



## NORTHWEST ZONE BASKETBALL ASSOCIATION

### BY-LAWS

#### ARTICLE 1 - PREAMBLE

##### 1.1 The Name

The name of the organization shall be the Northwest Zone Basketball Association (hereinafter referred to as NWBA) and shall be incorporated under the *Societies Act*, R.S.A. c. S-14 and amendments thereto.

#### ARTICLE 2 - DEFINITIONS AND INTERPRETATIONS

##### 2.1 Definitions

In these By-laws, unless the context otherwise requires:

2.1.1 "Annual General Meeting" means the regular annual general meeting of the members required by *The Societies Act* to be held annually;

2.1.2 "Directors", "Board" and "Board of Directors" means the Directors of the NWBA for the time being;

2.1.3 "Edmonton Youth Basketball Association (hereinafter EYBA) is the basketball league that the NWBA participates in;

2.1.4 "Officer" means an individual who has been duly elected or appointed to hold one of the offices of NWBA as contemplated in the bylaws;

2.1.5 "Season" means the fall /winter season of the EYBA;

2.1.6 "General meeting" means a meeting of the members;

2.1.9 ""In good standing" means members who have all fees, deposits and completed forms submitted to NWBA.

2.1.7 “Registered Coach” means the coach appointed by the Board to a particular team for any given season.

2.1.8 “Team Representative” means a representative appointed in accordance with these Bylaws;

2.1.9 “Special Resolution” means a resolution passed by a majority of not-less than three-fourths (3/4’s) of the members present in person at a meeting of the NWBA at which written notice specifying the intention to propose the resolution as a “Special Resolution” has been duly given to every Member at least fourteen (14) days before the meeting.

## 2.2 Interpretations

In these By-laws, unless the context otherwise requires:

2.2.1 Words importing the masculine gender include the feminine and neuter genders;

2.2.2 Words importing persons shall include corporations, associations, firms and other societies;

2.2.3 Words importing the singular number shall include the plural number and vice versa;

2.2.4 Words, which have a special meaning, assigned to them in the *Societies Act* have the same meaning in these by-laws.

## ARTICLE 3 - OBJECTIVE

3.1 The objective of the NWBA is: Our goal is to provide a quality basketball program that teaches the fundamentals of the game while emphasizing fitness, cooperation, self-discipline, and camaraderie. Our program compliments and enriches skill development for young athletes aged 7 to 17. Our coaches concentrate on player/team development, and an appreciation of the game of basketball including the necessities of good sportsmanship.

## ARTICLE 4 - MEMBERSHIP

### 4.1 Classification of Members

Membership shall be available to any person in the Province of Alberta paying fees and complying with the Rules, Procedures and Policies and other requirements for membership, as may be established by the Board. There are three categories of Members:

#### 4.1.1 Athlete Membership

Athlete members of NWBA are individuals who are participating in one or more NWBA programs. They are eligible for all rights and benefits as determined by the Board from time to time.

#### 4.1.2 Associate Membership

Associated Membership is granted to the parents or Guardians of an Athlete Member. It allows them all other benefits as an Athlete Member as determined by the Board from time to time. Associated Membership is granted to all registered Coaches, Assistant Coaches, Managers and Trainers of Athlete Members who are not parents or guardians of an Athlete Member. Associate Members have full voting rights and may stand for office.

#### 4.1.3 Honorary Membership

Honorary Membership in the NWBA may be granted to deserving persons at the discretion of the Board. Such membership will have the status of Athlete Membership, without the requirement of the payment of fees.

4.2 There will be a yearly membership fee for each individual Athlete Member of the NWBA which entitles the said Athlete Member and their respective Associated Member to the rights, privileges and benefits of the NWBA for a period of one basketball season.

4.3 The yearly membership fee shall be determined from time to time by the Board and set out in its Rules, Procedures and Policies.

4.4 Any member of the NWBA who has paid the respective fees, in accordance with the current yearly membership fee as determined by the Board and as contained in the Rules, Procedures and Policies, of the NWBA and is not in breach of the Rules, Procedures and Policies shall be held in “good standing”.

4.5 Any member, who is in arrears more than ninety (90) days shall have their name removed from the active roster of the NWBA. Upon the payment of the arrears the member shall be reinstated provided they are not in breach of any other Rules, Procedures and Policies.

4.6 Any member of the NWBA who is found guilty of intentionally violating these Bylaws, including the Rules, Procedures and Policies or having been found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the Club, may have their membership suspended or terminated at the discretion of the Board.

4.7 Any member may withdraw their membership by providing notice in writing to the Board through its Secretary. The withdrawal will become effective upon the Secretary being in receipt of the said notice.

4.8 NWBA shall be a member of the EYBA and participate in their Fall/Winter basketball season.

4.9 Rights and Privileges of Members

4.9.1 Participation

Any Associate Member and Honorary Member shall receive notice of a Special General Meeting or the Annual General Meeting of NWBA and is entitled to:

- (a) Request notice of meetings of the Board.
- (b) Attend any meeting of the NWBA.
- (c) Speak at any meeting of the NWBA.
- (d) Exercise other rights and privileges given to Members in these Bylaws.
- (e) May hold office as a Director or Officer of the NWBA.

#### 4.9.2 Voting Members

The only members who can vote at a Special General Meeting or the Annual General Meeting of the NWBA are Associated and Honorary Members.

#### 4.9.3 Number of Votes

Associated Members and Honorary Members are entitled to vote on a motion at a Special General Meeting or Annual General Meeting of the NWBA as follows:

- (a) Associated members and Honorary Membership may cast one (1) vote per motion. The casting of votes is done by a show of hands.

4.9.4 Only Athletes, Associated and Honorary Members shall have any interest in the funds of the NWBA.

#### 4.10 Conduct of Members

4.10.1 All Members agree to abide by these Bylaws and the Rules, Procedures and Policies of the NWBA. These documents are available for inspection by any Member of the NWBA. The NWBA will maintain and review annually, a Rules, Policies and Procedures Handbook covering day-to-day issues not covered by the bylaws.

#### 4.11 Removal of Member

##### 4.11.1 Decision to Remove

The Board, at a Special Meeting of the NWBA called for that purpose, may remove a Member's Membership until the Annual General Meeting or a Special General Meeting is scheduled.

4.11.2 Any Member of the NWBA may be removed from membership by Resolution of the Board of Directors for any just cause provided such member is given the opportunity to have a proper hearing prior to the consideration of the Resolution. The hearing process must be a quorum of Board Members, chaired by the President or VP. Just causes include but is not limited to theft, fraud or actions deemed detrimental to the NWBA.

#### 4.11.3 Notice to the Member

The affected Member will receive written notice of the Board's intention to consider removal:

(a) By registered mail to the member's registration address, postmarked at least two (2) weeks prior to the Special Meeting of the Board. A Director of the NWBA may also deliver the notice at least two (2) weeks prior to the meeting.

(b) The notice will state the reasons why the removal is being considered. The Board must act within one (1) month of the incident being brought to the attention of the NWBA.

#### 4.11.4 Decision of the Board

The Member or his/her designated representative shall be entitled to appear at the Special Meeting and to provide submissions with respect to the incident. The format of the Hearing will be communicated to the Member and his/her designated representative at least 7 days prior to the scheduled meeting. The format of the Meeting shall include the opportunity for the Member or his/her designated representative to present his/her position with respect to the alleged incident. The Board shall provide a decision to the Member and his/her designated representative within 48 hours of the Special Meeting. The decision of the Board is final.

### 4.12 Termination of Membership

#### 4.12.1 Resignation

Any Member may resign by delivering a written notice to the President or Secretary of the NWBA. Resignation is effective on the date indicated in the written notice or on receipt of the written notice if no date is indicated in the notice.

#### 4.12.2 Death

The Membership of a Member is ended upon death.

#### 4.13 Transmission of Individual Membership

No right or privilege of any individual Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is removed from the NWBA.

#### 4.14 Continued Liability for Debts Due

Although a Member ceases to be a Member by death, resignation, or otherwise — he or she is liable for any debts owing to the NWBA at the date of ceasing to be a Member.

#### 4.15 Limitation on the Liability of Members

No Member is, in their individual capacity, liable for any debt or liability of the NWBA. Members of the Board are provided liability coverage through insurance paid by NWBA.

### ARTICLE 5 - MEETINGS OF THE NWBA

#### 5.1 The Annual General Meeting

##### 5.1.1 Time and Place

The NWBA shall hold the Annual General Meeting at intervals not exceeding Fourteen (14) months based on an annual year of June to May. The Board sets the place, day, time, and agenda of the Meeting.

##### 5.1.2 Notice of Meeting

The Secretary will ensure written notice by way of electronic means or Canada Post is provided to Associated Members and Honorary Members at least twenty-one (21) calendar days before the Annual General Meeting. The notice states the place, date, and time of the Meeting.

### 5.1.3 Agenda

The Annual General Meeting deals with the following:

- (a) Adopting the Agenda
- (b) Adopting the Minutes of the last Annual General Meeting
- (c) Considering the Reports of the board.
- (d) Reviewing the NWBA Financial statements.
- (e) Appointing the Auditors.
- (f) Election of the Board of Directors.
- (g) Considering matters specific to the Meeting Notice.
- (h) Review of Bylaws as needed.
- (I) Approve Annual Budget

### 5.1.4 Quorum

Participation by ten (10) Associated Members and/or Honorary Members at a Special General, or Annual General Meeting is a quorum.

## 5.2 Special General Meetings

### 5.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) By a Motion of the Board to that effect, or,
- (b) On the written request to the President or Secretary by fifteen (15) Associated Members and/or Honorary Members. The request must state the reason for the Special General Meeting and include the motions intended to be submitted at the Meeting.



## 5.2.2 Notice

The Secretary will ensure written notice to Associated Members and Honorary Members at least seven (7) days before the Special General Meeting. The notice will state the place, date, time, and reason for the Meeting. Only the matters set out in the notice will be considered at a Special General Meeting.

## 5.3 Proceedings at the Annual or a Special General Meeting

### 5.3.1 Attendance by the Public

Annual General Meetings of the NWBA are open to the public. A majority motion of the Associated Members and/or Honorary Members present may ask any persons who are not Members to leave.

### 5.3.2 Voting

At any meeting of the NWBA a resolution put to a vote of the membership shall be decided by a show of hands. A simple majority will determine the vote.

Every Associated Member and Honorary Member of the NWBA shall have one vote in the affairs of the Club at meetings of the Club. Each individual is entitled to carry only one vote irrespective of the different positions that they may have at a meeting.

The chair of the meeting shall not vote on any resolution, unless there is a tie in voting, in which case the chair may cast the deciding vote.

Votes shall be cast in person and not by proxy.

Voting at all elections of the NWBA shall be by a show of hands. However, any member may demand on election, that a secret ballot be taken and upon such a demand, the President shall ensure it is carried out.

### 5.3.3 Failure to Reach Quorum

The President may cancel and reschedule a Meeting if there is no quorum, or allow the Meeting to continue for purposes of discussion without voting on any motions.

#### 5.3.4 Rules of Order

The rules of procedure contained in the latest published edition of "Bourniot's Rules of Order - Revised", shall govern all Meetings, provided there is no inconsistency with these Bylaws.

#### 5.3.5 Failure to Give Notice

No action taken at a Special or Annual General Meeting is invalid due to:

- (a) Accidental omission to give notice to any Member.
- (b) Any Member not receiving any notice.
- (c) Any error in any notice that does not affect the meaning of the information in the notice.

### ARTICLE 6 - THE GOVERNANCE OF THE NWBA/BOARD OF DIRECTORS

#### 6.1 The Board of Directors

##### 6.1.1 Governance and Operation of the NWBA

The Board governs the affairs of the NWBA between Annual General Meetings. The President shall be the Chief Elected Officer of the NWBA.

##### 6.1.2 Powers and Duties of the Board

The Board has all the powers of the NWBA except as stated in the *Alberta Societies Act*. Without limiting the general responsibility of the Board it may delegate certain of its authorities and duties to the members. The administration of the affairs of the NWBA shall be vested in the Board which, in addition to the powers and authorities by these Bylaws or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or be done by the NWBA as are not hereby or by statute expressly directed or required to be exercised or done by the NWBA in general meeting but subject nevertheless to the provisions of the *Societies Act* and these Bylaws, and to any

Rules, Procedures and Policies from time to time made by the NWBA in general meeting, provided that no Rules, Procedures and Policies so made shall invalidate any prior acts of the Board which would have been valid if such regulations had not been made.

### 6.1.3 Composition of the Board of Directors

The Board consists of the following, which must be members in good standing and elected at the Annual General Meeting:

- (a) President
- (b) Vice President
- (c) Treasurer
- (d) Secretary
- (e) A maximum of ten (10) Board Directors

6.1.3.1 In relation to the above positions a maximum of two Associated or Honorary members who are immediate family members, as defined, except for children, can be on the Board at one time. In the situation where there are two Associated or Honorary members who are immediate Family members holding any of the above positions they are entitled to only one vote between them.

6.1.3.2 In addition to the above, the Board can consist of the Past President, which is not an elected position. The Past President is the individual who has finished his term of office as President.

### 6.1.4 Officers of the NWBA

The Officers of the NWBA are elected by the members at the Annual General Meeting and shall be:

- (a) President
- (b) Vice President
- (c) Treasurer
- (d) Secretary

### 6.1.5 Directors of the NWBA

The Directors of the NWBA are elected by the members at the Annual General Meeting and may be appointed by the Board to any, but not limited to the following positions:

- (a) Registrar/ Registration director
- (b) Technical director
- (c) Web site director
- (d) Sponsorship director
- (e) Coaching director
- (f) Equipment director
- (g) Volunteer director
- (h) Gym coordinator director

The Directors may hold more than one of the positions outlined above. If the Board determines additional positions are required then they may appoint additional Directors as needed.

### 6.1.6 Term of Office

Terms of Office shall be for two years. Board of Directors position elections shall be staggered where possible. The President and Secretary position elections will occur in the same year, while the Vice-President and Treasurer position elections will occur the following year. The President shall serve for one (1) year as Past President on the completion of the term as President. Upon the Boards discretion and upon no other Member desiring to serve as President, the President can serve one more year bringing his service to three (3) consecutive years as President.

The President will not serve consecutive terms as President. A retiring Officer or Director shall retain office until the dissolution of the meeting at which his successor is elected.

6.1.7 Every Director and Officer of the NWBA in exercising their powers and discharging their duties shall:

- a) Act honestly and in good faith with a view to the best interest of the NWBA; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

6.1.8 Resignation, Death, Removal or Appointment of a Director

The following applies:

- (a) A Board Director, including the President and Past President, may resign from office by giving notice in writing. Resignation is effective on the date indicated in the written notice or on receipt of the written notice if no date is indicated in the notice.
- (b) Associated Members and Honorary Members may remove any Officer or Board Director, before completion of the Term of Office, by majority vote at a Special General Meeting with specific notice of such intent in the agenda.
- (c) If there is a vacancy on the Board; the remaining Board Directors may appoint a Member to fill the vacancy until the next Annual General Meeting. This appointed Director shall be entitled to vote on resolutions in accordance with these regulations.

6.1.9 Duties of Officers and Directors

Terms of Reference for all positions will be determined by the Board and may be amended from time to time by a simple majority vote of the Board. The Officers duties shall include:

The President shall:

- a) Preside over all meetings of the NWBA
- b) Be an ex-officio member of all committees;

- c) Follow the overall interests of the NWBA;
- d) Make day-to-day decisions of the NWBA;
- e) Assist in ensuring that the Bylaws of the NWBA are enforced;
- f) Be responsible for ensuring that all resolutions or motions passed by the membership or Board of Directors are carried out;
- g) Instruct the Board in their duties;
- h) Supervise the other officers in their responsibilities;
- i) Make recommendations to the Board of Directors;
- j) Be the NWBA's representative to all events and may appoint another officer or director when unable to attend.

The Vice-President shall:

- a) Assume the responsibilities of the President in his/her absence;
- b) Assist in coordinating communications with the membership;
- c) Be assigned duties by the President;
- d) Oversee the Discipline issues that arise in the NWBA including put in place a disciplinary structure and chair the discipline committee.

The Treasurer shall:

- a) Keep the financial records of the NWBA in order;
- b) Ensure the payment of the bills approved by the Board;
- c) Present financial statements to the Board at each board meeting and shall, if required arrange for the audit of financial statements;

- d) At the first meeting of the newly elected Board turn over all funds, books, papers and the property of the NWBA to the elected successor;
- e) Ensure that the annual audit of the NWBA is carried out by the individual or company appointed by the Board;
- f) Act as a consultant in establishing the yearly budget;
- g) Be responsible for undertaking any reasonable duties the Board may request of them with regard to the area of finance;
- h) Hold the monies of the NWBA in a Chartered Bank of Canada;
- i) Issue cheques on behalf of the NWBA. Said cheques shall require the signature of two (2) members of the Board.

The Secretary shall:

- a) Keep the Minutes of the meetings of the Board of Directors;
- b) Forward the Minutes of meeting to the Board of Directors within a reasonable time period prior to the next meeting;
- c) Handle the correspondence of the NWBA as directed by the President.

Past President: The Past President shall act as a resource for the current President and offer insight and direction to the President and the Board, on all matters. The Past President shall chair the Nominating Committee.

#### 6.1.10 Meetings of the Board of Directors

The Board shall meet at the call of the President a minimum of once a month from September to April and bi-monthly from May to August (off season). The President shall provide seven (7) days notice to the Board of Directors in relation to these meetings. A majority of the Board Members present at any Board meeting is a quorum.

6.1.11 The Board of Directors shall be the governing body of the NWBA and shall:

- a) Set the policy of the NWBA for the current season;
- b) Approve the expenditure of monies as set out hereafter;
- c) Rule on any appeals of decisions made by the Executive Committee, Executive Director or Vice President;
- d) Set the annual registration fee for teams and players;
- e) Approve the appointment of an Executive Director;
- f) Establish remuneration for the Executive Director;
- g) Make any plans, programs, fund raising that they desire, providing that such plans do not obligate the NWBA to any long-term obligations;
- h) May make a decision on any matter not specifically covered in the Bylaws
- i) Approve and appoint volunteers
- j) Approve and appoint Coaches, Assistant Coaches, Managers and Trainers

6.1.12 To be eligible for appointment as an Officer and/or Board member, an individual must be a member in good standing.

6.1.13 An Officer whose term has ended shall be eligible for re-election as an Officer.

6.1.14 The appointed Officer shall assume office at the conclusion of the close of the meeting at which they are appointed and have consented to the said appointment.

6.1.15 Unless authorized at any meeting and after notice for same shall have been given, no Director, Officer or member of the NWBA shall receive any remuneration for his/her services.



## 6.2 Committees

### 6.2.1 Establishing Committees

The Board may establish Board Committees to advise the Board and make recommendations to the Board.

### 6.2.2 General Procedures for Committees

The Board appoints the Chairperson of each Committee and issues the committee with the Terms of Reference for that committee. The Committee is responsible to and reports to the Board.

The President may create one or more committees to advise the Board in respect of the various duties of the Board.; In addition to any committees created by the President there shall be an Executive Committee consisting of the Officers; The Executive Committee may act on behalf of and in the name of the Board in all matters; The President shall be the chair of the Executive Committee; Each committee shall meet at the call of its Chair, record and distribute minutes to the Members of the committee and provide reports at the request of the President; Each member of a committee, excluding the chair, shall have one vote at meetings of the committee. The chair shall not normally vote, unless there is a tie in voting, in which case the chair may cast a deciding vote. If the chair chooses to abstain the motion is defeated as a tie vote.

## 6.3 Executive Director

6.3.1 The Board of Directors may appoint an Executive Director each season. The Board of Directors shall set the remuneration of the Executive Director.

6.3.2 The Executive Director shall:

- a) Shall perform the day-to-day work required by the Board of Directors;
- b) Keep such statistics as directed by the Board of Directors;
- c) Arrange Practice gyms as required;
- d) Attend meetings of the Executive Committee and Board of Directors;

e) Attend meetings of the EYBA on behalf of the NWBA when directed by the President;

f) Perform any other duties and responsibilities as directed by the Executive Committee and the Board of Directors.

6.3.3 The Board may terminate the employment of the Executive Director of the NWBA with just cause.

## ARTICLE 7- INDEMNITY

7.1 The NWBA will at all time hereinafter indemnify and save harmless Directors, Officers and employees from and against all liabilities hereinbefore or hereinafter incurred from all actions, claims, suits, proceedings and demands on account thereof and all costs, charges, damages and expenses which the Director, Officer or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of the NWBA.

## ARTICLE 8- FINANCE AND OTHER MATTERS

### 8.1 Registered Office

Currently, the registered office of the NWBA is located at Aldergrove Community League, 8335-182 Street, Edmonton, Alberta, T5T 1X1. The registered office of the Club can be changed upon a resolution of the Board approving the change of the registered office. Another place may be established by resolution of the Board.

### 8.2 Finance and Auditing

#### 8.2.1 Fiscal Year of the NWBA

The Fiscal year of NWBA shall commence on the 1<sup>st</sup> day of June and end on the 31<sup>st</sup> day of May the following year.

### 8.2.2 Audit

The books and accounts of the NWBA shall be audited annually by a qualified accountant, or two qualified individuals, or other competent persons as determined by the membership at the annual AGM. Notwithstanding the term audit, the financial statements prepared by the examiner may be a Notice to Reader (compiled statement) or a Review Engagement or a full proper Audit, as a resolution passed by the members or by the Board may Direct. The Audit will be completed in time for a full, complete and proper statement of the books and accounts of the NWBA to be presented at the AGM or Semi-AGM

### 8.2.3 Borrowing

For the purpose of carrying out the objects of the NWBA the Board may borrow or raise or secure the payment of money in such manner as it may think fit and in particular by the issue of debentures charged upon all or any of the NWBA property (both present and future), but in no case shall the debentures be issued without the sanction of a special resolution of the NWBA.

8.2.4 The Board of Directors shall decide on the bank in which the fund of NWBA shall be deposited, and execute the necessary banking authorization.

8.2.5 The signing Officers of the NWBA shall be any of the Officers of the following elected: President, Vice President, Treasurer and Secretary.

8.2.6 All monies of the NWBA shall be applied toward carrying out the objects of the NWBA in accordance with the direction of the Board of Directors.

## 8.3 Seal of the NWBA

### 8.3.1 Custody

The Seal of the NWBA will be retained at the registered office in the custody of the President or Secretary.

### 8.3.2 Use of the Seal

The Seal of the NWBA will only be used by Officers of the Board.

## 8.4 Books and Records

### 8.4.1 Minute Book

The Secretary records all minutes of meetings of Members and the Board, and maintains the minute book and makes available all minutes for Associated Members and Honorary Members who are in good standing.

### 8.4.2 Records

The Directors shall see that the NWBA prepares, maintains and provides for the safe custody of the records of the NWBA including the objects and bylaws and all amendments thereto, minutes of meetings and resolutions of the NWBA and of the Directors, financial accounts and records including annual audit, and all other necessary books and records of the NWBA required by the bylaws of the Society or by any applicable statute or law. The Board shall see that all Directors, Committees and Members surrender the NWBA records to the Board at the end of their term.

### 8.4.3 Inspection

Any Member may inspect the books or records of the NWBA, with the exception of personnel files. The books and records of the NWBA may be inspected by any member of the NWBA at the annual meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each member of the Board shall at all times have access to all such books and records.

## 8.5 Income

The Board may raise funds to meet the objects and operational needs of the NWBA. The income and property of the NWBA shall be applied in and towards the promotion and advancement of the objects of the NWBA and no portion thereof shall be paid or distributed to the members of the NWBA, or any of them.

## 8.6 Payments

No Member, Board Director or Officer of the NWBA receives any payment for serving as a member or Board Director or Officer. Reasonable expenses as authorized through the policies of the NWBA that are incurred while conducting the duties of the NWBA may be reimbursed. Nothing herein contained shall prevent the payment in good faith of remuneration to any Officer, Director or Member of the NWBA in return for approved services actually rendered to the NWBA.

Each member of the Board of Directors shall serve the NWBA without salary or remuneration for the services rendered in those respective capacities.

Notwithstanding this clause member of the Board of Directors may be reimbursed for reasonable out of pocket expenditures provided such expenses are incurred while on NWBA business.

### Remuneration of Members:

Members of the NWBA may be reimbursed for reasonable out of pocket expenditures provided such expenses are incurred while on NWBA business; A member may receive a nominal honorarium from the NWBA for performing a particular duty provided there is a prior Board approval for the issuance of the honorarium; Board Members may continue to serve on the Board as volunteers while receiving an honorarium for another specified duty; Honorariums should be nominal and used infrequently. Such honorariums shall be approved by the Board in all cases, and such approval must be renewed annually and must be reflected within the NWBA's approved Budget.

## 8.7 Protection and Indemnity of Directors

### 8.7.1 Indemnity

Each Board Director or Officer holds office with protection from the NWBA through Directors Insurance. The NWBA indemnifies each Board Director or Officer against all costs or charges that result from any act done in his or her role for the NWBA. The NWBA does not protect any Board Director or Officer for acts of fraud, dishonesty, or bad faith.

### 8.7.2 Liability

No Board Director or Officer is liable for the acts of any other Board Director or Officer. No Board 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 NWBA. No Board Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the NWBA, unless the act is fraud, dishonesty, or bad faith. Board Directors or Officers can rely on the accuracy of any statement or report prepared by the NWBA's auditor. Board Director's or Officer's are not held liable for any loss or damage as a result of acting on that statement or report. All acts done at any meeting of the Board, or of a committee of the Board, or by any person acting as a Director or Officer, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors, Officers or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or Officer.

## ARTICLE 9 - AMENDING THE BYLAWS

### 9.1 Amendment

The Bylaws of the NWBA shall not be altered or added to except by special resolution of the NWBA.

9.2 From time to time the Board of Directors may establish rules, standing rules, and special procedures governing and detailing various Board of Directors or NWBA procedures and may establish operating procedures for any Committee of the Board or NWBA provided that the special rules, standing rules, special procedures and operating procedures are consistent with the Bylaws of the NWBA.

### 9.3 Corporate Registry

Amendments to these Bylaws take effect after approval at an Annual General Meeting and acceptance by Corporate Registry.

## ARTICLE 10 - DISSOLUTION

### 10.1 Property

The NWBA does not pay dividends or distribute its property among Members. If the NWBA is dissolved any funds or assets remaining after paying all debts, are distributed to an organization with similar objects.