



## BYLAWS

Cochrane Minor Basketball Association (CoMBA)

**Revision Date:** April 2026

These Bylaws replace all previous versions of the Association's Bylaws.

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# **BYLAWS**

## **COCHRANE MINOR BASKETBALL ASSOCIATION**

### **("CoMBA" or "the Association")**

#### **ARTICLE 1 – NAME**

**1.1 The name of the Society is Cochrane Minor Basketball Association (CoMBA).**

#### **ARTICLE 2 – OBJECTS**

##### **2.1 The objects of the Association are:**

To promote, organize and develop minor basketball in Cochrane and surrounding area.

To provide inclusive, accessible and affordable basketball programming.

To foster sportsmanship, skill development and leadership.

To support coaches, athletes and volunteers.

#### **ARTICLE 3 – MEMBERSHIP**

##### **3.1 Membership shall consist of:**

- a) Parents or legal guardians of registered players
- b) Registered players over the age of 18
- c) Individuals approved by the Board

##### **3.2 Membership**

Membership is effective upon registration and payment of fees or approval by the board.

##### **3.3 Membership Expiry**

Membership expires at the end of each fiscal year.

##### **3.4 Suspension or Termination**

A member may be suspended or terminated for cause by the Board in accordance with established policies.

## ARTICLE 4 – GOVERNANCE

### 4.1 Authority

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

The Board is responsible for governance, strategic direction, fiduciary oversight, and policy.

### 4.2 Composition of the Board

The Board shall consist of:

#### **Executive Directors (Voting):**

President

Vice-President – Kodiaks

Vice-President – Eagles

Treasurer

Secretary

#### **Non-Executive Directors (Voting):**

Members-at-Large (number determined by the Board)

### 4.3 Voting Rights

Each Director shall have one (1) vote.

The President shall vote only in the case of a tie.

### 4.4 Eligibility

Any member in good standing is eligible for election as a Director.

## ARTICLE 5 – DUTIES OF OFFICERS

### 5.1 Outgoing President

The Outgoing President shall:

**Provide continuity and institutional knowledge** to support a smooth transition between Presidents.

**Act as an advisor** and mentor to the incoming President on governance, priorities, and historical context.

**Support the Board** in maintaining strategic consistency and long-term direction.

**Assist in the transition of relationships** with key stakeholders, partners, and governing bodies.

**Provide guidance** on past Board decisions, policies, and unresolved matters when requested.

**Support succession planning** and leadership development within the Board.

**Participate in Board meetings** in a non-executive advisory capacity, unless otherwise designated by the Board.

**Undertake special projects or assignments** as requested by the Board to support governance continuity.

## 5.2 President

The President shall:

**Provide strategic leadership** to the Association and ensure alignment with the Association's objects and long-term vision.

**Preside at all meetings of the membership and the Board** and ensure meetings are conducted in accordance with the Bylaws and applicable governance practices.

**Call and provide notice of the Annual General Meeting (AGM)** and any Special General Meetings in accordance with these Bylaws.

**Set the agenda for Board meetings**, in consultation with Directors and the Registrar / Operations Manager where appropriate.

**Ensure Board decisions are implemented**, and that appropriate monitoring, risk oversight, and accountability mechanisms are in place.

**Provide oversight of the Registrar / Operations Manager**, ensuring operational execution aligns with Board-approved policies and strategic direction.

**Oversee the Association's conduct, discipline, and Safe Sport compliance framework**, ensuring that all complaints and disciplinary processes administered by the Sportsmanship and Conduct Coordinator are handled in accordance with Board-approved policy and applicable governing body requirements.

**Act as the primary spokesperson of the Association** in governance matters and represent the Association in external relations when appropriate.

**Execute documents** on behalf of the Association where authorized as a signing officer.

**Ensure compliance with the Alberta Societies Act** and the Association's Bylaws.

### 5.3 Vice-President – Kodiaks

The Vice-President – Kodiaks shall:

**Provide governance oversight** of the Association's recreational programming division (Kodiaks).

**Monitor program performance**, participation levels, and alignment with Board-approved objectives.

**Provide strategic input to the Board** regarding recreational program development, accessibility, and community engagement.

**Serve as liaison between the Board and the Registrar / Operations Manager** regarding recreational programming matters.

**Support the President** in fulfilling governance responsibilities and assume the duties of the President in the President's absence, if designated by the Board.

**Assist** in volunteer recruitment and succession planning within the recreational division.

**Ensure compliance** within the recreational division with Association policies and Safe Sport requirements.

**Execute documents** on behalf of the Association where authorized as a signing officer.

### 5.4 Vice-President – Eagles

The Vice-President – Eagles shall:

**Provide governance** oversight of the Association's competitive/club programming division (Eagles).

**Monitor competitive program standards**, player development pathways, and alignment with Board-approved strategic objectives.

**Provide strategic input to the Board** regarding competitive program growth, development, and risk management.

**Serve as liaison between the Board and the Registrar / Operations Manager** regarding competitive programming matters.

**Support the President** in fulfilling governance responsibilities and assume the duties of the President in the President's absence, if designated by the Board.

**Assist** in recruitment and development of coaches and volunteers within the competitive division (at a governance level).

**Ensure compliance** within the competitive division with Association policies, Basketball Alberta requirements, and Safe Sport standards.

**Execute documents** on behalf of the Association where authorized as a signing officer.

## 5.5 Treasurer

The Treasurer shall:

**Provide fiduciary oversight** of the financial affairs of the Association and ensure the financial integrity of the organization.

**Oversee the preparation and presentation of financial reports** to the Board and membership, including annual financial statements for the AGM.

**Ensure appropriate financial controls and signing authority procedures** are maintained in accordance with these Bylaws and Board policy.

**Monitor adherence to the Board-approved budget** and provide regular financial performance updates to the Board.

**Ensure compliance with applicable legislation**, including the Alberta Societies Act and any tax or regulatory filing requirements.

**Oversee the safeguarding of Association funds and assets**, including banking relationships and financial risk management.

**Review and authorize payments and contracts** where designated as a signing authority.

**Support long-term financial planning and sustainability**, including reserve planning and risk assessment.

## 5.6 Secretary

The Secretary shall:

**Maintain the official records of the Association**, including minutes of meetings, bylaws, policies, and resolutions.

**Ensure accurate recording of proceedings at Board meetings**, the Annual General Meeting, and any Special General Meetings.

**Maintain the corporate records book**, including the register of Directors and Officers, in accordance with the Alberta Societies Act.

**Certify official documents of the Association** where required, including adopted bylaws and special resolutions.

**Ensure proper notice of meetings** is issued in accordance with these Bylaws.

**Safeguard and maintain access to official Association documents**, whether physical or digital.

**Monitor governance compliance**, including ensuring that adopted policies and bylaw amendments are properly recorded and retained.

**Execute documents on behalf of the Association** where authorized as a signing officer.

## 5.7 Member-at-Large

The Member-at-Large shall:

**Actively develop governance knowledge and leadership** capacity with the expectation of progressing into a future Executive Director role.

**Serve in a direct support capacity** to one or more Vice-Presidents, assisting with oversight, research, and Board-level initiatives within their assigned portfolio(s).

**Maintain regular and intentional engagement** with the membership to understand concerns, feedback, and emerging issues.

**Act as a primary communication conduit between members and the Board**, ensuring that member perspectives are accurately and consistently represented in Board discussions.

**Exercise independent judgment in all Board decisions**, informed by both governance responsibilities and direct input from the membership.

**Participate actively in Board meetings**, demonstrating preparedness, engagement, and a commitment to informed decision-making.

**Contribute to committees, projects, or strategic initiatives** as assigned, with a focus on gaining exposure to all aspects of Association governance.

**Commit to ongoing learning**, including familiarity with the Association's bylaws, policies, and governance practices, to support effective future leadership.

## ARTICLE 6 – ADMINISTRATION (OPERATIONS)

### 6.1 Registrar / Operations Manager

The Registrar is a contracted administrative position appointed by the Board.

The Registrar / Operations Manager:

- Is responsible for the day-to-day administration and operational execution of the Association in alignment with Board-approved policies and strategic direction.
- Implements and manages all registration processes, including player registration, team formation support, and data management.
- Oversees and coordinates the operational delivery of Association programs, including scheduling, logistics, and communication with participants.
- Acts as the primary operational liaison between the Board, Committee Chairs, coaches, volunteers, and members.
- Supports Committee Chairs in executing their responsibilities and ensures alignment across all operational areas.
- Provides regular operational updates and reports to the Board, including risks, issues, and performance indicators.
- Maintains and manages Association systems, records, and administrative processes, ensuring accuracy, security, and compliance.
- Supports financial administration in coordination with the Treasurer, including registration revenue tracking and operational expenditures.
- Ensures compliance with Association policies, Safe Sport requirements, and applicable governing body standards in all operational activities.
- Identifies operational efficiencies and makes recommendations to the Board to improve processes, systems, and member experience.
- Assists in planning and coordination of the Annual General Meeting and other Association meetings as required.

In addition:

- Reports to the Board of Directors.
- Attends Board meetings at the invitation of the Board.
- Is not a Director.
- Has no voting rights.
- Shall not participate in in-camera sessions unless requested.

## 6.2 Other Administrative Positions

The Board may appoint additional staff, contractors or coordinators as required to carry out operational duties.

Such individuals:

Are not Directors

Do not have voting rights

May attend Board meetings at the Board's discretion

## **ARTICLE 7 – PROGRAM SUPPORT / OPERATIONAL COMMITTEES**

### **7.1 Establishment of Committees**

The board may establish standing or ad hoc committees to support operational execution of Association programs and initiatives.

### **7.2 Appointment of Committee Chairs**

The Board may appoint Committee Chairs to lead specific program or operational areas including, but not limited to:

- Camps and Academies Chair
- Coach Organizer Chair
- Coach Training and Support Chair
- Evaluations Chair
- Volunteer Chair
- Equipment Chair
- Team Manager Chair
- Technologies Chair
- Sportsmanship and Conduct Chair
- Refund Chair
- Advertising and Marketing / Clothing Chair
- Communication Chair

### **7.3 Status of Committee Chairs**

#### **Committee Chairs:**

- Are appointed by the Board
- Are not Directors of the Association
- Do not have voting rights at Board meetings
- Operate under Board-approved policies and direction
- May attend Board meetings at the invitation of the Board

### **7.4 Authority**

Committees and Committee Chairs shall have no governance authority and shall not bind the Association. All strategic, financial, and policy decisions remain the responsibility of the Board of Directors.

## **7.5 Remuneration of Committee Chairs**

Committee Chairs are not Directors of the Association and may be engaged as independent contractors to provide operational services in support of Association programs.

Where compensation is provided:

It shall be consistent with the Board-approved budget;

It shall be documented through a written agreement;

Such agreement shall be executed by the authorized signing officers of the Association;

Compensation shall not confer governance authority or voting rights;

The individual shall not participate in any Board discussion or decision directly related to their own compensation.

Nothing in this Article creates an employment relationship.

## **7.6 Duties of Committee Chairs**

### **7.6.a Camps and Academies Chair**

- Recruit, establish, and lead a Camps and Academies Committee to support planning and delivery.
- Delegate program tasks effectively to committee members to ensure successful execution.
- Plan and oversee seasonal camps and academy programming in alignment with Board objectives.
- Coordinate scheduling, facility bookings, and program logistics with the Registrar / Operations Manager.
- Recruit and coordinate coaches and instructors for camps and academies.
- Monitor participation levels and program feedback, and report recommendations to the Board.
- Ensure camps operate in compliance with Association policies and Safe Sport requirements.

### 7.6.b Coach Organizer Chair

- Recruit and lead a Coach Organization Committee to support coach recruitment and placement.
- Delegate responsibilities within the committee to ensure timely and effective coordination.
- Lead recruitment, placement, and assignment of coaches across all programs.
- Maintain a database of coaches and track certification status.
- Coordinate coach selection processes in alignment with Board-approved policies.
- Work with division Vice-Presidents to ensure appropriate coach coverage.
- Support succession planning and development of new coaches.

### 7.6.c Coach Training and Support Chair

- Establish and lead a Coach Development Committee to support training initiatives.
- Delegate program delivery and support tasks to committee members.
- Coordinate coach development initiatives, including clinics, certifications, and mentorship programs.
- Ensure coaches meet required certification and Safe Sport standards.
- Provide ongoing support, resources, and communication to coaches throughout the season.
- Identify development gaps and recommend training opportunities to the Board.
- Promote a positive coaching culture aligned with Association values.

### 7.6.d Evaluations Chair

- Recruit and manage an Evaluations Committee to support evaluation execution.
- Delegate evaluation roles and responsibilities to ensure efficiency and fairness.
- Design and oversee fair and transparent player evaluation processes.
- Coordinate evaluation schedules, evaluators, and required resources.
- Ensure evaluation criteria are applied consistently across all divisions.
- Work with Vice-Presidents to support team formation decisions.
- Address evaluation concerns or disputes in accordance with Board policy.

### 7.6.e Volunteer Chair

- Build and lead a Volunteer Committee to support recruitment and engagement efforts.
- Delegate volunteer coordination responsibilities across the committee.
- Lead recruitment, onboarding, and tracking of volunteers across all programs.
- Maintain a volunteer database and ensure roles are filled for each season.
- Coordinate volunteer assignments in collaboration with Committee Chairs and team staff.

- Promote volunteer engagement, recognition, and retention initiatives.
- Ensure volunteers are aware of expectations, policies, and conduct requirements.

#### 7.6.f Equipment Chair

- Recruit and lead an Equipment Committee to support logistics and tracking.
- Delegate inventory and distribution responsibilities to committee members.
- Oversee inventory, distribution, and collection of Association equipment.
- Maintain accurate records of equipment assets and condition.
- Coordinate equipment needs for teams, programs, and events.
- Recommend equipment purchases and replacements to the Board.
- Ensure proper storage, maintenance, and tracking procedures are followed.

#### 7.6.g Team Manager Chair

- Establish and lead a Team Manager Committee to support team administration.
- Delegate coordination and support tasks to committee members.
- Recruit, assign, and support Team Managers across all teams.
- Provide training, tools, and communication resources to Team Managers.
- Act as the primary liaison between Team Managers and the Board/Registrar.
- Ensure Team Managers understand administrative requirements and policies.
- Monitor and support consistency in team operations and communication.

#### 7.6.h Technologies Chair

- Build and lead a Technology Committee to support systems management and improvements.
- Delegate technical tasks and system responsibilities to committee members or volunteers.
- Oversee the Association's technology platforms (registration systems, website, apps, etc.).
- Ensure systems are functional, secure, and aligned with operational needs.
- Support implementation of new technologies to improve efficiency and member experience.
- Coordinate with the Registrar on system usage and data management.
- Provide basic support and guidance to users where required.

#### 7.6.i Sportsmanship and Conduct Chair

- Recruit and lead a Conduct Committee to support case management and education initiatives.
- Delegate appropriate responsibilities while maintaining oversight of sensitive matters.

- Administer the Association’s conduct and discipline framework in accordance with Board policy.
- Receive, document, and manage complaints related to conduct, safety, or behavior.
- Coordinate investigations and recommend actions to the Board where required.
- Promote Safe Sport principles and positive behavior across the Association.
- Maintain confidentiality and fairness in all conduct-related matters.

#### 7.6.j Refund Chair

- Establish and lead a Refund Committee to support review and processing where appropriate.
- Delegate administrative review tasks while maintaining decision oversight.
- Administer refund requests in accordance with Board-approved policies.
- Review applications and ensure consistency and fairness in decisions.
- Maintain records of refund requests and outcomes.
- Coordinate with the Treasurer and Registrar regarding financial implications.
- Provide recommendations to the Board on refund policy improvements.

#### 7.6.k Advertising and Marketing / Clothing Chair

- Build and lead a Marketing and Apparel Committee to support promotional efforts.
- Delegate marketing, sponsorship, and apparel tasks across the committee.
- Promote the Association’s programs, events, and initiatives through marketing efforts.
- Oversee branding consistency across all communications and materials.
- Coordinate sponsorship visibility and advertising opportunities where applicable.
- Manage Association clothing/apparel programs, including ordering and distribution.
- Identify opportunities to increase visibility, participation, and community engagement.

#### 7.6.l Communication Chair (Marketing and Social Media)

- Recruit and lead a Communications Committee to support marketing messaging and delivery.
- Delegate communication tasks to ensure timely and effective outreach.
- Assist in committee communication and awareness for other Committee Chairs.
- Ensure messaging is clear, consistent, and aligned with Board direction.
- Manage communication channels (email, website updates, social media, etc.) and ensure each channel is used for its appropriate use.
- Coordinate major announcements and major seasonal updates.
- Create pathways for members to provide photos, videos and materials to create a special and shared experience for all members.

## **ARTICLE 8 – MEETINGS**

### **8.1 Annual General Meeting (AGM)**

Held on or before April 30 each year

Minimum 14 days' notice provided

Quorum shall consist of a majority of Members present, whether attending in person or approved electronic means.

### **8.2 Special General Meetings**

May be called by the Board

Minimum 7 days' notice required

Quorum shall consist of a majority of Members present, whether attending in person or approved electronic means.

### **8.3 Board Meetings**

Held as required

Quorum shall be a majority of Directors

## **ARTICLE 9 – ELECTIONS AND TERMS**

### **9.1 Elections**

Directors are elected annually at the AGM.

### **9.2 Terms**

Term of office is one (1) year.

### **9.3 Vacancies**

Vacancies may be filled by Board appointment until the next AGM.

## **ARTICLE 10 – FINANCIAL MATTERS**

### **10.1 Year End**

Fiscal year end shall be March 31.

### **10.2 Signing Authorities**

Two signing authorities are required for withdrawals.

### **10.3 Financial Statements**

Annual financial statements shall be presented at the AGM.

## **ARTICLE 11 – REMUNERATION**

### **11.1 Remuneration**

Directors shall serve without remuneration.

Notwithstanding the foregoing, the Association may, by resolution of the Board, establish a policy permitting reimbursement of registration fees paid by Executive Directors for their children's participation in Association programming.

Such reimbursement:

Shall apply only to registration fees actually paid during the preceding fiscal year;

Shall be considered a volunteer recognition reimbursement and not salary or compensation for services;

Shall be subject to the Executive Director having fulfilled their duties and responsibilities as determined by the Board;

Shall be approved by the Board following the Annual General Meeting;

Shall not be voted upon by any Director who is the recipient of such reimbursement.

All reimbursements shall comply with applicable legislation governing non-profit organizations.

### **11.2 Expenses**

Reasonable expenses may be reimbursed.

## **ARTICLE 12 – INDEMNIFICATION**

Directors and Officers shall be indemnified to the fullest extent permitted under the Alberta Societies Act.

## **ARTICLE 13 – AMENDMENTS**

These Bylaws may only be amended by Special Resolution of the membership.

**ARTICLE 14 – DISSOLUTION**

Upon dissolution, assets shall be distributed to a non-profit organization with similar objectives.

Certification

Adopted by Special Resolution on the 15 day of April, 2026

Per:  \_\_\_\_\_

Name: Colin Gustafson

President

Per:  \_\_\_\_\_

Name: Stacey Wood

Secretary

## Appendix A – Governance & Operational Structure Map

This structural guidance map is provided for clarity of governance workflow and authority alignment within the Association.

- GOVERNANCE (BOARD OF DIRECTORS)

President, Vice-Presidents, Treasurer, Secretary, Members-at-Large

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- ADMINISTRATION (OPERATIONS)

Registrar / Operations Manager

↓

- PROGRAM SUPPORT / OPERATIONAL COMMITTEES

Committee Chairs (Camps, Coaches, Evaluations, Volunteers, Equipment, Technology, Conduct, Marketing, Communications, etc.)

↓

- PROGRAM DELIVERY

Coaches, Team Managers, Volunteers

- Authority Flow:

The Board sets strategic direction and policy.

The Registrar / Operations Manager executes Board direction.

Committee Chairs support operational execution.

Program staff and volunteers deliver services to members.