

CALGARY MINOR BASKETBALL ASSOCIATION - BYLAWS

ARTICLE 1 GENERAL

- 1.1 **Purpose** - These bylaws (the “**Bylaws**”) relate to the general conduct of the affairs of the Calgary Minor Basketball Association, a Society incorporated under the Alberta Societies Act.
- 1.2 **Definitions** - The following terms have these meanings in these Bylaws:
- (a) **Act** - the Alberta Societies Act, as amended from time to time and any legislation that may be substituted therefore.
 - (b) **Annual General Meeting** - shall include any meeting of Members, whereby the financial statements of the Association are presented in accordance with the *Act*.
 - (c) **Association** – means Calgary Minor Basketball Association.
 - (d) **Auditor** - the persons or firm appointed by the Members at the Annual General Meeting to examine the books, accounts, and financial records of the Association for an assurance service report to the Members at the Annual General Meeting.
 - (e) **Board of Directors** - means collectively the Directors of the Association.
 - (f) **Committee** – shall mean a Standing Committee, Other Committee or both, but not the Executive Committee.
 - (g) **Conflict of Interest** – arises when a person chooses personal gain or gain for their own association or club over duties to CMBA Association in which they are a stakeholder.
 - (h) **Days** - will mean days irrespective of weekends and holidays.
 - (i) **Delegate** – means an individual duly appointed and empowered by a Member to represent the Member and protect its interests at a Meeting of the Association.
 - (j) **Director** - an individual elected or appointed to serve on the Board of Directors pursuant to the Bylaws.
 - (k) **Executive Member** – means an Officer (Class C Director) of the Association who is a member of the Executive Committee.
 - (l) **Member** – is a Class A Member, Class B Member or Associate Member of the Association as defined in Article 2
 - (m) **Meeting of the Association** - shall include any Annual General Meeting or Special Meeting.

- (n) **Objective/s** – the act of obtaining a goal for the growth and betterment of CMBA as a whole.
- (o) **Officer** - an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- (p) **Ordinary Resolution** - a resolution passed by not less than a majority of the votes cast at a meeting of the Board of Directors, meeting of the Executive, meeting of a Committee, or a Ordinary Meeting of the Association.
- (q) **Ordinary Meeting** – any meeting of the Executive Committee or Board of Directors that is not the Annual General Meeting or a Special Meeting.
- (r) **Registrar** – shall mean the person with those responsibilities described in the Act.
- (s) **Special Meeting** - shall mean any meeting of the Association, other than an Annual General Meeting.
- (t) **Special Resolution** - means:
 - (i) 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
 - (ii) 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
 - (iii) a resolution consented to in writing by all Members of the Association.

1.3 **Head Office** - The head office of the Association will be located at all times within the Province of Alberta as determined by the Directors by Ordinary Resolution. The Association may establish other offices or places of business as determined by the Directors. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act.

Corporate Seal - The Association will have a corporate seal which will be adopted by resolution of the Directors. Custody of the seal is the responsibility of the Treasurer. The seal will be authenticated by two signatures, being the President and the Treasurer and in the absence of either one, any other member of the Executive Committee.]

1.4 **No Financial Gain for Members** - The Association will be carried on without the purpose of financial gain for its Members. Any profits or other accretions to the Association will be used in promoting its objectives.

1.5 **Ruling on Bylaws** - Except as provided in the Act, the Board of Directors will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives of the Association.

- 1.6 **Conduct of Meetings** - Unless otherwise specified in the Act or these Bylaws, Meeting of the Association and meetings of the Board of Directors will be conducted according to Roberts Rules of Order (current edition).
- 1.7 **Headings** - The headings used in the Bylaws are inserted for convenience of reference only.
- 1.8 **Affiliation** - The Association may be affiliated with Basketball Alberta and Canada Basketball as decided by the Board of Directors from time to time by Ordinary Resolution.
- 1.9 **Game Rules** - The Association will support and maintain the principles of the rules of the game of basketball as established by the Fédération Internationale de Basketball (otherwise known as the International Basketball Federation or “FIBA”) and modified by the Board of Directors by an Ordinary Resolution.
- 1.10 **Schedules** – Schedule “A” attached hereto forms part of these Bylaws

ARTICLE 2 MEMBERSHIP

Categories of Membership

- 2.1 **Categories** - The Association shall have the following categories of membership:
- (a) Class A Members;
 - (b) Class B Members; and
 - (c) Associate Members.
- 2.2 **Class A Member** – are community associations or groups established at the current AGM being such groups with 300 or more registered participants and coaches assessed on October 31st of the previous playing year to represent and stand for these regions and localities situated within communities of the City of Calgary and outside communities adjacent of the City of Calgary, Alberta:
- 2.3 **Class B Member** – are community associations or groups established at the current AGM shall be such groups with less than 300 registered participants and coaches assessed on October 31st of the previous playing year to represent and stand for these regions and localities situated within communities of the City of Calgary and outside communities adjacent of the City of Calgary, Alberta:
- 2.4 **Associate Members** - shall be such groups or organizations designated by the Board of Directors to represent and stand for participants in league play that may or may not be

affiliated with a Member, but will not have any voting privileges unless specifically provided voting rights through an Ordinary Resolution.

- 2.5 **Admission of Members** - No organization or group will be admitted as a Member of the Association unless:
- (a) the candidate member has made an application for membership in a manner prescribed by the Association;
 - (b) the candidate member has agreed to comply with the Bylaws, policies, procedures, rules and regulations of the Association;
 - (c) the candidate member has been approved by an Ordinary Resolution of the Board of Directors; and
 - (d) the candidate member has paid dues as prescribed by the Board of Directors.

Membership Duration and Dues

- 2.6 **Year** - Unless otherwise determined by the Board of Directors, the membership year of the Association will be September 1st to August 31st.
- 2.7 **Duration** - Membership is accorded on an annual basis and all Members and Associate Members will re-apply for membership each year.
- 2.8 **Dues** - Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

- 2.9 **Resignation** - A Member may resign from the Association by giving a written notice to the Board of Directors. The Member's resignation will become effective the date on which the request is approved by the Board of Directors by Ordinary Resolution.
- 2.10 **Arrears** - A Member will be expelled from the Association by way of Ordinary Resolution of the Board of Directors for failing to pay membership dues or money owed to the Association by the deadline dates prescribed by the Association or otherwise fails to comply with the Rules and Regulations of the Association.
- 2.11 **Discipline** - A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.
- 2.12 **Removal by Board of Directors** - A Class A Member or Class B Member may be removed by two-thirds (2/3) vote of the Board of Directors at a properly constituted meeting of the Directors, provided such Class A Member or Class B Member has been given at least five (5) business days notice of such meeting considering such removal and such Class A Member or Class B Member be given an opportunity to be present and to be heard at such a meeting. An Associate Member may be removed by an Ordinary Resolution of the Board of Directors at a properly constituted meeting of the Association.

Good Standing

- 2.13 **Definition** - A Member of the Association will be in “Good Standing” provided that the Member:
- (a) has not ceased to be a Member;
 - (b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - (c) has completed and remitted all documents and certifications, if necessary, as required by the Association;
 - (d) has complied with the Bylaws, policies, procedures, rules and regulations of the Association;
 - (e) is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors; and
 - (f) has paid all required membership dues.
- 2.14 **Cease to be in Good Standing** - A Member, other than a Director, who ceases to be in Good Standing may have privileges suspended and will not be entitled to vote at Meeting of the Association or be entitled to the benefits and privileges of membership until such time as the Board of Directors is satisfied that the Member has met the definition of Good Standing as set out above.

ARTICLE 3 MEETINGS OF THE ASSOCIATION

- 3.1 **Special Meeting** - A Special Meeting may be called at any time by the President, by the Board of Directors or upon the written requisition of thirty-three (33%) percent or more of the total votes that may be cast by Members of the Association. Notice to all Members will be given in accordance with the Act before the date of such meeting. The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called.
- 3.2 **Special Resolutions** - The Association shall file every Special Resolution passed by the Association with the Registrar in accordance with the Act.
- 3.3 **Location and Date** - The Association will hold Ordinary Meetings of the Association at such date, time and place as determined by the Board of Directors, provided that the Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and within six (6) months of the Association’s fiscal year end.
- 3.4 **Notice** - Notice of Special Meetings and the Annual General Meeting of the Association will be posted on the Association’s website at least thirty (30) Days prior to the date of the meeting and/or written notice, including electronic notice (e-mails), will be given to all Members at least thirty (30) Days prior to the date of any Special Meeting or Annual General Meeting of the Association, unless the appropriate quorum of Directors and

Members accept a notice of a shorter duration. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions. Notice of any Ordinary Meetings of the Association will be given with a reasonable amount of time to be finalized at the previous Ordinary Meeting or notice of timing and content is updated subsequently with the consent of an appropriate quorum of Directors and Members.

3.5 **Adjournment** - Any Meetings of the Association may be adjourned to any time and place as determined by the Board of Directors and such business may be transacted at such adjourned meeting as might have been transacted at the original Meeting of the Association from which such adjournment took place. No notice will be required for any adjourned meeting.

3.6 **Agenda** - The agenda for the Annual General Meeting will at least include:

- (a) Call to order;
- (b) Introduction of Board of Directors and Special Guests;
- (c) Establishment of Quorum;
- (d) Appointment of Scrutineers;
- (e) Approval of the Agenda;
- (f) Declaration of any Conflicts of Interest;
- (g) Adoption of Minutes of the previous Meeting of the Association;
- (h) Business arising out of previous Annual General Meeting of the Association Minutes;
- (i) Presentation of Financial Statements & Report of Auditors;
- (j) Appointment of Auditors;
- (k) Business as specified in the notice of the Annual General Meeting of the Association;
- (l) New Business;
- (m) Appointment of new Directors;
- (n) Nominees and Election of Officers; and
- (o) Adjournment.

3.7 **New Business** - Any Member who wishes to have new business placed on the agenda of a Meeting of the Association will give written notice to the Association at least twenty-one (21) days prior to the date of any such Meeting of the Association date or upon the sole discretion of the President or designate.

- 3.8 **Quorum** - A minimum representation of fifty percent (50%) plus one (1) of the total eligible votes, as per the date determined by the Board of Directors, in attendance will constitute a quorum of any Meeting of the Association.
- 3.9 **Closed Meetings** - Meetings of the Association will be closed to the public except for special guests by invitation of the Board of Directors, Executive Committee or Other Committee, as determined by an Ordinary Resolution.

Voting at Meetings of the Association

- 3.10 **Voting Privileges** - Members will have the following voting rights at all Meetings of the Association:
- (a) **Class A Director** -
 - (i) Where a single nominee of a Class A Member is successfully elected by it's Board of Directors, then such Class A Director is entitled to two (2) votes; and
 - (b) **Class B Director** - Each Class B Director is entitled to one (1) vote.
 - (c) **Class C Director** - Class C Directors are entitled to a maximum of three (3) votes. The President is entitled to one (1) and two (2) assigned Vice Presidents (appointed by the majority of all Class C Directors) will have one (1) vote each.
- 3.11 **Delegates** - are individual(s) representing the voting interests of their Member group, organization or association. The name of a Delegate(s) will be communicated to the Association in writing prior to any Meeting of the Association. Delegates must be eighteen (18) years of age and older. Officers of the Association are excluded from acting as Delegate(s).
- 3.12 **Chair-person** - The President or, in the absence of the President, a Vice-President, as chosen by the Members present if not appointed by the President, shall be Chair-person of any Meeting of the Association and, if none of the said officers are present within fifteen (15) minutes after the time appointed for holding such meeting, the Members present shall choose a Chair-person from amongst themselves.
- 3.13 **Scrutineers** - At the beginning of each Meeting of the Association, the Board of Directors may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.14 **Proxy Voting** - There will be no voting by proxy at any Meeting of the Association.
- 3.15 **Determination of Votes** - Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by at least ten percent (10%) of those Members voting at any Meeting of the Association.
- 3.16 **Majority of Votes** - The following business shall be determined by a simple majority of the Members: appointment of scrutineers, approval of the agenda, adoption of minutes of any Meetings of the Association, consideration of the financial statements and Auditor's

report, appointment of the Auditor and the election of Directors. The Chair-person of the Meeting of the Association is entitled to a second vote upon a tie.

- 3.17 **Special Business** - All business transacted at a Special Meeting and all business transacted at an Annual General Meeting, except those items listed in Section ~~3.163-45~~ of the Bylaws, is deemed to be special business to be determined by Special Resolution.

ARTICLE 4 GOVERNANCE

Composition of the Board of Directors

- 4.1 **Directors** - The Board of Directors will consist of Directors comprised as follows:

- ~~(a)~~ (a) One (1) director per Class A member
- ~~(a)(b)~~ (b) One (1) director per Class B member
- ~~(b)(c)~~ (c) A minimum of five (5) and a Maximum of eight (8) Class C Directors (Members of the Executive).

For the purposes of these Bylaws, each Class A Director, Class B Director and Class C Director shall be referred to as a “**Director**”.

Election of Directors at Large

- 4.2 **Eligibility** - Any individual who is eighteen (18) years of age or older may be nominated for election as a Director.
- 4.3 **Eligibility Restrictions** - The following guidelines will restrict an individual’s eligibility for election as a Director:

- ~~(a)~~ (a) Paid employees of the Association or of any affiliated or competing association, league, or club are not eligible for election as a Director, except when the Board approves, by Ordinary Resolution, the election of such a Director, and where the Director in question is elected, that same Director will be excluded for voting purposes from any issues, deemed by the Board of Directors and/or Executive Committee, to be in conflict of interest on the voting resolution, either in fact or appearance.
- ~~(a)(b)~~ (b) Any Director who is removed from office will not be permitted to run for election as a Director until at least one (1) calendar year has elapsed from the date of removal.]

Appointment of Directors

- 4.4 **Class A Director** - Each Class A Member shall, at its sole option, appoint one (1) or two (2) individuals to serve as a Class A Director. No individual may be appointed by more than one Class A Member.
- 4.5 **Class B Director** - Each Class B Member shall, at its sole option, appoint one (1) individual to serve as a Class B Director. No individual may be appointed by more than one Class B Member.
- 4.6 **Class C Director** - Each of the President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, 4th Vice President, 5th Vice President, Treasurer and Referee Committee Chair shall be elected by Class A and Class B members as a Class C Director on the following cycles.
- (a) the President, 2nd Vice-President and 4th Vice President and up to four (4) Directors-at-Large will be elected by the Members at the Annual General Meeting held in odd numbered years.
 - (b) the 1st Vice-President, 3rd Vice-President, 5th Vice President and Treasurer and up to four (4) Directors-at-Large will be elected by the Members at the Annual General Meeting held in even numbered years.
- 4.7 **Class A and Class B Director Term** – Member nominee(s) for Director(s) shall ratified by Ordinary Resolution at each Annual General Meeting and shall hold office and voting rights until the subsequent Directors are elected at the next Annual General Meeting. If the nomination and ratification of Directors is not held at an Annual General Meeting, the incumbent Directors shall continue in office until their successors are nominated and ratified by the Board of Directors.

Pledge

- 4.8 **Pledge** - All individuals elected or appointed as a Director will pledge the following: “I hereby solemnly and sincerely pledge my honour that I will, to the best of my ability, abide by the Bylaws and Rules and Regulations of the Association; that I will abide by the will of the majority, and that I will, by all honourable means advance the interests of the Association, and will not express my personal opinion contrary to the decisions of the Board.” Each Director will affix their signature to the pledge on the prescribed form.

Resignation and Removal of Directors

- 4.9 **Resignation** - A Director may resign from the Board of Directors at any time by presenting his or her notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is approved by the Board of Directors. Where a Director who is subject to a disciplinary investigation or action of the Association resigns,

that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.10 **Vacate Office** - The office of any Director will be vacated automatically if:

- (a) The Director is found by a court to be of unsound mind;
- (b) The Director becomes bankrupt;
- (c) Upon the Director's death; or
- (d) Upon the Director being absent from two (2) consecutive meetings of Directors without permission of the Board of Directors.

4.11 **Removal** - prior to the expiration of a Director's term, and other than for vacating a Director's office pursuant to Section ~~4.104.13~~ of the Bylaws, a Director may only be removed by a Special Resolution of the Members at a Special Meeting.

Filling a Vacancy on the Board of Directors

4.12 **Vacancy** - Where the position(s) of a Director(s) becomes vacant for whatever reason, the Board of Directors may appoint up to a maximum of two (2) qualified individuals to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws. Appointed Directors must obtain a majority of two-thirds (2/3) of the votes with at least seventy-five percent (75%) of the Directors present at a duly called meeting of the Board of Directors. Any additional vacancies may be filled through a Special Meeting or will remain vacant until the next Annual General Meeting.

Meetings of the Board of Directors

4.13 **Call of Meeting** - Meetings of the Board of Directors ("**Board Meetings**") will be held at any time and place as determined by the President or a majority of the Board of Directors.

4.14 **Notice** - Written notice, served other than by mail, of Board Meetings, will be given to all Directors at least seventy-two (72) hours prior to the scheduled meeting. No Notice of a Board Meetings is required if all Directors waive notice, or if those absent consent to the Board Meetings being held in their absence. In the event that the Board of Directors establishes a regular date or dates, or day or days in each calendar month with a regular place and time, no notices will thereafter will be required.

4.15 **Number of Meetings** - The Board of Directors will hold a minimum of four (4) Board Meetings per year.

4.16 **Quorum** - The quorum for the transaction of business at any Board Meetings shall consist of a majority of Directors.

- (a) In the event that the above quorum is not established at a Board Meetings duly called, the Board Meetings may be recessed and later reconvened at a date, time and place specified at the call of the recess, and all business listed on the original agenda shall

be transacted by those Directors present at the reconvened Board Meeting, who shall then constitute a quorum for conducting business.

4.17 **Chair-Person** - The President shall be Chair-person of any meeting of the Association. If the President is absent from any meeting He may delegate a Officer to preside and conduct at said meeting. In absence of a delegated person the highest level Officer will conduct said meeting. If none of the said Officers are present or available, the Directors present shall choose one of their number to be Chair-person.

4.18 **Voting** – Directors are entitled to vote as follows:

(a) **Class A Director** -

(i) Where only a single nominee of a Class A Member is successfully elected by it's Board of Directors, then such Class A Director is entitled to two (2) votes; and

(ii) Where two nominees of a Class A Member are successfully elected by it's Board of Directors, then such two Class A Directors are entitled to one (1) vote each.

(b) **Class B Director** - Each Class B Director is entitled to one (1) vote.

(c) **Class C Director** - Class C Directors are entitled to a maximum of three (3) votes. The President is entitled to one (1) and two (2) assigned Vice Presidents (appointed by the majority of all Class C Directors) will have one (1) vote each.

Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. The Chair-person of the meeting is entitled to a second vote upon a tie.

4.19 **No Proxies** - Directors may not vote via proxy at Board Meetings.

4.20 **Board Meetings by Telephone** - A meeting of the Association may be held by telephone conference call or by means of other telecommunications technology in which the Board of Directors may communicate without delay and any Director who is unable to attend a meeting of the Association may, at the Board's discretion, participate in a meeting of the Association by telephone or other telecommunications technology as the Board may authorize, and such Director(s) are considered to have attended such meetings of the Association

4.21 **Closed Meetings** - Meetings of the Association will be closed to Members and the public except for special guests in attendance by invitation of the Board of Directors or the Executive Committee.

Powers of the Board of Directors

4.22 **Powers** - Except as otherwise provided in the Act or these Bylaws, the Board of Directors has all the powers of the Association, and may delegate any of its powers, duties and functions. Without limit the generality of the foregoing, the Board of Directors may:

- (a) implement policies, procedures and rules for managing the affairs of the Association;
- (b) implement policies, procedures and rules relating to the registration of members and shall have the authority to register or deny members accordingly;
- (c) implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- (d) implement policies, procedures and rules relating to the management of protests, appeals, disputes within the Association and shall have the authority to deal with all protests, disputes and appeals accordingly;
- (e) implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Association and shall have the authority to manage these accordingly; and
- (f) establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee.

4.23 **Borrowing Powers** - For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution.

Validity of Acts of Directors

4.24 **Validity of Acts of Directors** - No act of the Board of Directors or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

Standing and Other Committees

4.25 **Standing Committees** - The Standing Committees of the Association are as follows:

- (a) Finance and Audit - oversight over the Association's assets, financial structure, investments, internal controls, preparation and assurance of financial statements and financial records.
- (b) Governance, Bylaws and Nominating - Board of Directors process and performance, including the selection and assessment of Officers, Directors and Members as well as reviews, recommendations and amendments to these Bylaws.

- (c) Discipline and Appeal - reviews, investigates and adjudicates complaints and cases of alleged misconduct by Members.
- (d) Competitions and Technical - oversight over the organization's programs, leagues and competitions.
- (e) Facility Development - to categorize, evaluate, and determine feasibility of facility development opportunities.
- (f) Referees and Rules – oversight over the conduct and assessment of referees, the enforcement of game rules and the officiating of league games.
- (g) Rules – Oversight to modifications to game rules,

- 4.26 **Composition and Responsibilities of Standing Committees** - The Board of Directors will appoint members and the Chair-person of the Standing Committees or provide for the election of members of the Standing Committees and will prescribe the duties and responsibilities of each Standing Committee and may delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the *Act* or these Bylaws.
- 4.27 **Appointment of Other Committees** - The Board of Directors may appoint such Other Committees as it deems necessary for managing the affairs of the Association and may appoint members and the Chair-person of Other Committees or provide for the election of members of Other Committees and may prescribe the duties of Other Committees and may delegate to any Other Committee any of its powers, duties, and functions except where prohibited by the *Act* or these Bylaws..
- 4.28 **Reports** - At each Board Meeting, each Committee will report its progress since the last meeting and a final annual report will be tabled for the benefit of the Board of Directors at the Annual General Meeting.
- 4.29 **Quorum** - A quorum for any committee will be the majority of its voting members.
- 4.30 **Vacancy** - Where a committee member position becomes vacant for whatever reason, the Board of Directors may appoint new members to fill the vacancy to any Standing Committee or may delegate this duty.
- 4.31 **President Ex-officio** - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.
- 4.32 **Removal** - The Board of Directors may remove any member of any Committee.
- 4.33 **Debts** - No committee will have the authority to incur debts in the name of the Association.

Conflict of Interest

- 4.34 **Conflict of Interest** - All Members will conduct themselves in matters relating to real or perceived conflicts of interests in accordance with the *Act* and those policies that may be adopted by the Board from time to time.

ARTICLE 5 OFFICERS

- 5.1 **Composition** - The Officers of the Association will be comprised of the President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, 4th Vice-President, 5th Vice President, Treasurer, Referee Committee Chair and such other Officers as determined by the Board of Directors from time to time. No one Officer will hold more than one office. No Officer shall be a Class A or Class B Director.
- 5.2 **Eligibility** - Any individual who is eighteen (18) years of age or older and has provided the Association with a clear criminal background check done within the past twelve (12) months may be nominated for election as an Officer.
- 5.3 **Eligibility Restrictions** - The following guidelines will restrict an individual's eligibility for election as an Officer:
- (a) Paid employees of the Association or of any affiliated or competing association, league, or club are not eligible for election as a Officer, except when the Board approves, by Ordinary Resolution, the election of such a Officer, and where the Officer in question is elected, that same Officer will be excluded for voting purposes from any issues, deemed by the Board of Directors and/or Executive Committee, to be in conflict of interest on the voting resolution, either in fact or appearance.
 - (b) Any Officer who is removed from office will not be permitted to run for election as an Officer until at least one (1) calendar year has elapsed from the date of removal.
- 5.4 **Duties** - The duties of Officers are as follows:
- (a) the President will:
 - (i) be the senior Officer of the Association;
 - (ii) be responsible for the general supervision of the affairs and operations of the Association;
 - (iii) preside as Chair-person 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;
 - (iv) be the official spokesman of the Association;
 - (v) neither move nor second any proposals or amendments thereto;
 - (vi) perform such other duties as may from time to time be established by the Board of Directors; and
 - (b) The 1st Vice-President will:
 - (i) be the senior Officer of the Association, next to the President;

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

- (ii) support and assist the President in all duties;
- (iii) in the absence of the 4th Vice-President, have the authority of and perform the duties of the 4th Vice-President; and
- (iv) perform such other duties as may from time to time be established by the Board of Directors.

(g) The Treasurer will:

- (i) keep proper accounting records as required by the *Act*;
- (ii) collect and record all dues and other funds received by the Association;
- (iii) record all cheques for expenditures and retain cancelled cheques and receipts;
- (iv) cause to be deposited all monies received by the Association in the Association's bank account;
- (v) supervise the management and the disbursement of funds of the Association;
- (vi) when required will provide the Board of Directors with an account of financial transactions and the financial position of the Association;
- (vii) assist in the Association's audit or other assurance engagement;
- (viii) prepare and submit the Society Annual Return to Alberta Registries;
- (ix) prepare or supervise the preparation of the annual tax return for the Canada Revenue Agency; and
- (x) perform such other duties as may from time to time be established by the Board of Directors.

(h) The Secretary will:

- (i) be an employee of the Association and act in the various capacities as determined by the Board of Directors;
- (ii) keep accurate record of the minutes of all Meetings of the Association, Board Meetings and meetings of the Executive;
- (iii) be responsible for the maintenance and custody of the books of the Association, which will be maintained at the Head Office of the Association;
- (iv) act in the capacity of the Registrar of the Association;

- (v) have charge of and maintain the records of all player and team registrations, and ensure that all rules of the Association pertaining to registration and upheld;
- (vi) report directly to the President, and
- (vii) perform such other duties as may from time to time be established by the Board of Directors.

Election of Officers

- 5.5 **Election** - Each Officer shall be elected by majority vote of the Directors in attendance at the Annual General Meeting.
- 5.6 **Term** – Nominees shall be elected by the Members to serve as Officers at each Annual General Meeting, subject to the voting cycle terms noted in these bylaws, and shall hold office for the prescribed term. If the appointment of Officers is not held at an Annual General Meeting, the incumbent Officers shall continue in office until their successors are elected.

Pledge

- 5.7 **Pledge** - All individuals appointed as an Officer will pledge the following: “I hereby solemnly and sincerely pledge my honour that I will, to the best of my ability, abide by the Bylaws and Rules and Regulations of the Association; that I will abide by the will of the majority, and that I will, by all honourable means advance the interests of the Association.” Each Officer is considered to have read, accepted and abide by this Pledge upon their ratification as an Officer each year.

Resignation and Removal of Officers

- 5.8 **Resignation** - An Officer may resign at any time by presenting his or her notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is received by the Board of Directors. Where an Officer who is subject to a disciplinary investigation or action of the Association resigns, that Officer will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 5.9 **Vacate Office** - The office of any Officer will be vacated automatically if:
- (a) The Officer is found by a court to be of unsound mind;
 - (b) The Officer becomes bankrupt;
 - (c) The Officer has been charged with a criminal offence;
 - (d) Upon the Officer's death; or

- (e) Upon being absent from two (2) consecutive Executive Committee or Board Meetings without providing prior notice and receiving permission of the Executive Committee or Board of Directors.

5.10 **Removal** - prior to the expiration of an Officer's term, and other than for vacating office pursuant to Section 5.9 of the Bylaws, an Officer may only be removed by an Ordinary Resolution at a meeting of the Association.

Filling an Officer Vacancy

5.11 **Vacancy** - Where the position(s) of an Officer is vacant for whatever reason, the Board of Directors may appoint an individual to fill the vacancy or the position may remain vacant until the next Annual General Meeting.

Executive Committee

5.12 **Executive Committee** - The Executive Committee will be comprised of the Officers (Class C directors), excluding the Secretary.

5.13 **Authority** - The Executive Committee will have the authority to oversee the implementation of policies of the Board of Directors during intervals between Board Meetings, conduct the business of the Association between Board Meetings, have authority to spend up to a maximum of \$5000.00 without approval from the Board of directors and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board of Directors. All Executive Committee decisions will be presented before the Board of Directors for ratification at the next Board Meeting.

5.14 **Secretary** - The Secretary will attend all meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but will not be authorized to vote there on any matters in such capacity as Secretary.

5.15 **Call of Meeting** - Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee members.

5.16 **Notice** - Written notice, served other than by mail, of any meeting of the Executive Committee will be given to all Executive Committee members at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence, or if the Executive establishes a regular date or dates, or day or days in each calendar month with a regular place and time.

5.17 **Number of Meetings** - The Executive Committee will hold at least one (1) meeting per quarter.

5.18 **Quorum** - Quorum will consist of fifty percent (50%) of the Executive's members.

- 5.19 **Voting** – The Executive Committee is entitled to a total of 3 votes (President and two other elected officers decided but a majority vote of the Officers of the executive committee with one vote each). The Secretary who is not entitled to vote. Voting will be by a show of hands, electronically or orally unless a majority of Executive Committee members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the President is entitled to a deciding vote.
- 5.20 **No Proxies** - Executive Committee members are not entitled to vote via proxy.
- 5.21 **Closed Meetings** - Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board of Directors.

Remuneration

- 5.22 **No Remuneration** - All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board of Directors.

ARTICLE 6 FINANCE AND MANAGEMENT

- 6.1 **Fiscal Year** - The fiscal year of the Association will be April 1st to March 31st, or such other period as the Board of Directors may determine from time to time.
- 6.2 **Bank** - The banking business of the Association will be conducted at such financial institution as the Board of Directors may designate.
- 6.3 **Auditors** - At each Annual General Meeting the Directors may appoint an Auditor to provide assurance services deemed necessary by the Directors and in accordance with the *Act*. The Auditor will hold office until the next Annual General Meeting. The Auditor will not be an employee or a Director of the Association. The financial statements shall be filed in accordance with the requirements of the *Act*.
- 6.4 **Books and Records** - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records of the Association are open for inspection by the Members at the Head Office of the Association upon seven (7) Days notice during the Association's business hours.
- 6.5 **Signing Authority** - Signing authority to bind the Association will include any two of the Officers. Staffing agreements must be signed by the President plus one (1) other Officer.
- 6.6 **Property** - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board of Directors may determine.
- 6.7 **Borrowing** – As per Bylaw 4.23, the Association may borrow funds upon such terms and conditions as defined in these Bylaws.

- 6.8 **Expenditures** - 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.
- 6.9 **Responsibility** - The Association will not have any responsibility for any expenditure made, or any obligations assumed in the name of the Association by any Member, Director, Officer, or employee, unless the Board of Directors of the Association has previously consented.
- 6.10 **Casino & Gaming Revenue** - In order to carry out the purposes of the Association, the Board of Directors may, on behalf of and in the name of the Association, raise funds in the manner they decide, including but not limited to making applications for gaming licenses.

ARTICLE 7 AMENDMENT OF BYLAWS

- 7.1 **Voting** - These Bylaws may only be amended, revised, repealed, or added to by a Special Resolution of the Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote and registration in accordance with the *Act*, any amendments, revisions, addition, or deletions will be effective immediately.
- 7.2 **Notice in Writing** - Notice in writing is to be delivered to Members twenty-one (21) days or more prior to meeting at which it is to be considered at an Annual General Meeting.

ARTICLE 8 NOTICE

- 8.1 **Written Notice** - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or other similar technologies so used in the future to the address of record of the Association, Director, or Member, as the case may be.
- 8.2 **Date of Notice** - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 8.3 **Error in Notice** - The accidental omission to give notice of a Board Meeting or any Meeting of the Association, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at a Board Meeting or any Meeting of the Association.

ARTICLE 9 INDEMNIFICATION


- 9.1 **Will Indemnify** - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

- 9.2 **Will Not Indemnify** - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 9.3 **Insurance** - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.
- 9.4 **Winding Up & Dissolution** - Upon the dissolution of the Association, after payment of all its debts and liabilities, any remaining casino assets shall be transferred to Basketball Alberta, subject to the prior approval of the Board of the Alberta Gaming and Liquor Commission.

Upon the dissolution of the Association, after payment of all its debts and liabilities, any remaining assets, excluding casino funding, shall be disposed of to Basketball Alberta, or any organization within Alberta which succeeds Basketball Alberta as the governing body for minor basketball and if no organization succeeds Basketball Alberta, to Canada Basketball or its successor, with the provision that the assets be used for the support of minor basketball in the Province of Alberta.”

ARTICLE 10 ADOPTION OF THESE BYLAWS

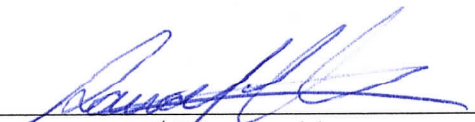
- 10.1 **Ratification** - These Bylaws are ratified by a Special Resolution of the Members of the Association present at the Meeting of the Association duly called and held on June 21, 2021.
- 10.2 **Repeal of Prior Bylaws** - In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.



President

JUNE 30 2021

Date



1st Vice President

JUNE 30/21

Date