



Bylaws of the Alberta Basketball Association (as of December 2021)

Article I: Interpretation

1. Association

The terms "ABA," "Association," "Organization" and "Society" shall mean the Alberta Basketball Association, also commonly referred to as "Alberta Basketball" and "Basketball Alberta."

2. Board

The terms "Board" and "Executive Board" shall mean the Board of Directors of the Association.

3. Director

The terms "Director," "Board Director" and "Board Member" shall mean an individual elected or appointed to serve on the Board of Directors of the Association pursuant to these Bylaws.

4. Officer

The terms "Officer" and "Executive Officer" shall mean an individual elected or appointed to serve as an Executive Officer of the Association pursuant to these Bylaws.

5. Special Resolution

"Special Resolution" means a "special resolution" as defined in the Societies Act.

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 and Membership Year

1. The fiscal year of the Association shall be September 1st to August 31st, unless otherwise determined by the Board of Directors.
2. The membership year of the Association shall mirror the fiscal year, unless otherwise determined by the Board of Directors.

Article IV: Membership

1. Members of the Association

All individuals or organizations involved in basketball officially sanctioned by the ABA, the governing body of basketball in Alberta, must be members of the Association.

To become a member of the Association, individuals or organizations must:

- (a) Agree to respect and abide by the Association's bylaws, codes of conduct, rules, regulations, policies and procedures;
- (b) Submit an application to the ABA in the form prescribed by the Board of Directors for one of the defined classes and categories of membership;
- (c) Pay the fees prescribed by the Board of Directors for the class and category of membership;
- (d) Have the membership application approved by the ABA in the manner prescribed by the Board of Directors. Should the membership application not be approved by the Board of Directors, the fee paid shall be refunded.

2. Classes of Membership

The Association shall have eight (8) classes of membership. The Board of Directors may approve additional non-voting categories of membership under each membership class.

- (a) Class A Individual Members (Non-voting) – Including athletes, coaches, managers and administrators actively participating in basketball in Alberta;
- (b) Class B Member Organizations (Non-voting) – Including community associations, leagues, clubs, teams and other organizations actively participating in basketball in Alberta;
- (c) Class C Board Members (Voting) – Qualified leaders and individuals broadly representative of the basketball community in Alberta who have been elected or appointed to serve on the Board of Directors of the Association;
- (d) Class D Affiliate Individual Members (Non-voting) – Including athletes, coaches, managers and administrators actively participating in basketball at post-secondary institutions, schools and other organizations in Alberta;
- (e) Class E Affiliate Member Organizations (Non-voting) – Including post-secondary institutions, school boards, schools and other organizations who have an interest in basketball in Alberta;
- (f) Class F Referee Members (Non-voting) – Referees and other officials participating in basketball in Alberta;
- (g) Class G General Members (Non-voting) – Parents and other family members of participants, individuals and organizations interested in basketball in Alberta; and
- (h) Class H Honourary Members (Non-voting) – Individuals designated by the Board of Directors in recognition of their outstanding contribution to the development of basketball.

3. Voting

Membership classes identified as voting members in Article IV §2 shall have the right to vote during Special or Annual General Meetings of the Association.

4. Application for Membership

All applications for membership shall be made to the office of the Alberta Basketball Association, in a form prescribed by the Board of Directors.

5. Membership Fees

The annual membership fees shall be prescribed by the Board of Directors.

6. Member in Good Standing

A member of the Association shall be considered "in good standing" provided that the individual or organization:

- (a) Is not under investigation for conduct unbecoming or other violation of the Association's bylaws, codes of conduct, rules, regulations, policies and procedures; or
- (b) Has not been suspended or expelled as a member of the Association.

7. Investigation, Suspension or Expulsion of Members

In accordance with the disciplinary procedures prescribed by the Board of Directors, including a right of appeal, a member of the Association may be investigated for conduct unbecoming or other violation of the Association's bylaws, codes of conduct, rules, regulations, policies and procedures. Penalties may include suspension or expulsion from the Association.

8. Withdrawal from Membership

Any member may withdraw from the Association by submitting a notice of resignation of membership in writing via email or by mail sent to the registered address of the Association. Such withdrawal shall have immediate effect upon receipt of the notice by the Association.

8. Official Sanctioning

The ABA shall officially sanction basketball in Alberta in accordance with policies and procedures approved by the Board of Directors.

9. Liability of Members

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

Article V: Meetings

1. Annual General Meeting

The Annual General Meeting of the Association shall be held once a year at such 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 there at shall be posted or given as the 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 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 provision of the Societies Act that all meetings of members either Annual General or Special Meetings may be held at a time or place without such notice, if each of the active members either consent to the holding of the meeting, or is present thereat. Members may also by writing, wave the requirements of notice at any meetings of the members.
- h. No error or omission in giving notice of any Annual or General Meeting or any such adjourned meeting shall invalidate such meeting or may void proceedings taken thereat and any member may at any time wave 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 may be 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 at the 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 Members
- k. Adjournment

5. Quorum

A quorum for the transaction of business at any meeting shall consist 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 view of Basketball Alberta.

Article VI: Directors

1. Board of Directors

The affairs of the Association shall be governed by a Board of Directors.

2. Composition

The Board of Directors shall consist of a minimum of five (5) members to a maximum of twelve (12) members. Board Members should broadly reflect the basketball community in Alberta, and have experience in leadership, law, accounting, business management, marketing communications or other valuable professional qualifications.

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 Authority

The signing authority of the Association shall be: one (1) signature of any of the President, the Treasurer or other Board Members designated by the Board of Directors; plus one (1) signature of any of the President, the Treasurer, other Board Members designated by the Board of Directors, the Executive Director or other staff designated by the Board of Directors.

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 in accordance with the provisions of Article VI §14.

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

These bylaws may only be amended or repealed by a Special Resolution of the members.