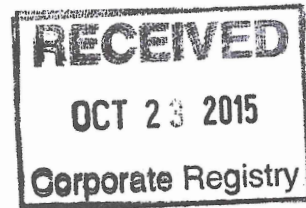




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ASSOCIATION BYLAWS

Article I: Interpretation

1. Association

The terms "Association", "Organization", "Basketball Alberta", or "A.B.A." herein used throughout shall mean and include the Alberta Basketball Association.

2. Special Resolution

Special Resolution means a resolution passed by a majority of not less than three fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

3. Director

Defined as a member of the Board.

Article II: Name of the Association

The name of the Association shall be the Alberta Basketball Association and shall so be incorporated under the Societies Act, RSA 2000.c.S-14 and amendments thereto.

Article III: Fiscal Year

The fiscal year and membership year of the Association shall commence on the first day of January and end on the thirty-first day of December.

Article IV: Membership

1. Members of the Association

The members of the Association shall be those who adhere to the Bylaws and who pay their membership fees as set down by the Board of Directors.

2. Classes of Membership

There shall be two (2) classes of membership in this Association, namely Class A "Active" and Class B "Honorary Life"

3. Active Member

- a. Any person involved in sanctioned Basketball Alberta basketball in the Province of Alberta must be an Active Member of the Association.
- b. An Active Member may be an athlete, a coach, an official, or an administrator.
- c. An Active Member shall pay the annual membership fee as determined from time to time by the Board of Directors.

4. Honorary Life Member

- a. The Board of Directors may elect any person as an honorary member by a unanimous vote of those present at any Board Meeting.
- b. A person may be nominated at an Annual General Meeting by any member of the association. The nomination must be seconded by 5 members and approved by a unanimous vote of those present.
- c. An honorary member shall not be entitled to hold office in the Association or to vote at the meetings, but shall have all other rights and privileges of but shall not be required to pay any membership dues.
- d. Such honorary membership shall be granted for life.

5. Application for Membership

All applications for membership shall be made to the office of the Alberta Basketball Association.

6. Membership Number

Upon payment of the annual dues, a membership number will be issued annually to all members of the Association, indicating the class of membership.

7. Good Standing

- a. Any member of the Association, who has paid the respective fees for the current membership year of the Association, shall be held in "good standing".
- b. Any member of the Association who is found guilty of intentionally violating the Bylaws and/or code of conduct shall no longer be considered as a member in good standing.
- c. If a member fails to pay the annual fees within two months of the beginning of the membership year, such member shall be considered not in good standing, until fees are paid.

8. Withdrawal for Membership

Any person may withdraw from the Association by submitting the intention to withdraw in writing or registered mail to the registered address of the Association or by mailing such notice to the registered address of the Association. Such withdrawal shall take place immediate effect upon receipt of the notice at the Association.

9. Suspension or Expulsion from Membership

- a. Any member of the Association who is found guilty of a crime under the Criminal Code of Canada shall be expelled from the Association, by the Executive Director, with approval of the Board Executive.

- b. Any member of the Association who is found in violation of the Association's Code of Conduct and/or any other Association Policy may be expelled from the Association by the Executive Director, with the approval of the Board Executive.
- c. Any member suspended or expelled by the Executive Director shall have the right to appeal, under the guidelines laid out in the Association Appeal Policy.

10. Club Sanctioning

A.B.A. will allow sanctioning to club organizations that have requested such status through the Club Application process and remain as members in good standing with A.B.A. The Club Affiliation process requires the applying club to submit a completed Basketball Alberta Club Affiliation Form along with the affiliation fee. Once approved by Basketball Alberta, the club organization will then submit their roster/membership information to Basketball Alberta. The 2012/13/14 membership years are transitional years in which clubs will be required to become affiliated with the Basketball Alberta Club Initiative for sanctioning purposes. All club players must be active members of Basketball Alberta or the club must provide written proof of existing insurance equal to or greater than that which Basketball Alberta is able to provide and deem required for sanctioning purposes. As of the 2015 membership year, all sanctioned events for Alberta representation shall require participants to be active members in good standing of Basketball Alberta.

11. Fees

The membership annual fees shall be those in force and as adopted by the Association from time to time.

12. Privileges and Obligations of Members

a. Voting Rights

Basketball Alberta Board Members and Member Organizations consisting of 30 or more active members shall have the right to vote during Special or Annual General Meetings of the Organization. Each member organization will appoint a single delegate to carry one (1) vote. This delegate will represent the interests of each active member within a member organization. Proxy voting is not allowed.

b. Liability of Members

No member of the Association is liable for any debt or liability of the Association in an individual capacity.

Article V: Meetings

1. Annual General Meetings

The Annual General Meeting of the Association shall be held once a year at such a place and time as may be determined by the Board of Directors.

2. Notice of Meetings

- a. Notice of the time and place of all meetings of the membership and the general nature of the business to be transacted thereat shall be posted or given as deemed necessary by the Board of Directors.
- b. Notice of the Annual General Meeting

- c. Notice of the time and place of an Annual General Meeting shall be given at least twenty-one (21) days before the holding of an Annual General Meeting.
- d. Notice of Special Meetings
- e. Notice of the time and place of a Special Meeting shall be given at least ten (10) days before the holding of a Special Meeting.
- f. Whenever a notice under the provisions of these bylaws is required to be given, such notice may be given either personally, by telephone, by prepaid post or by any electronic means which includes the website.
- g. Provided always and subject to the provisions of the "societies Act" that all meetings of members either Annual General or Special Meetings may be held at any time or place without such notice, if each of the active members either consents to the holding of the meeting, or is present thereat. Members may also by writing, waive the requirements of notice of any meetings of the members.
- h. No error or omission in giving notice of any annual or other general meeting or any such adjourned meeting shall invalidate such meeting or may void proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or held thereat.

3. Adjournment

Any meetings of the Association or the Director may be adjourned to any time and such business maybe transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment or adjourned meeting.

4. Procedure

The order of business at the Annual General Meeting shall be:

- a. Call to order and roll call
- b. Adoption of agenda
- c. Reading of minutes of last Annual General Meeting
- d. Business Arising
- e. President's Address
- f. Financial report and statement
- g. Notice of Motion
- h. Election of Officers and/or Directors
- i. New Business
- j. Nomination of Honorary Member
- k. Adjournment

5. Quorum

A quorum for the transaction of business at any meeting shall consist of not less than five (5) Members of the Association present at any duly called meeting.

Article VI: Directors

1. Board of Directors

The affairs of the Association shall be managed by a Board of Directors consisting of not less than five (5) Directors. Directors that represent clubs and community associations will express the views of their associations whereas all other directors will express the views of Basketball Alberta.

2. Composition

- a. Directors shall consist of a minimum of five (5) members to a maximum of twelve (12) members. These directors must be a reflection of basketball in the province of Alberta. The directors may reflect the interests of:
 - i. Community Basketball (CMBA/EYBA) one (1) representative for each association to be reviewed annually. [Can have two (2) representatives present but they only have one (1) vote]
 - ii. Clubs (1 member)
 - iii. Rules and Officiating
 - iv. Schools, Colleges and Universities
 - v. Zone and/or Rural Communities
 - vi. At Large Director as recommended
- b. The directors will appoint an executive that is comprised of a president, 1-2 vice president(s), a secretary and a treasurer.

3. Term

Directors will be elected to a two (2) year term.

4. Qualification

Basketball Alberta staff members will not be elected to the Board of Directors.

5. Remuneration of Directors

Members of the Board shall receive such remuneration and a reimbursement of costs incurred for services rendered as a member of the Board of Directors of this Association. As the members shall decide upon from time to time at the Annual General Meeting.

6. Resignations and Vacancies

- a. If any member of the Board of Directors shall resign from office, or without reasonable excuse is absent from two (2) or more Directors' Meetings. They may be expelled from the Association, the Directors may declare the position vacated and may appoint a successor to hold office until the next Annual General Meeting.
- b. Vacancies on the Board of Directors however caused may so long as a quorum of Directors remains in office, be filled by the directors from among the active members of the Association if they shall see fit to do so; otherwise such vacancy shall be filled at the next Annual General Meeting. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

7. Quorum

Any five (5) Members present at a duly called meeting of the Board of Directors shall constitute a quorum.

8. Administration

- a. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which this Association may lawfully enter into and may exercise as this Association is by its Bylaws or otherwise authorized to exercise and do.

- b. The Directors may appoint any necessary Standing Committees to conduct the affairs of the Association.

9. Meetings

In order to deal with matters of the Association there shall be two types of meetings:

- a. Executive Meetings: the executive is comprised of the president, vice president (s) secretary and treasurer. Executive meetings will be held 5 times a year. These meetings will focus on giving feedback and direction to the Executive Director.
- b. Board of Director Meetings: The directors are comprised of all directors including the executive. These meetings will focus on setting direction for the association, budget input and approval and all other association business that may be put forward. The Board of Directors shall meet at least two (2) times per year. Meetings of the Board of Directors shall be held at such time and place as the President or, in the President's absence, the Vice President may decide. At least seventy-two (72) hours of notice of such meetings shall be given to each Director in the manner provided for in these Bylaws. No formal notice of any meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Further meetings of the Board of Directors may be formally called by the President or the Vice President on written request by any two (2) Directors.
- c. All meetings may be held by phone or video conferencing as long as all members have the technology to do so.

10. Questions

Questions arising at any meeting of the Directors shall be decided by a majority of votes.

11. Resolution

A resolution in writing signed by a quorum of Directors shall be valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

12. Borrowing Powers

No money shall be borrowed by this Association without the sanction of a resolution of the Board of Directors which must be passed unanimously by those Directors in attendance at a properly called meeting. In the event that a Borrowing Resolution is not passed unanimously, the resolution must be brought back to the next meeting of the Directors at which time a quorum of the Directors in favor of the Borrowing Resolution shall be satisfactory.

13. Banking

The Board of Directors shall decide upon the Bank or Trust Company in which the funds of the Association shall be deposited and execute the necessary banking authorization.

14. Signing Officers

The signing officers of the Association shall be any two (2) of the following: President, Treasurer, Executive Director, Programs Director and Bookkeeper.

15. Staff

The Board of Directors shall appoint the Executive Director. The Executive will prescribe the duties for, evaluate and set remuneration for the Executive Director. The Executive Director

shall prescribe duties, supervise and arrange to pay staff and contractors such remuneration as the Executive Director shall from time to time consider appropriate.

16. Bonding

The Treasurer, the Executive Director and the staff shall, if required by the Board of Directors, be bonded in such amounts respectively as may be required by the Board of Directors. Costs of all such bonds shall be paid by the Association.

17. Liability

The Board of Directors and each of them shall not be liable for any action taken or omitted by them in good faith or for the acts of any agent, or employee selected by the Board of Directors with reasonable care.

Article VII: Voting

1. Eligibility

Please refer to Article IV:1

2. Method

Voting at all the meetings of the Association shall be by show of hands. However any member may demand, on election, that a secret ballot be taken and upon such demand, the Chairperson shall ensure it is carried out. No proxy voting is allowed.

3. Majority

In all affairs of the Association, other than amendments to the Bylaws and special resolutions, a simple majority is sufficient to confirm any motion of resolution.

Article VIII: Election of Officers

1. Vacancies

At every Annual General Meeting of the Association, those members present and eligible to vote shall elect new officers to fill any vacancies that may have occurred.

2. Office

- a. The elected officers shall assume office at the conclusion of the voting and close the meeting.
- b. Directors can be appointed as replacements or additions during the year; however, their two (2) year term commences subsequent to the first Annual General Meeting during their term.

3. Eligibility

To be eligible for election an individual must be a member in good standing. Nominations for any position to be elected will be entertained from the floor. Nominations from the floor for persons not in attendance must be submitted in writing.

4. The Positions to be Filled

- a. The President, Secretary and four (4) Director Positions shall be elected in even numbered years.

- b. The Vice President, Treasurer and remaining Director Positions shall be elected in odd numbered years.

5. Lack of Nomination

If there are no nominations forthcoming for a certain position, the retiring officer may be asked to assume the position for another year. If that is not possible, the Board of Directors may appoint some member to the office.

6. Separate Election

There shall be a separate election for each vacant position and the candidate who receives a majority of the votes shall be declared elected.

7. Election by Acclamation

If there is only one candidate for a position, that candidate will be declared elected "by acclamation".

8. Vacancies

Any vacancy occurring amongst the Officers of the Association will be filled by the Board of Directors and ratified at the next General Meeting. In the case of death, resignation or expulsion of the President, the Vice President shall assume the office until the end of term.

Article IX: Duties and Powers of Officers

1. Duties of the President

- a. Preside over all meetings of the Association and in conjunction with the Executive Director, call and prepare the agenda for all meetings.
- b. Preside over and be an ex-officio member of all Committees as required. Follow the overall interests of the Association.
- c. Follow the overall interest of the Association.
- d. Be the official representative of the Association to all other related organizations.
- e. See that the Bylaws are enforced.
- f. Be responsible for ensuring that all resolutions or motions passed by the membership or Board of Directors are carried out.
- g. Be the Association's representative to all sport related and unrelated events and may appoint another director when unable to attend.
- h. Ensure that a planning meeting is held each year.
- i. In conjunction with the Executive Director be the liaison for the Association and other Basketball Associations, Provincial, the National Association and the different levels of government.
- j. Arrange for and provide an annual evaluation of the Executive Director.

2. Duties of the Vice President

- a. Succeed the President - in case of the President's resignation or death - for the remainder of the term. The Vice President will fill the vacant President's position.
- b. Serve in an advisory position to the Board of Directors.
- c. Be responsible for undertaking any reasonable duties the President or the Board of Directors may request of him/her.

- d. Be responsible to the Board for all committees and act as advisor as required by each committee.

3. Duties of the Treasurer

- a. Present financial statements to the Board of Directors at each executive meeting if required and arrange for the review engagement of the financial statements.
- b. Be responsible for ensuring that funds are used in accordance with any spending restrictions that are placed upon them by granting or funding agencies or institutions.
- c. Ensure that the review engagement of the Association is carried out by the individual or company as appointed by the Board of Directors.
- d. Be responsible for undertaking any reasonable duties the Board of Directors may request of him/her.

4. Duties of the Secretary

- a. Shall prepare and circulate an agenda and minutes for the following meetings; Annual General Meeting, Special General Meeting, Board of Directors and Executive Meetings. Shall ensure the Associations registered office has up to date and accurate minutes.

5. Duties of the Directors

- a. Act as a liaison between the Board of Directors and the members of the basketball community represented.
- b. Recommend goals and objectives for the Association and help in the development of action plans showing how to accomplish these goals.
- c. Be responsible for undertaking any reasonable duties the Board of Directors may request for him/her, including but not limited to participating on one or more committees.
- d. Review and approve budget.

6. Duties of the Nominating Committee

The committee comprised of two (2) directors and the Executive Director will comprise a slate of candidates for the open directors' positions. The committee will also conduct the elections at the AGM.

Article X: Finances of the Association

1. Responsibility

- a. The Treasurer and the Executive Director will be responsible for the financial operation of the Association.
- b. The Executive Director and the Association Bookkeeper under the direction of the Treasurer shall prepare an annual Financial Report for presentation to the membership as information to the membership.
- c. Accountants for the ensuing year may be appointed by the Board of Directors upon the recommendation of the Treasurer. Such appointment will be for a one year term.
- d. After presentation of the financial statements at the Annual meeting, these financial statements must be submitted to the Registrar of Companies.

2. Disposal of Funds

- a. All monies received by or on behalf of the Association shall be deposited in the accounts of the Association that should be housed in banks, trust companies or credit unions.
- b. All disbursements shall be made by cheques signed by two (2) of the following: the President, Treasurer, a Vice President, the Executive Director and either the Programs Director or Bookkeeper.

3. Financial Audit

The financial books, accounts and records of the Association will be audited once per year by a duly qualified accounting firm or by a minimum of two (2) members to a maximum of four members of the Association, not currently serving on the Board, appointed for that purpose at the previous Annual General Meeting.

Article XI: Borrowing Powers of the Association

1. Borrowing of Funds

The Board may, with the approval of a quorum of the directors borrow funds for the benefit and further development of the Association.

2. Exercise of borrowing power

For the purpose of carrying out the objectives of the Association, the Board of Directors may from time to time:

- a. Issue, sell or pledge securities of the Association; and
- b. Charge, mortgage, hypothecate or pledge all or any part of the real property of the Association including book debts, rights, powers, franchises or undertakings to secure any securities or any monies borrowed or other debt, or any other obligation or liability of the Association.

Article XII: Funds of the Association

All monies shall be applied toward carrying out the objectives of the Association, in accordance with the direction of the Board of Directors.

Only active members shall have any interest in the funds of the Association.

Article XIII: Banking

Accounts in the name of the Association shall be opened up in such banks, trust companies or credit unions as may from time to time be determined by the Board of Directors and all monies received on behalf of the Association shall be forthwith deposited under the direction of the Treasurer and or Executive Director and Business Operations Manager.

Article XIV: Emblem

The Directors may from time to time adopt any mark, design, device, symbol or emblem for use by the Association.

Article XV: Seal

1. Seal

The Board of Directors may adopt a corporate seal which shall be the common seal for use by the Association.

2. Time and Place

The most recent budget and financial statements of Alberta Basketball Association may be inspected by any active member at the office of the Association, any time during regular office hours by making an appointment with the Treasurer.

Article XVI: Conducts of Affairs of Association

All meetings of the Association will be conducted in accordance with Robert's Rules of Order, Newly Revised. The policies for Harassment and Abuse, Dispute Resolution Appeal Policy and the Conflict of Interest Policy follow the policy with approved amendments established by Canada Basketball.

Article XVII: Amendments to the Bylaws

1. Notice of Amendment

These bylaws may be added to, altered, amended or repealed at any Annual General Meeting by a two-thirds vote of the members present, provided that not less than twenty-one (21) days notice of the proposed change shall have been given to each member.

2. Special Resolution

May be put forth by active members at an Annual General Meeting if more than seventy-five (75%) percent of those members present approve the resolution the Board will be directed to consider the resolution.