advance of the meeting date for an AGM,
- 7 days in advance of the meeting date for a Special General Meeting or an Emergency General Meeting.

5.1.6 Quorum for a General Meeting:

- a. A minimum of twenty Members, including at least 40% of the filled Board positions; OR
- b. A minimum of 50% of the filled Board positions.

5.1.7 Failure to Reach Quorum at a General Meeting:

The Presiding Officer may cancel the General Meeting if a quorum is not present within 15 minutes of the set time. The General Meeting will not be rescheduled however; if a quorum is in attendance a Board meeting may be held. Business from the General Meeting may be dealt with at the Board meeting immediately following the General Meeting or at the next Board meeting.

5.2 Board & Executive Meetings

- 5.2.1 Meetings of the Executive and/or Board shall be held a minimum of 6 times during each calendar year. A minimum of 3 days notice shall be given for meetings with a quorum being 40% of the filled positions.
- 5.2.2 Meetings are open to Members of the Association, but only Officers and Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A simple majority of the voters present may ask any other Members or other persons present to leave.
- 5.2.3 A meeting of the Executive or Board may be held in person, electronically or by conference call. Officers or Directors who participate are considered present for the meeting.

5.3 Meeting Procedures

- 5.3.1 Conduct of Meetings - Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 5.3.2 The President shall preside at all meetings of the Association. In his/her absence the Past President, VP Administration, or VP Operations shall chair the meeting. In the absence of all, a chairperson may be elected at a meeting to preside.
- 5.3.3 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 over the chair.
- 5.3.4 The meeting Chair shall not vote except to break a tie vote.
- 5.3.5 Voting members may cast ONE vote regardless of the number of positions held.
- 5.3.6 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 motion.

Article 6 Executive Officers

6.1 Composition

The Executive shall be composed of the following Executive Officers:

6.1.1 President

- Calls and Chairs meetings of the Association, the Board and the Executive,
- Is responsible for the overall direction of the Board and general supervision over the affairs of the

Association,

- Performs other such duties as may from time to time be established by the Board,
- Is an ex officio Member of all committees of the Association.

6.1.2 Past President

- Advises the current President and Board of correct procedures, policy and precedent,
- Attends meetings and hearings as necessary,
- Is a voting Member,
- Performs other duties as may from time to time be established by the Board.

6.1.3 VP Administration

- Assists the President as required,
- Supervises administrative staff of the Association where required,
- When applicable, oversees the Association office,
- Performs other duties as may from time to time be established by the Board.

6.1.4 VP Operations

- Oversees League Operations,
- Performs other duties as may from time to time be established by the Board.

6.1.5 VP Finance

- Shall be responsible to make certain that the accounting records and actions are accurate and to ensure that the books of the Association are audited at least once a year,
- Provides a report on the Association financial status at meetings,
- Performs other duties as may from time to time be established by the Board.

6.1.6 VP Programs

- Short and long term strategies and planning
- Oversees specialty programs and events chosen to be offered by the Board
- Performs other duties as may from time to time be established by the Board.

6.2 Election, Term of Office, Consecutive Terms

6.2.1 All Executive Officers except the Past President shall be elected at the AGM of the Association:

EVEN Year Elections: President VP Administration

ODD Year Elections: VP Operations VP Finance VP Programs

6.2.2 Only a Member who has served on the Board for a minimum of two (2) full years, one of which is immediately prior to nomination, may be nominated for President.

6.2.3 Elections for partial terms where a vacancy has occurred will take place at the AGM.

6.2.4 The term of office of Executive Officers shall be 2 years.

6.2.5 There is no restriction to the number of consecutive terms for Executive Officers.

6.3 Powers and Duties of the Executive

- Oversee the daily operations of the Association as regulated by a Board approved Budget and operating plan.
- Manage the operations of the Association office where applicable.
- Review, revisions and development of the Operating Policies, Rules & Regulations and Bylaws.

6.4 Resignation, Removal, or Vacancy of the President

In the event the President cannot fulfill their duties or that the position is or becomes vacant, the VP Administration will take over the presidency with all the powers of that office. If the VP Administration position is vacant or should he/she decline to take over the presidency, then the Past President, VP Operations, VP Finance or VP Programs (in this order) shall serve as "Acting President" until such a time that a President is elected or appointed.

7.1 Composition

- 7.1.1 There shall be a minimum of 5 Directors on the Board of Directors.
- 7.1.2 The Elected Directorships may include, but are not limited to:
- | | | |
|---------------------|----------------------|----------------------|
| Publicity Director | League Scheduler | Gaming Director |
| Facilities Director | Sponsorship Director | Coaching Development |
- 7.1.3 The ex officio Appointed Directorships of Affiliate Member Groups may include, but are not limited to:
- | | | |
|----------------------|-----------------------|----------------------|
| Golden Ring | Officials Development | Division Coordinator |
| Sub-Association Reps | | |
- 7.1.4 The Board may designate other Directorships from time to time.

7.2 Powers and Duties of the Directors

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

7.3 Election, Term of Office, Consecutive Terms

- 7.3.1 The Elected Directors shall be chosen at the AGM of the Association.
- 7.3.2 Appointed Directors shall be named as soon as possible at or following the AGM of the Association.
- 7.3.3 The term of office of Directors shall be one year - from AGM to AGM.
- 7.3.4 There is no restriction to the number of consecutive terms for Directors.

Article 8 The Board of Directors

8.1 Composition

The Board shall consist of the Executive Officers of the Association PLUS the Elected and Appointed Directors of the Association.

8.2 Powers and Duties of the Board of Directors

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

- Approval of annual Association operating plan and budget and any changes to such
- The approval of new and/or amendments to Operating Policies and Rules & Regulations
- The approval of Associate, Affiliate, and Life Memberships

8.3 Vacancies

Where a Board position is or becomes vacant, 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.

8.4 Failure to Perform Duties

- 8.4.1 Where a Board Member fails to complete the duties of their position, or fails to attend meetings of the Association, the Board may elect to dismiss the Board Member from that position. In the case of an Officer or Elected Director, the Board may appoint a new individual to serve in that position. In the case of an Appointed Director, the Board shall contact the Affiliate Member Group to provide a replacement to serve in that position.
- 8.4.2 The President of the Association shall provide written notice of the intent to dismiss the individual from the Board to both the Member in question, and the Affiliate Member Group where applicable:
- a. After failing to complete the required duties of the position; or
 - b. After failing to attend, or failing to submit a written report in lieu of attendance, to 2 consecutive meetings; or
 - c. After failing to attend, or failing to submit a written report in lieu of attendance, to 4 meetings of the Association (from one AGM to the next AGM).

- 8.4.3 Should the individual wish to continue their duties, they may indicate such by attending the next meeting of the Board. The Board from time to time, may choose to introduce probationary conditions on that individual.
- 8.4.4 The Board shall render a decision of which must be carried by a vote of not less than a 75% majority. The President shall send notification to the individual indicating that they have been dismissed as a Member of the Board. In the case of an Appointed Director, written notice shall also be sent to the Affiliate Member Group requiring them to supply a replacement representative at the next meeting of the Board as per conditions of Affiliate Membership.

8.5 Removal from Office

- 8.5.1 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. This includes, but is not limited to, any breach of the Bylaws, Operating Policies or Rules & Regulations of the Association or for conduct which jeopardizes the safety, interest or reputation of the Association or any of its Members.
- 8.5.2 A Full or Life Member must submit, in writing, a request to suspend or remove an Officer or Director from the Board. The request shall include reason and any relevant information.
- 8.5.3 A Special Meeting of the Board shall be called within 10 days to address the request
- a. The Officer or Director and the Member registering the request shall be invited to attend the meeting to speak to the request
 - b. 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 vote of not less than a 75% majority, and notify in writing, the Officer or Director and the Member registering the request.

8.6 Resignation

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

8.7 Remuneration

Unless authorized by resolution at a General Meeting or Board meeting at which the resolution is carried by a 75% majority, no Officer, Director or Member of the Association shall receive any remuneration for his/her services.

Article 9 Employees

The Board may elect to employ persons to carry out duties as required, including but not restricted to:

9.1 Manager of Affairs

- Carry out administrative and management functions under the direction and supervision of the Board,
- Reports to the President, is responsible to the Board, and acts as an advisor to the Board and to Board Committees,
- Performs other duties as assigned or required by the Board,
- The Manager of Affairs shall have no voting privileges.

9.2 Bookkeeper

- Carry out bookkeeping duties under the direction and supervision of the Board,
- Reports to the VP Finance and is responsible to the Board and to all Board Committees,
- Performs other duties as assigned or required by the Board,
- The Bookkeeper shall have no voting privileges.

Article 10 Minutes, Books & Records

10.1 Meeting Minutes, Correspondence, Contracts

- 10.1.1 The Manager of Affairs or other individual designated by the Board shall:
- a. Record, print and distribute the minutes of the Association meetings
 - b. Preserve correspondence, contracts, and a meeting minute book as the official record of meetings and proceedings
- 10.1.2 Records shall be kept at the offices of the Association or other location specified by the Board.

10.2 Inspection

The Board shall allow any Full or Life Member to inspect the books, records and accounts of the Association at the AGM or at any time, given reasonable notice by a written request to the President. The inspection shall take place in the presence of a minimum of 2 Executive Officers at a time and location satisfactory to the parties involved.

10.3 Sealed Correspondence

The Board may elect to withhold or seal from the general membership, documentation which has or could result in legal action being brought against the Association or one of its Members, or that which may infringe on individual privacy.

Article 11 Finance and Management

11.1 Financial Records

All financial records, banking documents and accounting data shall be filed and kept at the offices of the Association or other location specified by the Board. The fiscal year of the Association ends on April 30 of each year.

11.2 Audit

The books, accounts and records of the Association shall be audited at least once each year by a duly qualified accountant or by two Members of the Association appointed for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the AGM of the Society.

11.3 Cheques, Payments, and Contracts

- 11.3.1 The designated signing authorities for the Association shall be those on record at the Association bank,
- 11.3.2 Two signing authorities must authorize all forms of payment,
- 11.3.3 The Board may empower paid staff to be a signing authority for certain amounts and circumstances provided a Board resolution is carried by a 75% majority,
- 11.3.4 All contracts entered into in the name of the Association will be signed by the President; and by one other signing authority, or other person authorized to do so by resolution of the Board,
- 11.3.5 Signing parties for the same transaction may not be related by blood, adoption, marriage, or common-law relationship.

11.4 Borrowing Power

For purposes of carrying out the Association objectives, the Board, by way of a Board 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.

Article 12 Distributing Assets and Dissolution

- 12.1** The Association does not pay any dividends or distribute its property among its Members
- 12.2** If the Association is dissolved, any funds or assets remaining after paying debts and liabilities will be given to a recognized and eligible charity or non-profit organization.
- 12.3** Members are to select the charity/organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Association.

Article 13 Protection and Indemnity of Directors and Officers

- 13.1** Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 13.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Association, unless the act is fraud, dishonesty or bad faith.
- 13.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.