
Bylaws
Of
Calgary East-Pro Basketball Association

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Article 1 - Preamble

1.1 The Society

The name of the Association is the Calgary East-Pro Basketball Association, which may also be known as East Pro Basketball or the East Pro Basketball Association

1.2 The Bylaws

The following articles set forth Bylaws of the Calgary East-Pro Basketball Association. The Bylaws represent the rules and regulations used by the Association in fulfilling its registered objects.

Article 2 – Defining and Interpreting the Bylaws

2.1 Definitions

When construing the Bylaws, reference shall be made to The Alberta Societies Act. Words and expressions used in the Bylaws shall, unless otherwise stated in the context, have the same meaning as used in the Act.

In these Bylaws, the following words have these meanings:

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

2.1.3 Annual General Meeting means the annual general meeting described in Article 4.

2.1.4 Board means the Board of Directors of the Society.

2.1.5 Bylaws means the Bylaws of this Society as amended.

2.1.6 Director means any person elected or appointed to the Board. This includes the Chair/President.

2.1.7 Member means a Member of the Society as defined in Article 3.

2.1.8 Officer means any Officer listed in Article 5.

2.1.9 Registered Office means the registered office for the Society as submitted to Alberta Registries.

2.1.10 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.11 The Association or Society means the Calgary East-Pro Basketball Association.

2.1.12 Special Meeting means the special meeting described in Article 4.2.

2.1.13 Special Resolution means:

- a. 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 the proposed resolution. There must be approval by a vote of 75% of the voting Members who must vote in person;
- b. 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
- c. 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.

2.1.14 Voting Member means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include Corporations, Associations or other Societies.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

2.2.5 Words pertaining to gender: 'he/him' are given to refer to either gender.

Article 3 – Membership

Membership in the Association shall be open to all persons aged 18 and above who:

- a. Accept and agree with the objectives of the Society;
- b. Are able to assist in furthering the goals and objectives of the Society;
- c. Meet the terms and conditions set by the Board and ratified by the Society.
- d. Apply to the Society to become a member.

3.1 Classification of Members

There are two categories of Members:

- a. Voting Members as per 3.1.1
 1. Family membership
 - i. two or more related members of a single household
 - ii. must be eighteen (18) years or over to vote
 - iii. maximum of two (2) votes per family membership

2. Individual membership (1 vote)
 - i. one member of a single household
 - ii. must be eighteen (18) years or over to vote
- b. Non-Voting Members as per 3.1.2
 1. Business or Employee Membership
 2. Appointed Liaisons from various partners
 3. Supporting corporations or businesses

3.1.1 Voting Members

- a. Shall be entitled to vote at all Annual General Meetings (AGMs) and Special Meetings of the Membership, as called from time to time if a membership has been held for at least 30 days. (Members within this category may not vote until after 30 days of membership.)
- b. Shall be required to pay an annual membership fee in accordance with provisions of the Bylaws.
- c. May be eligible to stand for any of the Board positions.
- d. Are eligible to benefits and services provided by the Association.
- e. Must live within the boundaries set above or approved by the board.
- f. Must be over 18 years of age.
- g. Must not be employed by or hold a lease from the Society.
- h. Family memberships include up to 2 adults and all under age 18 children living at the same address.

3.1.2 Non-Voting Members of the Society

- a. Are not entitled to vote, or hold office.
- b. May be an individual or a supporting business.
- c. May be an employee of the Society, or business leasing from the Society.
- c. Shall be entitled to notice of, and may speak at, AGMs of the Association.
- d. Shall be required to pay membership fees in accordance with the provisions of the Bylaws.

3.2 Admission of Members

Any individual, organization or business may become a Member in the appropriate category by meeting the requirements in Article 3.1. The applicant will be entered as a Member under the appropriate category in the Register of Members.

3.3 Membership Fees

3.3.1 Membership year- Voting Members

The membership year is April 1 to March 31 of each calendar year.

3.3.2 Membership Year – Non-Voting Members

The membership year for non-voting members is 12 months from the time of purchase.

3.3.3 Setting Membership Fees

The Board decides annual membership fees for each category of Members from time to time.

3.3.4 Payment Date for Fees

The annual membership fees must be paid on or before January 1 of every year. (There will be a three-month grace period for renewal before being struck from the ledger but individual participants may not play unless a membership is acquired). Payment must be paid at least 30 days prior to any voting occasion to be eligible to vote (exception being a Special Meeting held within 30 days of the renewal date).

3.4 Rights and Privileges of Members

Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these Bylaws.

3.5 Suspension of Membership

3.5.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Society;
- c. if the Member has disrupted meetings or functions of the Society; or
- d. if the Member has done anything judged to be harmful to the Society.

3.5.2 Notice to the Member

3.5.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

3.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by an Officer of the Board.

3.5.2.3 The notice will state the reasons why suspension is being considered.

3.5.3 Decision of the Board

3.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

3.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

3.5.3.4 The decision of the Board is final.

3.5.3.5 Members who have been suspended and declared not to be in good standing may, upon application for reinstatement, be reinstated as a member in good standing by a 75% vote of the Board of Directors.

3.6 Termination of Membership

3.6.1 Resignation

3.6.1.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society

3.6.1.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.6.2 Death

The membership of a Member is ended upon his death.

3.6.3 Deemed Withdrawal

3.6.3.1 If a member has not paid the annual membership fees within 60 days following the date the fees are due, the Member is considered to have submitted his resignation.

3.6.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.6.4 Expulsion

3.6.4.1 The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Association.

- a. A meeting must be held with for members to attend with at least a 75 percent attendance from the then existing Board to consider the expulsion or suspension of a **Voting or Non-Voting Member including Board Members**.

3.6.4.2 Before a member is expelled, the Board must comply with the following procedure:

- a. The Executive Committee shall be consulted regarding the matter on the individual in question. If the decision is that the matter needs to be pursued further, a special meeting of the Board will be called by the Chair.
- b. At this meeting, the individual in question will be invited to explain the situation to the Board. Board members may vote at this meeting to take further action, to expel or to suspend the individual from the Association.
- c. A suspended or expelled member may approach the Association's Grievance Committee for reconsideration of the Board's decision.
- d. If the member fails to respond, or the Board is not satisfied with the explanation provided, the Board may, by a resolution passed at a special meeting called for that purpose, expel or suspend the member from the Association.

3.6.4.2 This decision is final.

3.6.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

3.7 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Association.

3.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

3.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society except in cases of fraud, neglect of duty and intentional mismanagement.

Article 4 – Meetings of the Society

4.1 The Annual General Meeting

4.1.1 Date of the Annual General meeting

The Society holds its Annual General Meeting no later than October 31st of each calendar year. The Board sets the place, day and time of the meeting.

4.1.2 Information Regarding Annual General Meeting

The Secretary mails, faxes, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.2.1 The Directors shall make available to the membership at an Annual General meeting:

- (a) A membership list of the Society for the current fiscal year.
- (b) A detailed financial statement, prepared by the Associations auditors.
- (c) A detailed statement of the assets and liabilities of the Association.
- (d) A report of the activity carried out by the Association during the current financial year.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters (*items 'a' through 'e' are mandatory to qualify as an AGM):

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the Chair's report;
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors;
- f. electing the Directors;
- g. considering matters specified in the meeting notice;

4.1.4 Quorum

Attendance by at least 10 of the registered Voting Members and a simple majority of the Board Members (or the existing Board quorum at that time) at the Annual General Meeting is a quorum.

4.2 Special Meeting of the Association

4.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least 12 of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.2.2 Notice for Special Meeting

The Secretary mails, faxes, e-mails or delivers a notice to each voting member at least twenty-one (21) days or seven (7) days if deemed an emergency) before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

4.2.3 Agenda for Special Meeting

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 Procedure at the Special Meeting

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 4.1.4.)

4.3 Proceedings at the Annual or a Special Meeting

4.3.1 Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

4.3.2 Failure to Reach Quorum

The Chair cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one -half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

4.3.3 Presiding Officer

4.3.3.1 The Chair chairs every General Meeting of the Society. The Vice-Chair chairs in the absence of the Chair.

4.3.3.2 If neither the Chair nor the Vice-Chair is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

4.3.4 Adjournment

4.3.4.1 The Chair may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

4.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

4.3.4.3 The Association must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

4.3.5 Voting

4.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

4.3.5.2 The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.3.5.3 A Voting Member may not vote by proxy.

4.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

4.3.5.5 The Chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.3.5.6 Five Voting Members may request a ballot vote. In such case, the Chair or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

4.3.5.7 Members may withdraw their request for a ballot.

4.3.5.8 The Chair decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

4.3.6 Failure to Give Notice of meeting

No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

4.3.7 Written Resolution of All the Voting Members

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

Article 5 – The Governance of the Association

5.1. The Board of Directors

5.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association.

The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

5.1.2 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:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Making policies for managing and operating the Society;
- j. Approving all contracts for the Society;
- k. Maintaining all accounts and financial records of the Society;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the Society and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Society.
- p. The Board shall approve or by resolution appoint the Executive Director and/or another designated person to approve all publications and communication of the Society.
- q. Board members shall declare any conflict of interest regarding any matter discussed or considered by the Board and shall not vote on these matters. Should a conflict of interest be discovered after such a vote, the vote of that individual and the motion in question will be considered null and void. Any costs incurred in this process may be pursued through the fraudulent vote.

5.1.3 Composition of the Board

The Board consists of:

- a. 7 to 9 Directors-at-large elected at the Annual General Meeting from among the Voting members present;

The Association seeks to obtain broad representation of the community as members of the board including volunteers and participants of the organization and may appoint non-voting members as liaisons between groups.

5.1.4 Election of the Directors and the Chair

5.1.4.1 At the **first** Annual General Meeting of the Society, the Voting Members elect the following Directors:

- a. 1/2 of the Board - each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected;
- b. 1/2 of the Board -each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.

5.1.4.2 At each succeeding Annual General meeting of the Board, Voting Members elect Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

5.1.4.3 Voting members may re-elect any Director of the Board for a maximum of four (4) consecutive terms or until a successor comes forward.
In order to stand for election to the Board, an individual must have held Voting Membership with the Association for no less than 30 days prior to the AGM.
Candidates for directorship must satisfy pre-requisites established by the Board and be nominated and seconded by the full members. All Board members must submit a standard police check within one month of election, at least once every 3 years.

5.1.4.4 Voting members elect the Directors at the Annual General Meeting. The Directors elect from amongst themselves, the Chair/President, who can only serve, as chair, for a maximum of four (4) consecutive terms, which includes any consecutive terms as a Director or Officer of the Board (or until a successor comes forward.), the Vice Chair, Secretary and Treasurer. These positions are elected internally every year.

5.1.5 Resignation, Death or Removal of a Director

5.1.5.1 A Director including the Chair, 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.

5.1.5.2 Voting Members may remove any director or officer including the Chair, before the end of his term. There must be a majority vote of those in attendance at a Special Meeting called for this purpose. All rules pertaining to a Special meeting are in effect.

5.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that a vacancy for the remainder of the term. This position remains vacant until the next AGM.

5.1.6 Meetings of the Board

5.1.6.1 The Board

- a. holds a minimum of four (4) and maximum of twelve (12) regular meetings each year.
- b. The Board may hold its meetings at any location suitable to its members.
- c. No formal notice of any Board meeting shall be necessary if all directors are present at the time of announcement.
- d. The Board may specify any time in the month for their regular meeting.

5.1.6.2 The Chair calls the meetings. The Chair also calls a meeting if any four (4) Directors make a request in writing and state the business of the meeting.

5.1.6.3 Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by telephone fax or email. Board Members may waive notice.

5.1.6.4 50% plus 1, of elected Directors, is a quorum. A meeting of the Board may be held by a conference call, skype, face time or any other real time media whereby all members can attend and be heard at a meeting. Directors who participate in this call are considered present for the meeting.

5.1.6.5 If there is no quorum, the Chair may continue with the meeting but no motions may be brought forward until there is quorum.

5.1.6.6 Each Director, including the Chair, has one (1) vote.

5.1.6.7 The Chair does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

5.1.6.8 Meetings of the Board are open to Members of the Society, 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.

5.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

5.1.6.10 A meeting of the Board may be held by a conference call or other real time media. Directors who participate in this call are considered present for the meeting.

5.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.1.6.12 A Director may waive formal notice of a meeting.

5.2 Officers

The Officers of the Association are the Chair/President, Vice Chair/Vice President, Secretary and Treasurer.

5.2.1 Selection of Officers

At its first meeting after the Annual General Meeting, the Board elects from among the Directors, all Officers, for the following year.

5.2.2 Term of Officers

The Officers may hold office until re-elected, until they have been elected and served four terms or until a successor is elected.

5.3 Duties of the Officers of the Association

5.3.1 The President/Chair:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Society the Board and the Executive Committee;
- Is an *ex officio* member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Society, or delegates this responsibility;
- Chairs the Executive Committee; and
- Carries out other duties assigned by the Board.

5.3.2 The Vice-President/Vice-Chair:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chair person for the meeting.
- Replaces the President at various functions when asked to do so by the Chair or the Board;
- Chairs the Personnel Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

5.3.3 The Secretary:

- Attends all meetings of the Society, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Ensures a record of names and addresses of all Members of the Society is kept;
- Ensures all notices of various meetings are sent;
- Ensures annual fees are collected and deposited;

- Keeps the Seal of the Society;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;
- Is a member of the Executive Committee and
- Carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- Ensures all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- Ensures an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

5.4.2 General Procedures for Committees

5.4.2.1 A Board Member or designate chairs each committee created by the Board.

5.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees
- provides reports to each Board meeting at the Board's request.

5.4.2.3 The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

5.4.2.4 A majority of the committee members present at a meeting is a quorum.

5.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

5.5 Committees

The Board may or may not establish these committees, any combination of, or additional committees:

- a. Executive Committee; standing committee
- b. Personnel Committee; adhoc committee
- c. Finance Committee; standing committee
- d. Nominating Committee. adhoc committee
- e. Fund Raising Committee; standing committee
- f. Other committees as deemed necessary.

5.5.1 The Executive Committee: A standing committee:

- a. Consists of the President, Vice President, Secretary, Treasurer (The Board also includes others such as Directors appointed to be in charge of Registration, Bookings, Coaching, Equipment and other areas as deemed necessary.
- b. 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.
- c. Meets as deemed necessary. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing or email to call a meeting and state the business of the meeting.
- d. Any business undertaken by the Executive Committee must be ratified by the Board at the next scheduled Board meeting.
- e. 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.
- f. A meeting of the Executive Committee may be held by a conference call or other real time media. Officers who participate in this call are considered present for the meeting.
- g. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- h. An Officer may waive formal notice of a meeting.

5.5.2 The Personnel Committee: An standing committee:

- a. Consist of the Vice-President, who is the Chairperson, and two (2) other Members appointed by the Board;
- b. Is responsible for:
 - recommending a job description, qualifications, and performance appraisal system for the Executive Director;
 - interviewing applicants for the position of Executive Director of the Association and recommending an appointment to the Board;
 - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits
 - acting as a mediator for personnel problems;
 - recommending personnel policies for volunteers;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the board.

5.5.3 The Finance Committee: A standing committee:

- a. Consists of the Treasurer, who is the Chairperson, and three (3) other Members appointed by the Board.
- b. 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;
 - arranging the annual audit of the books;
 - reporting on the year's activities at the Annual General Meeting; and
 - carrying out other duties assigned by the Board.

5.5.4 The Nominating Committee: An adhoc committee:

- a. Consists of an Officer, who chairs the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for:
 - preparing a slate of nominees for the Chair's position;
 - preparing a slate of nominees for each vacant Director position;
 - orienting new board members; and
 - presenting its recommendations to the Annual General Meeting.

5.5.5 The Fundraising Committee: A standing committee

- a. Consists of the Fund Raising Director, who chairs the committee and two (2) other Members appointed by the Board
- b. shall be responsible for all fund-raising activities of the Association and
- c. be knowledgeable of government and private grants available to the Association.
- d. This would include the responsibility for the Association's publicity and establishing and maintaining a good relationship with the public.

5.6 The Executive Director/ General Manager

The Board may hire an Executive Director or General Manager to carry out assigned duties.

5.6.1 Line of Authority

The Executive Director/General Manager reports directly to the Chair/President, is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

5.6.2 Duties of the Executive Director/ General Manager

The Executive Director acts as the administrative officer of the board in:

- attending board, and other meetings, as required;

- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the Association;
- maintaining the Society's books
- assist in preparing budgets for Board approval;
- ensuring the day to day operations of the organization and facility carry on in an efficient, safe and effective manner
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.

Article 6 – Finance and Other Management Matters

6.1 The Registered Office

The Registered Office of the Association is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

6.2. Finance and Auditing

6.2.1 Fiscal Year

The fiscal year of the Society ends on March 31st of each year.

6.2.2 Annual Audit

There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant appointed at each Annual General Meeting or individual as defined by the Societies Act must do this audit. At each Annual General Meeting of the Association, the auditor submits a complete statement of the books for the previous year.

6.3 Seal of the Association

The Board may adopt a seal as the Seal of the Society.

6.3.1 Control of the Seal

The Secretary has control and custody of the seal, unless the Board decides otherwise.

6.3.2 Use of the Seal

The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

6.4 Cheques and Contracts of the Association

6.4.1 Signing Authority

The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director and the designated Officers may not sign

cheques written to themselves. The Board Secretary shall register the motion appointing signing authorities with the financial institute.

6.4.2 Contracts

All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.4.2.1 All contracts signed shall be binding upon the Society without further authorization or formality.

6.5 The Keeping and Inspection of the Books and Records of the Society.

6.5.1 Keeping of Books and Records

The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

6.5.1.1 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.

6.5.1.2 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the *Societies Act*, or any other statute or laws.

6.5.2 Inspection of Books and Records

A Member wishing to inspect the books or records of the Association must give reasonable notice to the Chair or the Secretary of the Society of his intention to do so.

6.5.2.1 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Association, during normal business hours.

6.5.2.2 All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

6.5.2.3 Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

6.6 Borrowing Powers

6.6.1 The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

6.7. Payments

6.7.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

6.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval. (This would include baby-sitting costs to attend Board meetings, meals when a meeting extends over a regular meal time). Any other reimbursements must be preapproved before the expenditure takes place

6.8 Protection and Indemnity of Directors and Officers

6.8.1 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 for acts of fraud, dishonesty, or bad faith.

6.8.2 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, bad faith or willful negligence.

6.8.3 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.

6.9. Uniforms and Apparel

6.9.1 All teams must use the East>Pro supplied uniforms for ALL community divisions. NO exceptions

6.9.2 All apparel must be approved by the board and contain the approved East>Pro logo.

Article 7 – Amending the Bylaws

7.1 These Bylaws may be rescinded, altered or added to by a Special Resolution as defined in Section 1(d) of the Societies Act at any Annual General or Special Meeting of the Society.

7.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance by the Corporate Registry of Alberta.

Article 8 – Rules of Order

8.1 Robert's Rules of Order

In the event of a situation arising not covered by these Bylaws, parliamentary procedure shall apply, as regulated by Robert's Rules of Order.

In the event of situations arising not mentioned in the Bylaws, procedures shall apply, as regulated by the Board of Director's Manual, the Societies Act or by Canadian federal or local law.

Article 9 – Distributing Assets and Dissolving the Association

9.1. The Society does not pay any dividends or distribute its property among its Members.

9.2. If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the Society.

9.3. Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

SPECIAL RESOLUTION

I hereby certify that the following special resolution was passed at a meeting of the members of

The _____

on _____ .

(month/day/year)

The Bylaws were changed as follows:

- That the existing Bylaws be repealed. They are to be replaced by the attached Bylaws.

Date: _____

(Today's date)

Signature: _____

(original ink signature of authorized officer)

Printed Name:

Title: _____

(title of person who signed)