



# **CAPITAL DISTRICT MINOR FOOTBALL ASSOCIATION**

Bylaws

March 2024 - Approved

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**1. Article 1 - Preamble**

## 1.1. The Association

The name of the Association is the Capital District Minor Football Association, which may also be known as or referred to as the CDMFA or the Association.

## 1.2. The Bylaws

The following articles set forth the Bylaws of the Capital District Minor Football Association.

**2. Article 2 - Defining and Interpreting the Bylaws**

## 2.1. Interpretations

2.1.1. The third person masculine gender, when used throughout this document, shall be understood to mean the third person of all genders.

2.1.2. Where anywhere in this document the meaning of a word, phrase, sentence, or clause is unclear or otherwise ambiguous, the Executive shall interpret the meaning of said word, phrase, sentence or clause.

2.1.3. When such an interpretation is conducted by the Executive, it shall be done in a reasonable fashion and effect shall be given to the intent of the words.

2.2. The following definitions shall apply, except when the context of the word, words, acronym, or phrase is such that an alternative meaning of the same is obvious.

2.2.1. Act means the *Societies Act* RSA 2000, Chapter S-14 as amended, or any statute substituted for it.

2.2.2. The word "Club", or phrases "Member Club", "Member Association" or "Participating Association" shall mean an association that is duly recognized as a participant in the CDMFA and has met the criteria set forth in the CDMFA Bylaws for membership.

2.2.3. The word "Team" or phrase "Member Team" shall refer to the players, coaches, and team officials of a single team which plays under the authority of a Club and CDMFA.

2.2.4. The word "Board" and the phrase "Board of Directors" shall mean the Board of Directors of the CDMFA, including the elected members of the Executive and the individual representatives of each Participating Association.

2.2.5. The word "Executive" shall mean the elected officers of the CDMFA, as defined in the bylaws.

2.2.6. "Administrators" for the CDMFA will include board members, team managers, and off-field staff and volunteers who deliver football programming.

2.2.7. The word "family" shall refer to the legal guardians of one or more players participating in the football program of a Participating Association

2.2.8. The word "football" shall mean the game of Canadian football, played under the rules established in the current versions of the Canadian Rule Book for Tackle Football, or the Canadian Rule

- Book for Flag Football, as modified by the CDMFA.
- 2.2.9. The acronym "RPP" shall mean the rules, policies, and procedures as set forth by the document entitled "CDMFA RPPs".
  - 2.2.10. The term "Bylaws" shall mean the Bylaws of the CDMFA as amended.
  - 2.2.11. The word "Level" shall mean the age level of competition.
  - 2.2.12. The word "Division" shall mean a number of teams within a Level that shall be placed in a group for scheduling and tiering purposes, in accordance with directives set forth by Football Alberta.
  - 2.2.13. Special Meeting means the Special Meeting described in Article 9.1.6
  - 2.2.14. Special Resolution means:
    - 2.2.14.1. a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the eligible voting Members who vote in person.
    - 2.2.14.2. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
    - 2.2.14.3. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
  - 2.2.15. The word "import" shall mean a player who has transferred from the home club in the zone of their primary residence.
  - 2.2.16. The phrase "recruitment boundary" shall mean the limit of a recruitment zone.
  - 2.2.17. The phrase "recruitment zone" shall mean that area that is assigned to a Club or Team within which they shall have player recruitment rights, as defined within the CDMFA Policies & Procedures document.
  - 2.2.18. The phrase "transferred player" shall mean a player who has been permitted by a Club or by the CDMFA to transfer membership and play on another team, when the player's primary place of residence lies within the releasing Club's recruitment boundaries.
  - 2.2.19. The phrase "primary residence" shall refer to a main residence where an individual normally resides, and in the case of a player or parent/guardian shall be the residence that is entered into the CDMFA registration system.
  - 2.2.20. "Independent" means that a director has no fiduciary obligation to anybody, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature. Whether a director or prospective director is Independent is to be determined by the nominating committee. A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence.

### **3. Article 3 - Objects of the Society**

3.1. The objects of the society are detailed in the Article of Incorporation.

### **4. Article 4 - Membership**

4.1. Classification of Members: There are four categories of Members

- Individual Members (non-voting)
- Participating Association Members (voting)
- Associate Members (non-voting)
- Honourary Members (non-voting)

4.1.1. Individual Members:

Individuals who are participating in amateur football programming in the Greater Edmonton Area, and northern Alberta.

4.1.1.1. Player / Athlete (non-voting)

Parents or Guardians of players and all players registered to participate in the current football season shall become members of the CDMFA with

- Completed registration as prescribed by the CDMFA Policies & Procedures
- Payment of membership fees and insurance dues as prescribed by the CDMFA Policies & Procedures

4.1.1.2. Coaches, Trainers and Administrators

- Upon acceptance of the member's Club Registration as prescribed by the CDMFA Policies & Procedures, all coaches, trainers, and administrators registered to participate in the current football season with approved "Club Members" shall automatically become members of the CDMFA.

4.1.2. Participating Association Member (voting)

4.1.2.1. All member teams of the CDMFA must exist within a Participating Association.

4.1.2.2. All Participating Associations of the CDMFA must establish an identity separate from that of the CDMFA by registering under their own name under the terms of the "Societies Act of Alberta".

4.1.2.3. Any Registered Society desiring to become a Participating Association of the CDMFA for the first time must apply in writing to the Board, requesting acceptance as a Participating Association by October 31 of the year preceding in which it wishes to participate. Such an application must include full payment of the Performance Bond Fee(s) for that year, as defined in the CDMFA Policies. Upon acceptance as a Participating Association, that Society will also be then subject to all Fees, Rules, Directives, Policies, and Procedures of the CDMFA which are then in effect.

- Any acceptance of a first time Participating Association must be approved by a seventy-five percent (75%) vote of the Board.
- 4.1.2.4. Upon acceptance as a Participating Association for the first time, that Society must supply the Board with a list of eligible players, as per the roster sizes defined by Football Canada, and documented in the CDMFA Policies & Procedures.
  - 4.1.2.5. Each new Participating Association, upon acceptance into the CDMFA, will advise the CDMFA President in writing, naming the individual from that Participating Association that will act as Director for the CDMFA Board of Directors. (This could be the elected President of the Participating Association, or another individual named by the Board of that Participating Association). This representative of the Participating Association will sit as a member of the CDMFA Board of Directors. The named Director from each Participating Association will thereafter be entitled to one vote for the Participating Association at all duly constituted meetings of the CDMFA Board, regardless of the number of member teams involved in that Participating Association. The appointment by the Participating Association of any new Director must be confirmed to the CDMFA President, in writing, before taking effect. This contact information must be updated with CDMFA staff twice each year; immediately after the CDMFA AGM, and immediately after the AGM of the respective club.
  - 4.1.2.6. The voting power of a Participating Association will be adjusted in accordance with the number of paid memberships of the participating association as of the previous fiscal year end (December 31).
  - 4.1.2.7. All Participating Associations of the CDMFA will confirm their participation by completing online registration and remitting payment of an annual registration fee.
    - 4.1.2.7.1. The amount of which will be determined by the Board on an annual basis.
    - 4.1.2.7.2. The deadline for fee payment will be established by the Board.
  - 4.1.2.8. All Participating Associations or Member Teams must indemnify themselves with an insurance policy, by purchasing the required insurance as part of their annual registration with CDMFA.
  - 4.1.2.9. Any Participating Association or Member Team of the CDMFA may be suspended or expelled by a seventy-five (75%) vote of the Board of Directors. Such suspension will not require a refund of the annual registration fee(s), or any other fees assessed. Participating Associations or Member Teams which violate eligibility regulations may be suspended or expelled from participation in CDMFA programs at the discretion of the Board.

- 4.1.2.10. The Board may waive any section of this Bylaw (Article 4) by a unanimous vote of the Board of Directors.
- 4.1.3. Associate Members (non-voting)
  - 4.1.3.1. Individuals, teams, or associations that have not completed or met the criteria of a Participating Association. Associate members have a genuine interest in amateur football and the development and promotion of the sport of football.
  - 4.1.3.2. Entities submitting teams to play in the CDMFA must apply in writing to the Board, requesting acceptance as a Participating Association.
    - 4.1.3.2.1. For teams or clubs who wish to participate in the CDMFA schedule of play, such an application must include full payment of the Performance Bond Fee(s) for that year, as defined in the CDMFA Policies.
    - 4.1.3.2.2. Upon acceptance as an Associate Member Club, that Association will also be then subject to all the Fees, Rules, Directives, Policies, and Procedures of the CDMFA which are then in effect. Any acceptance of a first time Participating Association must be approved by a seventy-five percent (75%) vote of the Board.
    - 4.1.3.2.3. All Associate Member Clubs or Member Teams submitting teams to play, must indemnify themselves with an insurance policy by purchasing the required insurance as part of their annual registration with CDMFA.
    - 4.1.3.2.4. For teams or clubs who wish to participate in the CDMFA schedule of play, upon acceptance as an Associate Member for the first time, that Society must supply the Board with a list of eligible players, as per the roster sizes defined by Football Canada, and documented in the CDMFA Policies & Procedures
  - 4.1.3.3. Any Associate Member of the CDMFA may be suspended or expelled by a seventy-five (75%) vote of the Board of Directors. Such suspension will not require a refund of the annual registration fee(s), or any other fees assessed. Participating Associations or Member Teams which violate eligibility regulations may be suspended or expelled from participation in CDMFA programs at the discretion of the Board.
  - 4.1.3.4. The Board may waive any section of this Bylaw (Article 4) by a unanimous vote of the Board of Directors.
- 4.1.4. Honourary Members
  - Honourary membership in the CDMFA may be bestowed upon an

individual who has, over a period of time, rendered meritorious service to the Association.

- 4.1.4.1. Have the right to attend meetings and to speak, but not to make motions or to vote.
- 4.1.4.2. An honorary title in no way conflicts with a member holding a real office, or being assigned any duty, the same as if they did not hold the honorary title.
- 4.1.4.3. Honorary memberships shall be recommended to the membership at an Annual General Meeting by the unanimous agreement of the Board of Directors and shall be subject to a seventy-five percent (75%) majority vote of the eligible members in attendance at such meeting.
- 4.1.4.4. Honorary title is perpetual, unless rescinded.

#### 4.2. Members in Good Standing

- 4.2.1. A Member of the Association will be in good standing provided that the Member
  - 4.2.1.1. Has not ceased to be a Member.
  - 4.2.1.2. Has not been suspended or expelled from membership or had other membership restrictions or sanctions imposed.
  - 4.2.1.3. Has completed and remitted all documents as required by the Association.
  - 4.2.1.4. 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; and
  - 4.2.1.5. Has paid all outstanding accounts including membership fees.
  - 4.2.1.6. As a Participating Association, has attended a minimum of 75% of the scheduled Board and General meetings for each calendar year.
- 4.2.2. Cease to be in Good Standing: members who cease to be in good standing will have privileges suspended which may include; hosting events, participation in programs and loss of all voting privileges as a member, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

#### 4.3. Withdrawal and Termination of Membership

- 4.3.1. Membership in the Association is terminated when
  - 4.3.1.1. The Member fails to submit the information required for renewal.
  - 4.3.1.2. The Member fails to maintain any of the qualifications or conditions of membership.
  - 4.3.1.3. The Member resigns from the Association by giving written notice to the Board, in which the resignation becomes effective on the



date specified in the resignation. The Member will be responsible for all fees payable until the resignation becomes effective.

- 4.3.1.4. The Member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed.
- 4.3.1.5. The Member's team membership expires.
- 4.3.1.6. The Member is liquidated or dissolved.
- 4.3.1.7. Player/Athlete Membership shall cease when the child or legal ward of a member becomes ineligible for participation in the CDMFA's program. Notice of Resignation from any member wishing to withdraw their membership while still meeting eligibility criteria must be given in written notice to their respective club president, and a copy to the CDMFA Dispute Resolution Committee.
- 4.3.1.8. Membership may be suspended, and a member expelled upon a vote approved by seventy-five percent (75%) of the Board of Directors of the CDMFA, for any reason deemed reasonable and in the best interests of the CDMFA. Such suspension will not require refund of the annual registration fee(s), or any other fees assessed.

**5. Article 5 - Suspensions and Expulsions:**

- 5.1. Any Director, Executive Officer, Coach, Player or Member may be suspended or expelled for any reason deemed reasonable and in the best interest of the CDMFA.
- 5.2. A Dispute Resolution Committee duly established by the Board of the CDMFA will rule on all Suspensions and Expulsions.
- 5.3. Suspensions and Expulsions will take effect immediately, subject to an appeal as described in Bylaw 6.
- 5.4. As per the CDMFA Code of Conduct, any player, coach or volunteer who has been determined to have abused an official will be subject to a Disciplinary Review and would be subject to disciplinary action at the discretion of the Dispute Resolution Committee.

**6. Article 6 - Appeals:**

- 6.1. Appeal of a Decision
  - 6.1.1. Any Director, Executive Officer, Coach, Player or Member that has been suspended under the provisions of Bylaw 5, shall have the right to appeal that decision to the Board of Directors of the CDMFA, as per the process defined in the CDMFA RPP document.
  - 6.1.2. Application to appeal a decision needs to be made in writing within 14 days of receiving the notification of decision, following the process defined in the CDMFA RPP document.

- 6.1.3. If the appeal is granted, a new hearing will be held and heard by new members of the Dispute Resolution Committee along with a new monitoring member of the CDMFA Executive, as per the process defined in the CDMFA RPP document.
  - 6.1.4. There is no further appeal of this appealed decision.
- 6.2. Appeal of a Penalty
- 6.2.1. An appeal of the penalty needs to be made in writing within 14 days of receiving the notification of penalty, following the process defined in the CDMFA RPP document.
  - 6.2.2. If the penalty consists of a suspension or expulsion, then the penalty will commence during the appeal process to ensure the appeal process is not abused and used to stall the implementation of a penalty and allow the respondent/organization the benefit of attending games.
  - 6.2.3. If the appeal is granted, then the penalty will be set aside, and the matter sent back to the presiding Dispute Resolution Committee members for further consideration.
  - 6.2.4. There is no further appeal of this appeal decision.

## **7. Article 7 - Governance**

### **7.1. BOARD OF DIRECTORS:**

- 7.1.1. The Board of Directors shall, subject to the bylaws, have full control and management of the Affairs, Operations, Directives, Rules, Policies and Procedures of the CDMFA.
  - 7.1.1.1. The Board may hire paid staff to carry out management functions under the direction and supervision of the Board.
- 7.1.2. Powers and Duties of the Board
  - The Board has the powers of the Association, except as stated in the Societies Act.
  - The powers and duties of the Board include:
    - 7.1.2.1. Promoting the objects of the Association
    - 7.1.2.2. Promoting membership in the Association
    - 7.1.2.3. Maintaining and protecting the Association's assets and property
    - 7.1.2.4. Approving an annual budget for the Association
    - 7.1.2.5. Paying all expenses for operating and managing the Association
    - 7.1.2.6. Paying persons for service and protecting persons from debts of the Association
    - 7.1.2.7. Investing any extra monies
    - 7.1.2.8. Making policies for managing and operating the Association
    - 7.1.2.9. Approving all contracts for the Association
    - 7.1.2.10. Maintaining all accounts and financial records of the Association
    - 7.1.2.11. Making policies, rules and procedures for operating the Association and using its facilities and assets

- 7.1.2.12. Selling or disposing of any or all the property of the Association
- 7.1.2.13. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid staff of the Association

7.1.3. Composition: The Board of Directors shall consist of:

- 7.1.3.1. the Elected Executive Officers of the CDMFA as defined in Article 7.2
- 7.1.3.2. one (1) Director, an individual in good standing, either elected, selected or appointed from each Participating Association in the CDMFA. This Director will assume office upon receipt by the CDMFA President of written notification of that Director's appointment from the Participating Association. Any changes of said Director must be given in writing to the CDMFA President before taking effect. (See Item 4.1.2.5)
- 7.1.3.3. Each Participating Association may also nominate an Alternate Director who may cast the vote(s) of that Participating Association in absence of the designated Director. Notice of such Alternate Director or changes of Alternate Director must also be given in writing to the CDMFA President before taking effect.

**7.2. EXECUTIVE OFFICERS:**

- 7.2.1. The Executive of the CDMFA shall consist of the President and Five (5) to fifteen (15) Directors, voted upon by the Board.
  - 7.2.1.1. The President of CDMFA should not be currently affiliated with any member club (passed Jan 9/2019)
  - 7.2.1.2. The President "Elect" should be independent, not currently affiliated with any member club.
  - 7.2.1.3. The Vice President Operations should be independent, not currently affiliated with any member club.
- 7.2.2. Director titles and delegation of duties may be reassigned, with approval of the Board, as deemed necessary for the continued growth and promotion of the Association.
- 7.2.3. Elected Executive Positions would include, but are not limited to:
  - 7.2.3.1. President
    - 7.2.3.1.1. President, Elect
  - 7.2.3.2. Secretary
  - 7.2.3.3. Vice President, Finance
    - 7.2.3.3.1. VP Finance, Elect
  - 7.2.3.4. Vice President, Operations
  - 7.2.3.5. Vice President, Tackle Programs
  - 7.2.3.6. Vice President, Non-Contact Programs
  - 7.2.3.7. Vice President, Coach Development
    - 7.2.3.7.1. VP Coaching, Elect

7.2.3.8. Up to 5 additional Directors as operationally required.

7.2.4. Election of the Directors and President

7.2.4.1. Nominations for the election of Executive Officers will be presented and voted on annually at the Annual General Meeting of the CDMFA.

7.2.4.1.1. A President Elect will be elected in odd years at the AGM, will become President the following year for a term of two years and then hold the office of Past President for 1 year.

7.2.4.1.2. A Vice President Operations Elect will be elected in even years at the AGM, will become VP Operations the following year for a term of two years.

7.2.4.1.3. A Vice President Finance Elect will be elected in odd years at the AGM, will become the VP Finance the following year for a term of two years.

7.2.4.2. Nominations for election to the position of Executive Office(s) must be made by current members of the CDMFA; nominees may be non-members who have agreed to serve on the Executive Committee. Assumption of Executive Office includes automatic Membership in the CDMFA

7.2.4.3. No one person may occupy more than one Elected Executive Officer position; and Members of any one Participating Association shall hold no more than one position on the Elected Executive.

7.2.4.4. Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.

7.2.5. Resignation, Death or Removal of a Director

7.2.5.1. A Director, including the President and immediate Past President, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

7.2.5.2. Voting Members may remove any director, including the President and the immediate Past President, before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.

7.2.5.3. Any Executive Officer's position that becomes vacant may be filled on an interim basis. This interim appointment must be approved by a seventy-five percent (75%) vote of the Board and shall be in effect until the next Annual General Meeting of the CDMFA.

7.3. Board Committees

The Board may appoint committees to advise the Board.

7.3.1. General Procedures for Committees

- 7.3.1.1. There is a Board Member as Chair for each committee created by the Board.
- 7.3.1.2. The Chairperson calls committee meetings. Each committee
  - Records minutes of its meetings
  - Distributes these minutes to the committee members and to Chairpersons of other committees.
  - Provides reports to each Board meeting, or at the Board's request.
- 7.3.1.3. A majority of the committee members present at a meeting is a quorum.
- 7.3.1.4. Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting.

### 7.3.2. Standing Committees

The Board establishes these Standing Committees:

- 7.3.2.1.1. Executive Committee
  - 7.3.2.1.2. Personnel Committee
  - 7.3.2.1.3. Finance Committee
  - 7.3.2.1.4. Dispute Resolution Committee
- 7.3.2.2. The Executive Committee  
Consists of the President, Vice Presidents, Secretary
- 7.3.2.2.1. Is responsible for:
    - Planning agendas for Board Meetings
    - Carrying out emergency and unusual business between Board meetings
    - Reporting to the Board on actions taken between Board meetings
    - Carrying out other duties as assigned by the Board.
  - 7.3.2.2.2. Meets at least six (6) times each year. The meetings are called by the President, or upon the request of any two (2) other Officers.
  - 7.3.2.2.3. All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
  - 7.3.2.2.4. A meeting of the Executive Committee may be held by conference call or electronic means. Officers who participate in this call are considered present for the meeting.

7.3.2.2.5. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.

7.3.2.3. The Personnel Committee

Consists of the President, who is the Chairperson, and two (2) other Members appointed by the Board.

7.3.2.3.1. Is responsible for:

- Recommending a job description, qualifications, and performance appraisal system for paid staff.
- Interviewing applicants for paid staff positions and recommending appointments to the Board.
- Recommending policies on personnel to the Board, including recruiting, hiring, evaluations and dismissal, contracts of employment, salary and employee benefits
- Acting as a mediator for personnel problems.
- Recommending personnel policies for volunteers
- Carrying out other duties assigned by the Board.

7.3.2.4. The Finance Committee

Consists of the VP Finance, who is the Chairperson, and three (3) other Members appointed by the Board.

7.3.2.4.1. Is responsible for:

- Recommending budget policies to the Board
- Investigating and making recommendations to the Board for acquiring funds and property
- Recommending policies on disbursing and investing funds to the Board
- Establishing policies for Board and Committee expenditures
- Reviewing the annual audit of the books
- Carrying out other duties assigned by the Board.

7.3.2.5. The Dispute Resolution Committee

Consists of the President, an appointed Chairperson, and a minimum of six (6) other Members appointed by the Board.

7.3.2.5.1. Is responsible for:

- Hearing all suspensions and expulsions as required by the Bylaws.
- Where deemed necessary, provide mediation between members
- Reviewing and updating Dispute Resolution Processes as prescribed by the Code of Conduct
- Maintain an archive of all incidents, suspensions or expulsions.

**8. Article 8 - Finance and Other Management Matters****8.1. AUDITING & SIGNATORIES**

- 8.1.1. There must be an audit of the books, accounts, and records of the Society at least once each year. When the books are maintained by a volunteer Treasurer or staff person exclusively, a qualified accountant appointed at each Annual General Meeting must do this audit. When the books are maintained by a third-party bookkeeping service or accountant, the annual audit may be completed as a "Read and Review" by two CDMFA members in good standing, appointed after the election at the Annual General Meeting. At each Annual General Meeting of the Society, the auditor, or appointed audit committee as applicable, submits a complete statement of the books for the previous year.
- 8.1.2. The fiscal year of the CDMFA will be from January 1 to December 31.
- 8.1.3. The previous year's budget shall guide expenditures from January to the AGM in any year.

**8.2. Seal of the Society**

- 8.2.1. The CDMFA shall not have an official Seal.

**8.3. Cheques and Contracts of the Society**

- 8.3.1. Those Officers of the Board, designated by the Board of Directors, are authorized to sign cheques and approve payables drawn on the monies of the Society. Two (2) signatures are required on all cheques. The Board may authorize a senior staff member to sign cheques for certain amounts and circumstances. Staff may not sign their own pay cheques.
- 8.3.2. All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

**8.4. The Keeping and Inspection of the Books and Records of the Society**

- 8.4.1. The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 8.4.2. The Secretary ensures the original Minute Books are kept at the Registered Office of the Society.
- 8.4.3. The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute of laws.
- 8.4.4. The books and records of the CDMFA may be inspected by any member at the Annual General Meeting provided herein. Each member of the Board shall have access to such books and records at any duly constituted Board Meeting.

**8.5. Borrowing Powers**

- 8.5.1. The Society may borrow funds to meet its objects and operations only by a Special Resolution of the Society. A vote by Special Resolution of the CDMFA Board would be required for each request or proposal including, but not limited to the use of loans and credit cards.
- 8.6. Payments
  - 8.6.1. No Elected Executive Officer or member of the CDMFA, with the exception of the employees under contract as deemed necessary by the Board, will receive any remuneration for their services unless unanimously agreed by secret ballot vote at a duly constituted Board Meeting, after second reading give of such motion providing for the same.
  - 8.6.2. Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.
- 8.7. Protection and Indemnity of Directors and Officers
  - 8.7.1. Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer from acts of fraud, dishonesty, or bad faith.
  - 8.7.2. No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Society, unless the act is fraud, dishonesty, or bad faith.
  - 8.7.3. Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.
  - 8.7.4. Insurance: the Association will, at all times, maintain in force such director and officer's liability insurance as may be approved by the Board.

## **9. Article 9 - Meetings of the Society**

### **9.1. GENERAL MEETINGS**

- 9.1.1. Due notice of any General Meeting will be given to all Participating Associations of the CDMFA via email and dated at least 20 days, to the date of the meeting.
- 9.1.2. For the purpose of voting at General Meetings, each of the following shall be entitled to one vote:
  - 9.1.2.1. all Elected Executive Officers
  - 9.1.2.2. Participating (Voting) Associations & Teams in good standing, votes are assigned dependent on number of active members registered as of the dates outlined in section 4.1.2.6
    - 1 to 50 members = 1 vote
    - 51 to 100 members = 2 votes



- 101 to 150 members = 3 votes
  - 151 to 200 members = 4 votes
  - 201 to 250 members = 5 votes
  - 251 to 300 members = 6 votes
  - 301 to 350 members = 7 votes
  - 351 to 400 members = 8 votes
  - 401 to 450 members = 9 votes
  - 451 to 500 members = 10 votes
- 9.1.2.3. All votes must be made in person or via electronic means and not by proxy.
- 9.1.2.4. The vote of the President at any duly constituted General Meeting will only be cast in the event of a tie vote.
- 9.1.3. A quorum for General Meetings shall consist of:
- 9.1.3.1. Fifty percent (50%) of all member teams voters as per 9.1.2 in good standing; and
- 9.1.3.2. at least four of the elected executive officers
- 9.1.4. Participation via electronic means shall constitute attendance.
- 9.1.5. Annual General Meeting (AGM)
- 9.1.5.1. The Annual General Meeting shall be held prior to May 31 each year.
- 9.1.5.2. The Agenda for the AGM shall be:
- Call to Order
  - Approval of the Agenda
  - Verification of Quorum
  - Approval of the minutes of the last AGM and any other General meeting held since the last AGM.
  - President's Report
  - Approval of the Annual Plan & Budget
  - Auditors' Report
  - Appointment of Auditor for coming year.
  - Changes to the Bylaws
  - Other Business
  - Election of Executive Officers
  - Adjournment
- 9.1.6. Special General Meetings may be called
- 9.1.6.1. At any time by the Board or President,
- 9.1.6.2. Upon receipt of a petition signed by 50 members in good standing representing 50% of the Participating Associations, the President must convene a General Meeting. Such a petition must include the reasons for calling such a meeting, which will be included in the Notice of Meeting issued in accordance with these Bylaws.

## 9.2. BOARD MEETINGS

- 9.2.1. Meetings of the Board shall be held
  - 9.2.1.1. At least three (3) times each fiscal year for General Meetings
  - 9.2.1.2. At least once per year for the purpose of the Annual Planning Meeting
  - 9.2.1.3. Other times where the President or the Executive needs direction on the Annual Plan
  - 9.2.1.4. Meetings of the Board shall be called by the President.
- 9.2.2. Due notice of any Board Meeting will be given to all participating associations and elected executive officers of the CDMFA via e-mail and dated at least ten (10) days in writing or three (3) days by electronic means, to the date of the meeting.
- 9.2.3. Voting at Board meetings shall be as follows:
  - 9.2.3.1. Each Elected Executive Officer will be allowed one vote at Board meetings.
  - 9.2.3.2. Participating (Voting) Associations & Teams in good standing, votes are assigned dependent on number of active members registered as of the dates outlined in section 4.1.2.6
    - 1 to 50 members = 1 vote
    - 51 to 100 members = 2 votes
    - 101 to 150 members = 3 votes
    - 151 to 200 members = 4 votes
    - 201 to 250 members = 5 votes
    - 251 to 300 members = 6 votes
    - 301 to 350 members = 7 votes
    - 351 to 400 members = 8 votes
    - 401 to 450 members = 9 votes
    - 451 to 500 members = 10 votes
  - 9.2.3.3. All votes must be made in person or via electronic means and not by proxy.
  - 9.2.3.4. The vote of the President at any duly constituted Board meeting will only be cast in the event of a tie vote on a motion before the Board.
  - 9.2.3.5. Any member of the Elected Executive, who is also simultaneously a Director of a Participating Association, will not have two votes on the Board; his vote will be cast as the Participating Association's vote and there will be no vote counted for the Executive Position simultaneously held.
- 9.2.4. A quorum for Board Meetings of the CDMFA shall consist of:
  - 9.2.4.1. a Director or Alternate Director from at least fifty percent (50%) of all **Voting** Participating Associations in good standing; and

9.2.4.2. 60% of the elected executive officers.

- 9.2.5. Participation via electronic means shall constitute attendance.
- 9.2.6. Each new item of business brought before the Board pertaining to the Rules, Policies and Procedures of the CDMFA must receive one reading of that motion before being voted on at a subsequent meeting.
- 9.2.7. The Board may, by majority vote of the Directors and Elected Executive Officers present at a properly constituted Board meeting, institute any Policy, Directive, Regulation or Rule, which it deems necessary for the proper governance of the affairs and operations of the CDMFA, subject to the limitations of these Bylaws (see 9.1.6 above) and any direction given it by the membership at a properly constituted General Meeting of the CDMFA.
- 9.2.8. General Meetings of the Board are open to all members of the association who are in good standing, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- 9.2.9. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

### **9.3. EXECUTIVE MEETINGS**

- 9.3.1. The president shall call executive meetings as needed to ensure that the executive can carry out the Annual Plan as presented at the AGM.
- 9.3.2. Summaries of all executive meetings shall be posted on the CDMFA website and thus be available to all Directors.

## **10. Article 10 - Bylaws**

- 10.1. These Bylaws may be canceled, altered or added to by a Special Resolution at any Annual General Meeting or a Special Meeting of the Society.
- 10.2. The notice of the Annual General or a Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 10.3. The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta
- 10.4. Unless already provided for in other sections of stated Bylaws, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision, and values of the Association.
- 10.5. These By-laws are not governed by the Arbitration Act of Alberta.

**11. Article 11 - Dissolution**

- 11.1. A "Special Resolution" to dissolve the CDMFA may be made at any General Meeting providing notification of the dissolution is included in the Notice of the General Meeting, which will vote on such Special Resolution.
- 11.2. In the event that the CDMFA is dissolved, all assets will be distributed equally to each of the Participating Associations at the time of dissolution proportionate to the number of teams each participating association represents. The Board for the purpose of selling or otherwise disposing of the assets of the society and distributing the proceeds among the participating associations shall appoint a liquidator.