



PROPOSED BYLAWS FOR 2026 AGM

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 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.

5.2 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.

5.3 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.

5.4 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.

5.5 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.

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 administration and execution of Board direction

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 Program Coordinator
- Coach Organizer Coordinator
- Coach Training and Support Coordinator
- Evaluations Coordinator
- Volunteer Coordinator
- Equipment Coordinator
- Team Manager Coordinator
- Ramp and Technologies Coordinator
- Sportsmanship and Conduct Coordinator
- Refund Coordinator
- Advertising and Marketing / Clothing Coordinator
- Communication Coordinator

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.

ARTICLE 8 – MEETINGS

8.1 Annual General Meeting (AGM)

Held on or before June 30 each year

Minimum 14 days' notice provided

8.2 Special General Meetings

May be called by the Board

Minimum 7 days' notice required

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 ___ day of _____, 2026

Per: _____

Name: _____

President

Per: _____

Name: _____

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

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- 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.