



CMBA BYLAWS
Revised July.16th.2024

ARTICLE 1 – DEFINITIONS	4
ARTICLE 2 – REGISTERED OFFICE	5
ARTICLE 3 – MEMBERSHIP	5
3.1 CATEGORIES OF MEMBERSHIP	5
3.2 EXECUTIVE MEMBERS – Officers (VOTING)	5
3.3 FULL MEMBER ZONES – Directors (VOTING)	7
3.4 PROBATIONARY MEMBER ZONES – NON-VOTING	8
3.5 GENERAL MEMBERS – NON-VOTING	8
3.6 APPLICATION FOR MEMBERSHIP	8
3.8 MEMBER IN GOOD STANDING	8
3.9 RIGHT TO VOTE AT AND RECEIVE NOTICE OF GENERAL MEETINGS	9
3.10 TERMINATION OF MEMBERSHIP	9
3.11 MEMBERS’ OBLIGATIONS	9
3.12 EXPULSION OF MEMBERS	10
ARTICLE 4 – MEETING OF MEMBERS	10
4.1 NOTICE	10
4.2 OMISSION OF NOTICE	11
4.3 CHAIR	11
4.4 QUORUM	11
4.5 BUSINESS WHEN NO QUORUM	11
4.6 ADJOURNMENT	11
4.7 PARTICIPATION IN GENERAL MEETINGS BY TELEPHONE OR IN-PERSON	12
4.8 MOTIONS	12
4.9 VOTING	12
4.10 GENERAL MEETINGS OF THE ASSOCIATION	12
4.11 ANNUAL GENERAL MEETING (AGM)	13
ARTICLE 5 – DIRECTOR AND EXECUTIVE MEMBERS	14
5.1 QUALIFICATIONS OF EXECUTIVE MEMBERS	14
5.2 REMUNERATION	14
5.3 NUMBER OF EXECUTIVE MEMBERS	15
5.4 TERM OF OFFICE (EXECUTIVE MEMBERS)	15
5.5 ACCLAMATION	15
5.6 DIRECTORS’ POWERS	15
5.7 DUTIES OF DIRECTORS	16
5.8 NOMINATIONS AND ELECTIONS OF DIRECTORS AND EXECUTIVE MEMBERS	16
5.9 APPOINTMENT OF A TEMPORARY DIRECTOR	17
5.10 DIRECTORS’ OBLIGATIONS	17
5.11 CEASING TO BE A DIRECTOR	17

5.12	EXPULSION OF DIRECTORS	18
ARTICLE 6 – PROCEEDINGS OF THE EXECUTIVE COMMITTEE		18
6.1	OFFICERS	18
6.2	ELECTION OF OFFICERS	18
6.3	EXECUTIVE MEETINGS	18
6.4	EXECUTIVE’ DECISIONS AND EXPENDITURES	19
6.5	MOTIONS NEED NOT BE SECONDED	19
6.6	CONSENT RESOLUTION OF EXECUTIVE COMMITTEE	19
ARTICLE 7- COMMITTEES		19
ARTICLE 8 – FINANCIAL YEAR-END		21
	FISCAL YEAR	21
ARTICLE 9 – BORROWING		21
ARTICLE 10 – AUDITOR		22
ARTICLE 11 – INDEMNITY		22
ARTICLE 12 – STAFF		22
ARTICLE 13 – NON-PROFIT CONDITIONS		23
ARTICLE 14 – DISSOLUTION		23
ARTICLE 15 - CHANGES TO BYLAWS		23
15.1	SUPERSEDE ALL PREVIOUS CONSTITUTION AND BYLAWS	24

ARTICLE 1 – DEFINITIONS

1. In these bylaws, unless the context otherwise requires:

- “Act” means the Alberta Societies Act as amended from time to time,
- “AB” shall mean the province of Alberta.
- “board of directors” or “board”, shall mean the Board of Directors of Calgary Minor Basketball Association as duly elected or appointed in accordance with these bylaws,
- “Executive Committee”, “Executive Member”, or “Executive”, shall mean an office and member of the Executive Committee members as duly elected by the Board of Directors.
- “bylaws” mean these bylaws as altered from time to time,
- “member” means any member of the Board of Directors, Executive Committee, or participant in CMBA who has registered and paid to participate in the current CMBA Calendar Year (Sept-June).
- “immediate family” means spouse, child or stepchild, and parent and any relative living in the same household as that person,
- “majority vote” means greater than 75% of the quorum for a specific meeting,
- “ordinary resolution” means a resolution passed at a general meeting by a simple majority of the votes cast by the voting members,
- “special resolution” means a resolution passed at a general meeting by at least 2/3 of the votes cast by the voting members,
- “the Association” means Calgary Minor Basketball Association
- “Special Resolution” means:
 - a resolution passed by no less than three-fourths (3/4) of the votes cast at a Meeting of the Association for which twenty-one (21) days’ notice has been given specifying the intention of the resolution; or
 - a resolution proposed and passed by no less than three-fourths (3/4) of the votes cast at a Meeting of the Association, of which less than twenty-one (21) days’ notice has been given, provided all the Members entitled to attend and vote at the Meeting of the Association so agree; or
 - a resolution consented to in writing by all Members of the Association.

2. Definitions in Act Apply

The definitions in the Act apply to these Bylaws.

3. Conflict with Act or Regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

4. In this part and all other parts of these bylaws, words importing singular in number or the masculine gender shall include a plural number or the feminine gender as the case may be, and vice versa.

ARTICLE 2 – REGISTERED OFFICE

1. The office of the Association must be situated in Calgary in such place as the Board may determine (including P.O. Boxes).
2. The registered address of the Association shall be as recorded by the Registrar of Companies.

ARTICLE 3 – MEMBERSHIP

3.1 CATEGORIES OF MEMBERSHIP

There shall be 4 classifications of membership in the Association:

1. Executive Members - Voting
2. Full Member Zones - Voting
3. Probationary Member Zones - Non-Voting
4. General Membership - Non-Voting

3.2 EXECUTIVE MEMBERS – Officers (VOTING)

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1. Elected by the board to the following roles:
 - i) President
 - 1) be the senior Officer of the Association;
 - 2) be responsible for the general supervision of the affairs and operations of the Association;
 - 3) preside as Chairperson at any Meetings of the Association and meetings of the Executive Committee, unless an alternate Executive Member or Director has been appointed to chair in the absence of the President
 - 4) be the official spokesman of the Association;
 - 5) neither move nor second any proposals or amendments thereto;
 - 6) Given one (1) vote at General Board and Annual General Meetings

- 7) perform such other duties as may from time to time be established by the Board of Directors;
- ii) 1st Vice President
 - 1) be the senior Officer of the Association, next to the President;
 - 2) support and assist the President in all duties;
 - 3) in the absence of the President, have the authority of and perform the duties of the President;
 - 4) assume the position of President if the President's position is vacant until the next Annual General Meeting; and
 - 5) perform such other duties as may from time to time be established by the Board of Directors.
 - iii) 2nd Vice President
 - 1) be the senior Officer of the Association, next to the 1st Vice-President;
 - 2) support and assist the President in all duties;
 - 3) in the absence of the 1st Vice-President, have the authority of and perform the duties of the 1st Vice-President; and
 - 4) perform such other duties as may from time to time be established by the Board of Directors
 - iv) 3rd Vice President
 - 1) be the senior Officer of the Association, next to the 2nd Vice-President;
 - 2) support and assist the President in all duties;
 - 3) in the absence of the 2nd Vice-President, have the authority of and perform the duties of the 2nd Vice-President; and
 - 4) perform such other duties as may from time to time be established by the Board of Directors.
 - v) 4th Vice President
 - 1) be the senior Officer of the Association, next to the 3rd Vice-President;
 - 2) support and assist the President in all duties;
 - 3) in the absence of the 3rd Vice-President, have the authority of and perform the duties of the 3rd Vice-President; and
 - 4) perform such other duties as may from time to time be established by the Board of Directors.

- vi) Treasurer
 - 1) Ensure the Accountant keeps accurate records as required by the Act;
 - 2) supervise the management and the disbursement of funds of the Association;
 - 3) when required will provide the Board of Directors with an account of financial transactions and the financial position of the Association;
 - 4) assist in the Association's audit or other assurance engagement;
 - 5) prepare and submit the Association Annual Return to Alberta Registries;
 - 6) prepare or supervise the preparation of the annual tax return for the Canada Revenue Agency; and
 - 7) perform such other duties as may from time to time be established by the Board of Directors.

- vii) Secretary
 - 1) keep accurate record of the minutes of all Meetings of the Association, Board Meetings, and meetings of the Executive;
 - 2) report directly to the President, and
 - 3) perform such other duties as may from time to time be established by the Board of Directors.

- viii) Executive Director
 - 1) A paid staff member, hired by the Board of Directors;
 - 2) Responsible for daily operation of the association, strategy, planning, and oversight of all aspects of the Association;
 - 3) Reports directly to the President and 1st Vice President;
 - 4) Given one (1) vote at all General Board and Annual General Meetings

3.3 FULL MEMBER ZONES – Directors (VOTING)

Elected Presidents of the individual zone participants in CMBA operating as voting representatives of their zones and all the members within them.

- a) Each Director (Zone) will be given one (1) vote, unless that Zone has membership $\geq 10\%$ of the total CMBA league membership which then gives the Director (Zone) two (2) votes.

3.4 PROBATIONARY MEMBER ZONES – NON-VOTING

An association or organization that operates a youth program (athletes under 19 years of age) in good standing may apply for PROBATIONARY ZONE membership in the Association by:

- a) submitting a written application in a form approved by the Board,
 - inclusive of a “boundary description” and accompanying map to ensure the proposed Zone is exclusive to any/all areas assigned to current/active Zone(s) boundaries
- b) confirming participation in the sanctioned or approved youth program,
- c) paying the prescribed membership fees as determined by the Board,
- d) registering all participants through the association-adopted registration platform,
- e) being approved for membership by the Board, and
- f) undertake to be governed by the Bylaws and applicable policies of the Association.

3.5 GENERAL MEMBERS – NON-VOTING

An individual who has similar objectives to the Association and supports the purposes and goals of the Association and is accepted as a general member by the board. This includes paid staff of the association.

3.6 APPLICATION FOR MEMBERSHIP

1. The categorization of an applicant shall be determined by the Board.
2. The Board has the right to approve or deny any application for membership in the Association and its decision is final.

3.7 TRANSFER OF MEMBERSHIP

Membership in the Association is not transferable.

3.8 MEMBER IN GOOD STANDING

A member is in good standing 30 days after the admission as a member in accordance with these bylaws. A member may cease to be in good standing if any of the following occur, subject to the ratified vote of the Board:

- 1) The member neglects to pay league fees to the Association.
- 2) The member is found to have violated the bylaws of the Association.

- 3) Is currently under an indefinite suspension from the Association
- 4) The member breaks the law.
- 5) Has missed two (2) consecutive general meetings of the Association
- 6) The member intentionally or unintentionally harms the reputation, integrity, or operations of the Association.

3.9 RIGHT TO VOTE AT AND RECEIVE NOTICE OF GENERAL MEETINGS

- 1) To have the right to vote at a General Meeting, a voting member must have been a member in good standing 30 days before the said General Meeting.
- 2) A voting member in good standing is entitled to vote at and receive notice of the General Meeting in the same manner as outlined in Article 4.1.
- 3) A non-voting member is not entitled to vote but is entitled to receive notice of the General Meeting in the same manner as outlined in Article 4.1.

3.10 TERMINATION OF MEMBERSHIP

A member shall cease to be a member in good standing of the Association:

- 1) by delivering resignation or mailing it to the address of the Association,
- 2) upon their deaths
- 3) upon expulsion, as per Article 3.12,
- 4) if they fail to be governed by the Bylaws and applicable policies of the Association.

3.11 MEMBERS' OBLIGATIONS

All members, and through them all affiliated individuals, associations, players, and corporations must abide by the Constitution, Bylaws, Rules and Regulations, and applicable policies of the Association.

3.12 EXPULSION OF MEMBERS

1. Following an appropriate investigation or review of a member's conduct or actions, the Board may, by Directors' resolution, expel a member for conduct which, in the reasonable opinion of the Board:
 - a) is improper or unbecoming of a member,
 - b) is contrary to Article 3.11, or
 - c) is likely to endanger the reputation or hinder the interests of the Association.

2. A member of the Association may be expelled by a resolution approved by a two-thirds (2/3) or more vote of the Board of Directors at a regular meeting of the Board.

3. Before a member is disciplined or expelled, the Association must:
 - a) send to the member written notice of the proposed discipline or expulsion, including reasons, and
 - b) give the member a reasonable opportunity to make representations to the Association respecting the proposed discipline or expulsion.

ARTICLE 4 – MEETING OF MEMBERS

General Meetings of the Association, which shall include either the Annual General Meeting or other general meetings, shall be held in accordance with the Societies Act, at the time and place that the Board determines.

4.1 NOTICE

Notice of the date, time, and location of a General Meeting must be sent to every member of the Association who has provided an email address to the Association, by email to that email address, and must be posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the CMBA website which is maintained by the Association and is accessible to all of the members of the Association.

4.2 OMISSION OF NOTICE

The accidental omission to send notice of a general meeting to a member or the non-receipt of notice by a member does not invalidate proceedings at that meeting.

4.3 CHAIR

The President of the Association, a Vice President, or in their absence, one of the other Directors present shall preside as Chair of a General Meeting.

4.4 QUORUM

The quorum for transacting business at a General Meeting of the Association shall be eight (8) voting members of whom at least five (5) members shall be from the Board

4.5 BUSINESS WHEN NO QUORUM

1. No business other than the election of a Chair and the adjournment or termination of the meeting shall be conducted at a General Meeting at a time when a quorum is not present.
2. If at any time during a General Meeting, there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
3. If a General Meeting is adjourned until a later date because a quorum is not present, and if, at the continuation of the adjourned meeting, a quorum is again not present, the voting members present constitute a quorum for the purposes of that meeting.

4.6 ADJOURNMENT

1. If a General Meeting is adjourned and rescheduled, no business shall be transacted at the rescheduled meeting other than the business left unfinished from the original meeting.
2. When a meeting is adjourned for fifteen (15) days or more, notice of the rescheduled meeting shall be given as in the case of the original meeting.

4.7 PARTICIPATION IN GENERAL MEETINGS BY TELEPHONE OR IN- PERSON

A person who is entitled to participate in a General Meeting may do so by telephone, video conference (virtual) or in person providing all of the persons participating in the meeting, whether by telephone, video conference (virtual) or in person, are able to communicate with each other.

4.8 MOTIONS

A motion proposed at a General Meeting of the Association must be seconded.

4.9 VOTING

The right to vote at a General Meeting of the Association is as set forth herein:

1. A voting member is defined in Article 3.1,
2. Voting on regular business shall be done by members in good standing at the beginning of the meeting and shall require a majority vote (>75%) of members personally attending and those attending by telephone, or video conference (virtual). Voting shall be by any means determined by the Chair that allows for clear communication of votes,
3. The Chair at a General Meeting shall cast the deciding vote if there is an equality of votes,
4. Voting for the election of the Executive Committee shall be by secret ballot. Each voting member shall be eligible to cast one (1) vote for each position to be elected. The nominees with the largest number of votes shall be elected to the Executive Committee. Prior to voting for the Board, the chair of the meetings shall name two neutral scrutineers to count ballots. The ballots shall be destroyed when the election results have been officially declared,
5. Voting by proxy shall not be permitted.

4.10 GENERAL MEETINGS OF THE ASSOCIATION

General Meetings of the Association will follow the terms and conditions as set out in Articles 4.3 to 4.9 inclusive with the following additions:

1. The President may call a General Meeting at any time and place if they, in their discretion, deem such a meeting necessary or desirable.
2. Notice of any General Meeting of the Association shall be given to the membership in the same manner as outlined in Article 4.1. This notice should clearly and objectively state the purpose of the meeting.
3. The Board shall call a General Meeting within twenty-one (21) days of the receipt of a requisition signed by not less than ten (10) percent of the voting members of the Association requesting such a meeting.
4. The requisition for such a meeting shall:
 - a) be addressed to the President of CMBA,
 - b) be delivered or sent by registered mail to the registered office of CMBA,
 - c) state the purpose for which the general meeting is requested.
5. When a general meeting is called, it shall deal only with business pertaining to the stated purpose of the requisition.

4.11 ANNUAL GENERAL MEETING (AGM)

1. An Annual General Meeting will be held in each calendar year on a date determined by the Board, and in accordance with the Societies Act.
2. Notice of the Annual General Meeting of the Association shall be given to the membership in the same manner as outlined in Article 4.1.
3. The agenda for the Annual General Meeting shall include, but is not limited to, the following items:
 - a) call to order,
 - b) ascertainment of quorum,
 - c) approval of agenda,
 - d) approval of the minutes of the last meeting,
 - e) business arising out of the minutes,
 - f) President's report,
 - g) financial report and financial statements,
 - h) reports of the auditors and appointment of auditors,
 - i) Officials Committee report,
 - j) reports as may be directed by the Board,
 - k) election of Directors,

- l) other business,
 - m) adjournment.
4. Draft agenda for the Annual General Meeting shall be available to voting members at least fourteen (14) days before notice of the Annual General Meeting is sent.
 5. Voting members who wish to ensure that new business is placed on the agenda (members' proposals) shall forward notice of such new business to the registered office of CMBA so that it is received by the office at least seven (7) days before notice of the Annual General Meeting is sent.

ARTICLE 5 – DIRECTOR AND EXECUTIVE MEMBERS

5.1 QUALIFICATIONS OF EXECUTIVE MEMBERS

1. Elected Executive Members shall be elected at the Annual General Meeting and shall hold office beginning at the end of the meeting at which such Officer was elected.
2. An individual who is either a voting, or non-voting, member in good standing shall be qualified to be nominated for election as an Officer, unless such individual is disqualified by these Rules or the Societies Act.
3. No individual is qualified to become or to act as an Officer who:
 - a) Is under the age of 19;
 - b) Is an employee or the immediate family member of an employee of CMBA (with the exception of the Executive Director)
 - c) Was a former employee who has left with cause,
 - d) Is considered not qualified in accordance with Section 44 of the Societies Act.
4. An Executive Member who is not, or who ceases to be, qualified under either Section 44 of the Societies Act or these bylaws to be an Officer ceases to hold any authority of Officer of the Association and must promptly resign.

5.2 REMUNERATION

1. Executive Members shall serve on the Executive and, where applicable, as officers without remuneration but shall be reimbursed for all expenses reasonably incurred in the performance of their duties as a Officer.

2. The Board may award special remuneration to anyone undertaking a special task on behalf of the Association.

5.3 NUMBER OF EXECUTIVE MEMBERS

The number of Executive Members shall be determined annually by the Board and established by a majority vote of the Board at a meeting duly called by the President, and shall be not less than five (5) or more than eight (8).

5.4 TERM OF OFFICE (EXECUTIVE MEMBERS)

Except in the case of an unexpected vacancy, set forth in Article 5.9, Executive Committee Members shall hold office for a three (3) year term.

5.5 ACCLAMATION

If the number of qualified individuals nominated is equal to the number of vacancies to be filled, those individuals who have agreed to stand and who have consented to act as an Executive Committee Member shall be declared elected by acclamation by the Nominations & Election Committee.

5.6 DIRECTORS' POWERS

1. The Board has the power to manage the Association, its affairs, properties and assets to fulfill its mission, and purposes as stated in the constitution.
2. Without in any way limiting the powers of the Board under these bylaws, the duties and responsibilities of the Board must include, but not be limited to ensuring that:
 - a. The Association's affairs are conducted in a manner that complies with the Societies Act,
 - b. The Association is operating within approved financial standards and that all books and records of the Association required to be kept by the Societies Act, this bylaw or any other statute or law are regularly and properly kept,
 - c. The Association is fulfilling its purpose, mission and mandate.
3. The Directors may exercise all such powers and do all such acts and things as the Association may otherwise lawfully direct or require to be done but subject, nevertheless to the provisions of:

- a. all laws affecting the Association,
 - b. these Bylaws, and
 - c. rules, not being inconsistent with these bylaws, which are made by the Association.
4. No rule, made by this Association invalidates a prior act of the Directors that would have been valid if that rule had not been made.
5. No act or proceeding of the Directors is invalid only by reason of there being less than a prescribed number of Directors in office.

5.7 DUTIES OF DIRECTORS

1. It shall be the duty of the President to act as chair at all meetings of the Association and at all managerial committee meetings, to conduct said meeting and to enforce the provisions of the Bylaws. The President shall exercise supervision over the affairs of the Association and the activities of its committees.
2. It shall be the duty of a 1st Vice President in the absence of the President to perform the President's duties and further assist the President as required.
3. It shall be the duty of the remaining Board members to carry out the duties and responsibilities as assigned by the President.

5.8 NOMINATIONS AND ELECTIONS OF DIRECTORS AND EXECUTIVE MEMBERS

1. All Zones Presidents are automatically accepted as Directors assuming they are in good standing with the Association.
2. All Executive Members will be eligible for election if they are nominated by a voting member in writing prior to the AGM being called to order.
3. Nominees for the Executive will be able to speak to their prospective contributions to the Executive and Board at large prior to the secret ballot vote.
4. There are no Board of Director nominations from the floor at the AGM.
5. No director or executive can hold more than one (1) director and/or executive role at the same time.

5.9 APPOINTMENT OF A TEMPORARY DIRECTOR

1. The Board of Directors may, at any time and from time to time, appoint an individual qualified under Section 5.1, 2) to fill any such vacancy
2. If a Director resigns their office, or otherwise ceases to hold office, the President, in consultation with the Board, can/may appoint a temporary replacement to fill the vacancy of the former Director.
3. A Director so appointed holds office only until the conclusion of the next Annual General Meeting, but such Director is eligible for re-election at the aforesaid meeting and the unexpired portion of the term vacated shall be filled through the nominations and election process prescribed by these bylaws.
4. A Director may be removed from office by Board resolution and another Director may be elected, or by ordinary resolution appointed, to serve until the next Annual General Meeting. Such a special resolution requires a three-fourths (3/4) majority vote.

5.10 DIRECTORS' OBLIGATIONS

Each Director shall unreservedly subscribe to and support the purpose(s) of the Association.

5.11 CEASING TO BE A DIRECTOR

A person will immediately cease to be a Director:

- 1) Upon the date which is the later of:
 - a) the date of delivering his or her resignation in writing to the President or to the address of the Association, and
 - b) the effective date of the resignation stated therein,
- 2) Upon the expiry of his or her term,
- 3) Upon the date, such a person is no longer qualified pursuant to Article 5.1
- 4) Upon his or her expulsion pursuant to Article 5.12, or
- 5) Upon his or her death.

5.12 EXPULSION OF DIRECTORS

A member of the Board may be expelled as a result of action inappropriate and/or in conflict with the aims and objectives of the Association. This includes being disciplined as a coach or spectator by the CMBA. Expulsion will be established by a majority vote of the Board at a meeting duly called by the President.

ARTICLE 6 – PROCEEDINGS OF THE EXECUTIVE COMMITTEE

6.1 OFFICERS

Officers of the Association shall be the President who shall act as the Chair of the Board, a maximum of four (4) Vice Presidents, a Treasurer and a Secretary.

6.2 ELECTION OF OFFICERS

At the Annual General Meeting, the Board shall elect, from among themselves, a President, a maximum of four (4) Vice Presidents, a Treasurer, and a Secretary, and shall allocate duties to others as required to carry out the goals of the Association.

6.3 EXECUTIVE MEETINGS

1. The President shall call a meeting of the Executive as frequently as is required for the dispatch of business, but not less than 4 times in a year.
2. The Executive may adjourn and otherwise regulate their meetings and proceedings as they see fit.
3. The President shall be Chair of all meetings of the Executive, but if at any meeting the President is not present within thirty minutes after the time appointed for holding the meeting, a Vice President shall act as Chair, but if none are present, the Directors present may choose one of their members to be Chair at that meeting.
4. The Chair of any such meeting shall have a vote and in the case of an equal division of votes, the Chair shall cast the deciding vote.
5. At the request in writing of four (4) or more Executive members, the President shall convene a meeting of the Board.
6. The quorum for the transaction of business at an Executive meeting is a majority of the Executive.

6.4 EXECUTIVE' DECISIONS AND EXPENDITURES

1. Questions arising at any meeting of the Executive shall be decided by a majority vote of those voting.
2. Any Executive member who has, or is perceived to have, a personal, conflicting or proprietary interest in a decision of the Board must declare that conflict of interest and refrain from discussions and decisions on that item(s).
3. The Executive Committee may authorize expenditures up to \$5,000. Expenditures not authorized through budget resolution in excess of five thousand dollars (\$5,000.00) will require approval by Ordinary Resolution of the Board of Directors.

6.5 MOTIONS NEED NOT BE SECONDED

No motions proposed at a meeting of the Executive need be seconded. The Chair of such a meeting may move or propose a motion.

6.6 CONSENT RESOLUTION OF EXECUTIVE COMMITTEE

A resolution in writing (including email), signed by all the Executive members and placed with the minutes of the Executive members is as valid and effective as if regularly passed at a meeting of the Executive.

ARTICLE 7- COMMITTEES

1. The Board of Directors shall establish committees as shall be necessary for the operation of the Association.
2. There are four (4) Standing Committees of the Association
 - a) Finance Committee
 - i) The Finance Committee shall assist the Board in carrying out its financial oversight responsibilities, including meeting with the auditor when necessary, reviewing the budget before its presentation to the Board, and reviewing and making recommendations to the Board on reporting procedures, asset management, and the financial position of the Association.
 - ii) The Finance Committee shall be chaired by the Director of Finance
 - b) Nominating Committee

- i) The President in conjunction with the Board shall appoint a Nominating Committee consisting of at least three (3) members that will include a Vice President and two (2) Board members (whose terms are not completed at the upcoming AGM). Other members may also be appointed. The Committee shall be formed not less than 45 days prior to the AGM.
 - ii) Duties of the Nominating Committee:
 - (1) establish criteria for Executive Member positions,
 - (2) create a nomination form that will be made available to, and submitted by all candidates.
 - (3) seek out eligible candidates for vacant positions,
 - (4) vet all candidates by reviewing submitted applications, resumes and by personal contact,
 - (5) bring forward recommended nominations to the Board at least 15 days prior to the AGM,
 - (6) present the list of nominations for vacant positions and report on the process at the AGM.
 - c) Officials Committee:
 - i) The Officials Committee shall assist the Board in carrying out its oversight of officials in the greater Calgary area, including the rollout of certification and development programs, applications of FIBA rules in line with the Long-Term Athlete Development plan including any modifications, incident reporting, and discipline as well as other responsibilities as necessary for the recruitment, retention, and development of basketball officials within CMBA.
- 3. The Board may establish committees, for other purposes, as they see fit, and shall appoint the Chair and establish the terms of reference as and when the need arises.
- 4. The President may, at his/ her discretion, appoint a Board member to establish an ad hoc committee and in addition, the President will define its terms of reference. Once established, the Board member will report to the Board of Directors to ratify the composition of the committee.
- 5. The committee will report its findings to the Board of Directors for the boards review and decisions as and if required.
- 6. The President is a standing, ex officio member(s) of all committees.

ARTICLE 8 – FINANCIAL YEAR-END

FISCAL YEAR

The fiscal year of the Association shall end annually on March 31st.

ARTICLE 9 – BORROWING

1. Where it is necessary to borrow money in an amount greater than an aggregate of fifty thousand (\$50,000) to carry out the purposes of the Association, the Board of Directors will be required to obtain specific authority from a General Meeting of the Association in the form of a special resolution.
2. In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, the issue of debentures.
3. No debenture shall be issued without the sanction of a special resolution.
4. The Voting Members may by special resolution restrict the borrowing powers of the Directors but a restriction of imposed expires at the next Annual General Meeting.

ARTICLE 10 – AUDITOR

1. The auditor shall be an independent, licensed public accountant, not being a member or member of the Board, selected by majority vote of the voting members at each Annual General Meeting of the Association.
2. The auditor shall be paid the remuneration, if any, fixed by the Board, and shall examine/audit the financial accounts of the Association and report thereof at the next Annual General Meeting.

ARTICLE 11 – INDEMNITY

Subject to the Societies Act, every member of the Board, his/ her heirs, executors, and administrators shall be indemnified out of the funds of the Association from and against all costs, charges, and expenses, whatsoever which said member sustains or incurs as a result of any actions, suits, or proceedings which are brought, commenced and prosecuted against him/ her or in respect of any act, deed or matter whatsoever undertaken or omitted by him/ her in the execution of his/ her duties.

ARTICLE 12 – STAFF

1. The Association may employ an Executive Director, and such other employees as shall be necessary for the proper operation of the Association.
2. The Executive Director shall have authority, subject to the authority and supervision of the Board, to manage and direct the business and affairs of the Association. This shall include authority, except for those employees and agents of the Association appointed directly by the Board, to appoint and remove all employees and agents of the Association to and from position established from time to time by the Board and to settle the terms of their employment and remuneration within guidelines established by the Board.
3. The Executive Director shall report to the Executive Committee under the direct supervision of the President and 1st Vice President, on an ongoing basis.

ARTICLE 13 – NON-PROFIT CONDITIONS

The Association shall operate without object of gain for its members or Directors, and any profit or other accretions to the Association shall be used in promoting its purposes. Any change to this provision requires unanimous (100%) approval at a general meeting of the Association.

ARTICLE 14 – DISSOLUTION

Upon the dissolution of the Association, any assets remaining after the Association's debts and liabilities have been satisfied shall be given to one or more qualified recipients that are registered charitable organizations having, where possible, similar purposes to CMBA, as recommended by a majority of the Board. Any change to this provision requires unanimous (100%) approval at a General Meeting of the Association.

ARTICLE 15 - CHANGES TO BYLAWS

1. No amendment, addition or repeal of these Bylaws may be made unless proposed to the Association by notice in writing by either the Board or by a voting member of the Association.
2. Proposals by a voting member must be filed with the registered office of CMBA by the proponents not less than forty (40) days prior to the General Meeting of the Association at which the proposal is to be considered.
3. The notice in writing shall:
 - a) state the substance of the proposal,
 - b) be published in accordance with the notice of the general meeting at which the proposal is to be considered set out in Article 4.10 (2).
4. The Board, by majority vote, may adjourn any proposal under this section for the purpose of consideration of, or preparation for, the proposal.
5. Subject to (4), all proposals for changes to the bylaws shall be considered at the next general meeting of the Association unless a special meeting is requested with 21 days written notice occurring after a proposal in accordance with this section is made.

15.1 SUPERSEDE ALL PREVIOUS CONSTITUTION AND BYLAWS

The Bylaws as herein contained, shall supersede all previous Constitution and Bylaws, and anything done by the Association or its Directors contrary to its Constitution and these Bylaws shall be null and void.

