

# Foothills Ringette Association

## Bylaws

Effective June 17, 2020 Version 1



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# ***1. DEFINITIONS AND INTERPRETATION***

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## **1.1 IN THESE BYLAWS:**

- 1) “ASSOCIATION” means THE FOOTHILLS RINGETTE ASSOCIATION hereinafter to be referred to as FRA;
- 2) “BOARD” means the BOARD OF DIRECTORS of the Association;
- 3) “ELECTED” means members of the Board of Directors that are elected by the Membership at the Annual General Meeting of the Membership;
- 4) “APPOINTED” means appointed by the elected members of the Board “or” elected by the Membership outside of the Annual General Meeting via a process outlined by the Board; ie. (Division Co-ordinators)
- 5) “EXECUTIVE” means the elected EXECUTIVE OFFICERS of the Association;
- 6) “DIRECTOR” means the elected and appointed Directors of the Association;
- 7) “MEMBER” means Individual Members, Associate Members and Lifetime Members (under age minor (18 and under) who is represented by a Parent/Guardian)
- 8) “PLAYER” means any individual who plays Ringette for a team within the association and who is registered with the Association;
- 9) “MATERIAL INTEREST” means any direct or indirect personal or financial interest in the outcome of any matter under consideration at any Meeting of the Association.
- 10) “SPECIAL RESOLUTION” means a Resolution passed:
  - a) at a meeting of which the Board of Directors have been given not less than 15 days written notice specifying the intention to propose the resolution has been given,
  - b) by a vote of not less than 75% of the quorum of the Board of Directors present;AND
  - c) approved by the Executive Officers of the Association.
- 11) “GENERAL MEETING” shall mean Annual General Meeting, Special General Meeting.

## **2. GENERAL**

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### **2.1 RULING ON BYLAWS**

- 1) Except as provided in the SOCIETIES ACT (ALBERTA), the Association will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the SOCIETIES ACT (ALBERTA) and with the objectives of the Association.

### **2.2 AMENDMENTS**

- 1) Subject to the SOCIETIES ACT (ALBERTA), the Bylaws of the Association shall not be altered, amended, added to or rescinded except by Special Resolution as by presented to the Board of Directors for discussion and duly approved by the Executive Officers of the Association and none of the foregoing shall be in effect until registered by the Secretary of the Association, as defined in the SOCIETIES ACT (ALBERTA).

### **2.3 INCLUDED WORDS**

- 1) In all Bylaws, the feminine shall include the masculine, the singular the plural and the plural the singular. Wherever reference is made to the Societies Act (Alberta) or a section thereof, such reference shall be deemed to extend and apply to any amendment to the act or section, as the case may be.

### **2.4 HEAD OFFICE**

- 1) Currently there is no head office for FRA. The mailing address for FRA will be either the home address of the current president and/or Secretary or a rented PO Box in the closest location to the Executive in charge of getting the mail. The Secretary and/or the President of the Association will ensure that the mailbox is checked no less than once a week to ensure that any notices from the Regulatory agencies are not delayed in being processed and/or addressed within the Association in a timely manner.

### **2.5 CORPORATE SEAL**

- 1) The Association does not have a corporate seal.

### **3. MEMBERSHIP**

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#### **3.1 MEMBERSHIP CATEGORIES**

##### **3.1.1 Individual Member**

- 1) is open to interested citizens/persons living within the geographic boundaries of the Foothills County who wish to maintain an interest in the FRA. An individual membership in FRA is acquired by an adult player or parent/guardian to a child who is registered to play in the coming season. Membership may be granted upon payment of the prescribed registration fee. All memberships expire at the closing of the Annual General Meeting or at the end of the playing season, whichever is the latest.
- 2) New memberships requested after the December 31 deadline shall be at the discretion of the Board of Directors and the Coach for the level applied for.

##### **3.1.2 Associate Member**

- 1) is open to organizations/players outside the geographic boundaries of the Foothills County that wish to be released to or affiliated with the FRA and shall be accepted if openings are available. Membership may be granted upon payment of the prescribed registration fee. Pursuant to Ringette Alberta Rules and Operating Procedures (April 2004) regarding Releases, all Associate Members can become an Individual Member of the Association, if the Associate Members' release becomes permanent if not terminated by August 1 of the next year by either of the Associations or by either of the Zones.

##### **3.1.3 Lifetime Member**

- 1) may be bestowed upon deserving individuals or persons, who have contributed substantially to the sport of Ringette and or the Association for a period of not less than ten years. The lifetime membership will be granted upon a simple majority vote at a general meeting of the Association. The Membership shall be granted for the lifetime of the individual. Lifetime Members shall have voting privileges at Annual General meetings of the Association. There shall be no Membership fees for a Lifetime Member.

#### **3.2 PROXY VOTING**

- 1) Proxy voting is NOT permitted at meetings of the Association.

#### **3.3 MEMBERSHIP FEES**

- 1) A motion passed at a Board of Directors meeting shall set membership fees from time to time prior to the start of the next playing season. The membership fee shall be established and set by the Executive and remaining Board of Directors after the financial yearend is finalized and a new budget has been approved. Each player shall pay fees based on requirements as determined by the Board of Directors and as noted on the yearly registration forms.

### 3.4 RESPONSIBILITIES OF MEMBERSHIP

- 1) All Members agree to abide by the Bylaws, operating policies and procedures and the rules and regulations of the Association (as noted in Appendix A) as they exist from time to time and to conduct themselves in a manner that does not jeopardize the reputation of the Association.
- 2) All Members agree to pay the prescribed fees by the required deadlines as set from time to time. Failure to pay required fees by date noted on registration forms will result in immediate suspension of practice and game privileges and the member not being in good standing in the Association.
- 3) All members must participate in the functioning of the program by openly and actively participating, organizing, coordinating, directing, managing or coaching within the program. Members are required to volunteer and fulfill a minimum number of volunteer hours, as set out by the FRA Board of Directors, or pay the set participation fee which may or may not be initiated yearly.
- 4) One parent or designated individual from each family must volunteer every second year for the Casino. Casino volunteers will be drawn from a list of members. Failure of a member to appear at the Casino to fill a position, and failure of a member to find a backup volunteer to fill the position will result in the member being fined \$250 as compensation.

### 3.5 WITHDRAWAL OF MEMBERSHIP

- 1) A Member wishing to withdraw their Membership may do so upon a notice, in writing, to the Secretary of the Association. Withdrawal of Membership shall not affect the right of the Association, at the discretion of the Board of Directors, to pursue payment of any monies owed to the Association by the Member. In addition, there will be no refund of fees after December 1 . Prior to December 1 , withdrawals will be refunded on a pro-rated basis with no refund for Ringette Alberta/Ringette Canada Player fees.

### 3.6 SUSPENSION ON FINANCIAL GROUNDS

- 1) If Member(s) are in arrears of prescribed fees for a period of 30 days from the date that such fees were assessed, their Membership may be automatically suspended, and they shall cease to be a Member in good standing and shall forfeit all rights, privileges and powers. One of the conditions of reinstatement shall be full payment of the arrears and such costs associated with the arrears. In special circumstances, such as financial hardship cases, it is the discretion of the Registrar and Treasurer to allow installment payments of the registration fees, but the full amount must be paid by December 31 of the year of registration with an initial deposit of no less than 25% of the full registration fee must be made on the date of registration. The FRA will endeavor to provide information from such organizations like Kid's Sport, etc. to assist with the financial obligations to those requiring assistance.

### 3.7 SUSPENSION OR CANCELLATION OF MEMBERSHIP

- 1) The Membership of any Member may, upon a carried special resolution vote of the Board of Directors, may be suspended or cancelled, in either case with or without conditions, for any cause which may be deemed reasonable, including any continuing breach of the Bylaws of the Association, the operating policies and procedures and the rules and regulations of the Association (as noted in

Appendix A) or for conduct which jeopardizes the safety or reputation of the Association or any of its Members.

- 2) A Member may appeal a suspension or cancellation of Membership within 30 days of such decision being rendered by submitting in writing to the President, a request to appeal the decision.

### 3.8 APPEAL PROCESS FOR SUSPENSION OR CANCELLATION OF MEMBERSHIP

- 1) Upon receipt of the request to appeal and the prescribed \$ 50.00 appeal charge, the President (unless the President is the Member appealing, then the Vice-President) will form and chair an appeal committee comprised of two other Executive Officers and three elected Association Directors. The committee will meet in person within ten days of the appeal being received and shall render a decision within five days of the meeting.
- 2) The committee will immediately inform the Board of Directors and the appellant of the decision. A successful appeal shall result in the automatic reinstatement of the Member.

### 3.9 REINSTATEMENT OF MEMBERSHIP

- 1) If a member has been suspended for a prescribed period of time, once the period of time has elapsed the suspended member may submit a letter to the Board of Directors requesting reinstatement., The Board of Directors will review the request, and determine whether the suspension should continue or the member be reinstated as a member in good standing.



## **4. MEETINGS**

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### **4.1 GENERAL MEETINGS**

#### **4.1.1 Annual General Meeting**

- 1) The Annual General Meeting shall be held at such place on such a date and at such an hour as the FRA Board of Directors shall determine each year and provided that such an Annual General Meeting shall not be held later than the 30 day of June. At least seven days public notice of the meeting shall be given.
- 2) The purpose of the meeting shall be:
  - a) to receive the audited financial statements of the Association for the previous season
  - b) to receive the interim financial reports/budgets and to appoint the Association auditors for the current season
  - c) to receive the reports of the Board of Directors
  - d) to elect the Executive Officers and Board of Directors positions of the Association which are up for re-election or which became vacant.
- 3) The order of business at the Annual General Meeting shall be as follows:
  - a) Call to Order
  - b) Adoption of Minutes of the previous Annual General Meeting and General Meeting
  - c) Business arising out of the Minutes
  - d) The President's Report
  - e) The Treasurer's Report
  - f) The Registrar's Report
  - g) Balance of Directors' and Committee Reports
  - h) Election of New Board of Directors
  - i) New Business
  - j) Adjournment

#### **4.1.2 Special General Meetings**

- 1) A Special General Meeting of the Association shall be called by the President, upon receipt of a written request signed by 50% of the Individual Members registered at that time. Such a request shall state the reason for the Special General Meeting. Written notice of Special General Meetings shall be posted on the Association website within seven days after the receipt of the request and the notice shall be given seven days in advance of the meeting date.

#### **4.1.3 Introductory General Meeting**

- 1) The Board of Directors will host an Introductory General Meeting within 14 days of the completion of the scheduled registration and not later than September 30 to inform the membership of the plans for the upcoming season and any other business the Board feels is necessary.

#### **4.1.4 Emergency General Meetings**

- 1) The Board of Directors may call Emergency General Meetings as required from time to time.

#### **4.1.5 Voting Privileges**

- 1) Any Individual Member, Associate Member and Lifetime Members in good standing can attend General Meetings and shall have voting privileges. Each Member is entitled to one (1) vote. (For

example, a parent/guardian having two (2) members registered in the Association is allowed two (2) votes.)

#### **4.1.6 Notice of General Meetings**

- 1) Notice of General Meetings to the Board of Directors shall be given:
  - a) at an Association Board of Directors Meeting, or
  - b) by e-mail or telephone

AND

- 2) Notice of General Meetings to Members shall be posted on the Association website and Local media:
  - a) 15 days in advance of the meeting date for an Annual General Meeting;
  - b) 7 days in advance of the meeting date for a Special General Meeting, Introductory General Meeting or an Emergency General Meeting.

#### **4.1.7 Quorum for General Meetings**

- 1) A quorum for General Meetings shall be:
  - a) A minimum of one-third of the Members, including at least 50% of the filled Board of Directors positions.OR
  - b) A minimum of 75% of the filled Board of Directors positions.

### **4.2 BOARD OF DIRECTOR & EXECUTIVE MEETINGS**

- 1) Meetings of the Executive and/or Board of Directors shall be held a minimum of once per month during each year. Each Member of the Executive and Board of Directors shall carry ONE vote and NO proxy voting is permitted. A minimum of 7 days notice shall be given for meetings. The presence of one half of the Board of Directors plus one shall be necessary to constitute a quorum to conduct the affairs of the FRA at a meeting of the Executive and/or Board of Directors. All Board of Directors and Executive Meetings are closed to the General Membership unless they have previously requested and been granted to be put on the meeting agenda.

### **4.3 MEETING PROCEDURES**

- 1) The President shall preside at all meetings of the Association. Should the President be unable to attend, the Vice-President shall chair the meeting. The meeting Chair shall not vote except to break a tie vote.
- 2) Should the Chair of any meeting of the Association be at conflict on an issue, or wish to step down from the Chair for a meeting or any portion thereof, that chair shall relinquish their duties and their voting privileges by handing the chair to the following (to be applied in sequence): Vice-President, Secretary, Treasurer.
- 3) Voting on the regular business of the Association shall be by a show of hands unless a resolution is carried to vote by secret ballot with a simple majority required to carry the motion.

#### 4.4 MEETING RECORDS

- 1) All meetings conducted by the Executive and/or Board of Directors shall have precise minutes/notes of the meeting taken, recorded and retained in the Minute Books. In addition, all ad hoc and/or special committee meetings shall also provide minutes of the meeting and/or a written report to the Board of Directors. Any meetings, such like grievances committee meetings, etc. which may require strict confidentiality for the protection of the individuals involved, are only to be presented to the Executive Officers of the Association and are not retained in the Minute Books.

## **5. EXECUTIVE OFFICERS AND DIRECTORS**

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### **5.1 EXECUTIVE OFFICERS**

#### **5.1.1 Composition**

- 1) The Executive shall be composed of the following Executive Officers:

President	Vice-President
Secretary/Registrar	Treasurer

#### **5.1.2 Powers and Duties of the Executive**

- 1) The Executive shall be responsible for the daily operations of the Association as regulated by a Board of Directors approved operating plan, budget and pursuant to the operating policies and procedures and the rules and regulations of the Association.
- 2) Review, revise and develop the operating policies and procedures and the rules and regulations including the Bylaws of the Association.
- 3) The Executive reserves the right to re-assign responsibilities of elected and appointed Board Members throughout their term. This does not include the voting rights of the elected or appointed Board Members.
- 4) The Executive reserves the right to suspend a Board Member should the Board Member be found negligent in their duties.

#### **5.1.3 Vacancies**

- 1) Where an Executive position is or becomes vacant for whatever reason, or the minimum Executive Officers are not elected at the Annual General Meeting, the remaining Board Members may attempt to fill, by appointment, qualified individual(s) to fill those vacant positions as quickly as possible. The appointment shall be for the balance of the term of office or until such time as the Executive Officer is elected or appointed in accordance with these Bylaws.

#### **5.1.4 Election, Term of Office, Consecutive Terms**

- 1) All Executive Officers shall be elected at the Annual General Meeting of the Association. One half of the Executive Officers are elected in years ending in even numbers and the other half in years ending in odd numbers. (See below denotations). Staggering the election of Executive positions is designed to ensure carry over of policies and procedures from elected group to the next. Fifteen (15) days (same as advertising) prior to the Annual General Meeting, the Board of Directors shall advise to the members of those Executive Officer positions coming up for re-election.

##### **ODD YEAR ELECTIONS**

President  
Secretary/Registrar

##### **EVEN YEAR ELECTIONS**

Vice-President  
Treasurer

- 2) Elections for partial terms where a vacancy has occurred will take place at the Annual General Meeting - always keeping the rotation in place.
- 3) The term of office of Executive Officers shall be 2 years (one term) and are elected by Members in good standing. No Officer may serve more than 2 consecutive terms (4 years) in the same position, and may not serve more than 4 consecutive terms (8 years) as an ELECTED Officer unless no other members are nominated for the position and the Officer wishes to renew their term.

- 4) All Executive Officers shall be eighteen or more years of age. No Executive Officer of the Association may act as Head Coach of any team unless approved by the Board of Directors.
- 5) Any nominations of an individual for election as an Executive Officer will:
  - a) include the written consent of the nominee;
  - b) be submitted to the Board of Directors at 14 days prior to the Annual General Meeting;
  - c) where a current Executive Officer wishes to run for re-election, the Executive Officer will indicate his/her intentions in writing not less than 14 days prior to the Annual General Meeting;
  - d) All nominated members who are standing for election of an Executive Officer position and have not previously held a position, must be present at the Annual General Meeting; Nominations will be accepted from the floor at the Annual General Meeting.
  - e) Nominations for the president position will only be accepted if the nominee currently holds a Board position on FRA.
- 6) Elections will be decided by majority vote of the Members in accordance with the following:
  - a) One Valid Nomination - Winner declared by acclamation.
  - b) Two or More Valid Nominations - Winner is the nominee receiving the greatest numbers of votes. Voting will be completed by secret ballot and tabulated by an independent group outside of the Association.
- 7) As 5.1.4.1 was initiated for the 2019/2020 season, the first scheduled elections, other than those initiated by the resignation of an Executive Officer, is May 2020 for those positions designated for the even years.

#### **5.1.5 Failure to Perform Duties**

- 1) Where an Officer fails to complete the duties of their position, or fails to attend meetings of the Association, the Board of Directors may elect to dismiss the Officer from that position and may appoint a new individual to serve in that position.
- 2) The President of the Association shall provide written notice of the intent to dismiss the individual from the Board of Directors:
  - a) after the Officer fails to attend, or fails to submit a written report in lieu of attendance, to 2 consecutive meetings, OR
  - b) after failing to complete the required duties of the position.
- 3) Should the individual wish to continue their duties, they may indicate such by attending the next meeting of the Board of Directors. The Board of Directors from time to time, may choose to introduce probationary conditions on that individual (for example, if the individual misses one more meeting without submitting a report, they will automatically be dismissed from the position.)
- 4) The Board of Directors shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote. The President shall send notification to the individual indicating that they have been dismissed as an Officer of the Association.

#### **5.1.6 Resignation of an Officer**

- 1) In the event that an Officer cannot fulfill their duties, they must submit a letter of resignation to the President of the Association. The letter shall be presented at the next meeting of the Board of Directors.

## 5.2 THE ELECTED DIRECTORS AND APPOINTED DIRECTORS

### 5.2.1 **Composition**

- 1) There shall be a minimum of 7 Directors on the Board of Directors.
- 2) The Elected Directorships shall include (but are not limited to):

Director of Coaching	Director of Fundraising /Casino
Director of Evaluation/Ice Coordinator	Director of Marketing
Director of Equipment	Director of Officials
Director of Tournament	Director of Sport Development

- 3) The Appointed Directorships of the Members shall include (but are not limited to): Division Coordinators
- 4) The Board of Directors may designate other Directorships from time to time via a Special Resolution of the Board of Directors.

### 5.2.2 **Powers and Duties of the Directors**

- 1) The Directors shall be responsible for their area, reporting to a specified Executive Officer. The Directors may appoint committees, sub-committees or project chairpersons to assist in the completion of their responsibilities as required.

### 5.2.3 **Vacancies**

- 1) Where a Director position is or becomes vacant for whatever reason, or the minimum Directors are not elected at the Annual General Meeting, the remaining Board Members may attempt to fill, by appointment or a combination of Director positions, qualified individual(s) to fill those vacant positions as quickly as possible. The appointment shall be for the balance of the term of office or until such time as the Director position is elected or appointed in accordance with these Bylaws.

### 5.2.4 **Election, Term of Office, Consecutive Terms**

- 1) All elected Directors shall be elected at the Annual General Meeting of the Association. Board members must be members of the association in good standing to hold a position on the FRA whether it be elected or appointed. One half of the elected Directors are elected in years ending in even numbers and the other half in years ending in odd numbers. (See below denotations). Staggering the election of Director positions is designed to ensure carry over of policies and procedures from elected group to the next. The Board shall make every attempt to advise the members three (3) weeks prior to the Annual General Meeting those Director positions coming up for re-election.

#### **EVEN YEAR ELECTIONS**

Director of Coaching  
Director of Fundraising/ Casino  
Director of Officials  
Director of Tournaments

#### **ODD YEAR ELECTIONS**

Director of Marketing  
Director of Equipment  
Director of Evaluation/Ice Coordinator  
Director of Sport Development

- 2) Elections for partial terms where a vacancy has occurred will take place at the Annual General Meeting - always keeping the rotation in place.
- 3) The term of office of elected Directors shall be 2 years and are elected by Members in good standing. No Director may serve more than 2 consecutive terms (4 years) in the same position, and may not serve more than 4 consecutive terms (8 years) as an ELECTED Director.

- 4) All elected Directors shall be eighteen or more years of age.
- 5) Any nominations of an individual for election as a Director will:
  - a) include the written consent of the nominee;
  - b) be submitted to the Board of Directors at 14 days prior to the Annual General Meeting;
  - c) where a current Director wishes to run for re-election, the Executive Officer will indicate his/her intentions in writing not less than 14 days prior to the Annual General Meeting;
  - d) All nominated members who are standing for election of a Director position and have not previously held a position, must be present at the Annual General Meeting.
- 6) Elections will be decided by majority vote of the Members in accordance with the following:
  - a) One Valid Nomination - Winner declared by acclamation;
  - b) Two or More Valid Nominations - Winner is the nominee receiving the greatest numbers of votes. Voting will be completed by secret ballot and tabulated by an independent group outside of the Association.
- 7) As 5.2.4.1 was initiated for the 2019/2020 season, the first scheduled elections, other than those initiated by the resignation of a Director, is April 2019 for those positions designated for the even years.
- 8) There will be one Division Coordinator for every age division that has a functioning team within the Association. Division Coordinators will be appointed through volunteers and/or appointed by the Board of Directors if one or more individual volunteers to act as a Division Coordinator for the same level. The Division Coordinator will not have any children playing Ringette at the level they direct unless specifically appointed by the Board of Directors. While the Division Coordinators do get a vote at all executive meetings, it is imperative that they maintain a neutral appearance in order for the parents to have confidence in their objectivity. (See Also Appendix A - Roles and Responsibilities of Division Coordinator). The term of office shall be one year from the start of the season to the start of next year's season.
- 9) Division Coordinators must be named within two weeks of the start of the new season and will be selected by the following process:
  - a) Members will be asked to volunteer at the Annual General Meeting and again during the Registration process.
  - b) After the canvassing of names is complete, the Board will select from the pool of names those individuals who will be the Division Coordinators for each level.
  - c) If there are no volunteers for a specific level, the Board of Directors will appoint a volunteer from the pool of names received who they feel is the most suitable.
  - d) Division Coordinators will be announced/introduced at the Introductory General Meeting.

#### **5.2.5 Failure to Perform Duties**

- 1) Where a Director fails to complete the duties of their position, or fails to attend meetings of the Association, the Board of Directors may elect to dismiss the Director from that position. In the case of an elected Director, the Board of Directors may choose to appoint a new individual to serve in that position. In the case of an appointed Director/Coordinator, the Board of Directors may choose to contact the teams/members to supply a replacement to serve in that position.
- 2) The President of the Association shall provide written notice of the intent to dismiss the individual from the Board of Directors to both the Director in question and the teams/members if required:
  - a) after the Director fails to attend, or fails to submit a written report in lieu of attendance, to 2 consecutive meetings, OR

- b) after failing to complete the required duties of the position.
- 3) Should the individual wish to continue their duties, they may indicate such by attending the next meeting of the Board of Directors. The Board of Directors from time to time, may choose to introduce probationary conditions on that individual (for example, if the individual misses one more meeting without submitting a report, they will automatically be dismissed from the position.)
- 4) The Board of Directors shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote. The President shall send notification to the individual indicating that all privileges of Directorship have been terminated. In the case of an appointed Director/Coordinator, written notice shall also be sent to the teams/members requiring them to supply a replacement representative at the next meeting of the Board of Directors.

#### **5.2.6 Resignation of a Director**

- 1) In the event that a Director cannot fulfill their duties, they must submit a letter of resignation to the President of the Association. The letter shall be presented at the next meeting of the Board of Directors.

### **5.3 THE BOARD OF DIRECTORS**

#### **5.3.1 Composition**

- 1) The Board of Directors shall consist of the Executive Officers of the Association plus the elected and appoint Directors/Coordinators of the Association.

#### **5.3.2 Powers and Duties of the Board of Directors**

- 1) Except as otherwise provided in the SOCIETIES ACT (ALBERTA), or these Bylaws, the Board of Directors has the powers of the Association and may delegate any of its powers, duties and functions.
- 2) The Board of Directors will make and amend operating policies, procedures and rules and regulations (Appendix A) for managing the affairs of the Association in accordance with the SOCIETIES ACT (ALBERTA) and these Bylaws and will ensure members adhere to these operating policies, procedures and rules and regulations and will ensure that directions from General Meetings are carried out.
- 3) The Board of the Directors may make policies and procedures relating to the discipline of Members and participants in the Association's programs and will have the authority to discipline Members and participants in accordance with such operating policies, procedures and rules and regulations.
- 4) The Board of Directors may make operating policies and procedures relating to the management of disputes within the Association and all disputes will be dealt with in accordance with such operating policies, procedures and rules and regulations.
- 5) The Board of Directors shall be part of and responsible for the approval of annual Association operating plan and budget and any changes to an approved budget.
- 6) The Board of Directors may appoint committees (See Appendix A - Committees) as it deems necessary for the managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees and may delegate to any committee any of its powers, duties and functions except where prohibited by the SOCIETIES ACT (ALBERTA), or these Bylaws.
- 7) The Board of Directors shall approve Memberships of Associate and Lifetime Members.



### **5.3.3 Remuneration of Executive Officers and Directors**

- 1) Unless authorized at the Annual General Meeting and after notice of same shall have been given, no officer/executive member and/or Board of Director of the Association shall directly or indirectly receive any profit or any remuneration from occupying their position or for his/her services. Officers/executive members and Board of Directors of the Association may be reimbursed for reasonable expenses incurred in the performance of his/her duties.

### **5.3.4 Removal of Executive Officers and Directors from Office**

- 1) Executive Officers and Directors may be suspended or removed from office, in either case with or without conditions, for any cause which may be deemed reasonable, including any continuing breach of the Bylaws and operating policies and procedures and rules and regulations of the Association or for conduct which jeopardizes the reputation of the Association.
- 2) Upon receipt of a written request from a Member of the Association, requesting the suspension of an Officer or Director or removal of an Officer or Director from office, a Special Meeting of the Board of Directors shall be called within 10 days. The written request shall include the reasons for the request and any background materials relevant. The Officer or Director and the Member registering the request shall be invited to attend the meeting to speak to the request. A quorum for this special meeting shall be 75% of the filled Board positions. They shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote, and notify in writing, the Officer or Director and the Member registering the request.

### **5.3.5 Appeal Procedure for Executive Officers and Directors**

- 1) Upon receipt of the request to appeal, the President, (unless the President is the Officer appealing, then the Vice-President/), will form and chair an appeal committee comprised of two other Executive Officers and three elected Association Directors. The committee will meet in person within ten days of the appeal being received and shall render a decision within five days of the meeting. The vote must be carried by a majority of 5 of the 6 voting persons on the appeal committee.
- 2) The committee will immediately inform the Board of Directors and the appellant of the decision. A successful appeal shall result in the automatic reinstatement of the Member.

### **5.3.6 Resignation /Removal of the President**

- 1) In the event the President of the Association cannot fulfill his/her duties, the Vice-President/ will take over the Presidency with all the powers of that office for the balance of the remaining term.

## ***6. FOR THE PROTECTION OF EXECUTIVE OFFICERS AND DIRECTORS***

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### **6.1 FOR THE PROTECTION OF EXECUTIVE OFFICERS AND DIRECTORS**

- 1) Except as otherwise provided in the Bylaws, no Executive Officer or Director for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Executive Officer or Director or Member for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with who

any moneys, securities or effect shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Executive Officer's or Director's respective office or trust or in relation thereto unless the same shall happen by or through the Executive Officer's or Director's own willful neglect or default.

## 6.2 INDEMNITIES TO EXECUTIVE OFFICERS, DIRECTORS AND MEMBERS

- 1) Every Executive Officer and Director of the Association or other Member who has undertaken or is about to undertake any liability on behalf of the Association, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
  - a) all costs, charges and expenses whatsoever which such Executive Officer or Director or other Member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Executive Officer, Director or Member for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
  - b) all other costs, charges and expenses which the Executive Officer, Director or other Member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- 2) The Association shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

## ***7. MINUTES, BOOKS AND RECORDS***

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### 7.1 MEETING MINUTES, CORRESPONDENCE AND CONTRACTS

- 1) The minutes of the Association meetings shall be recorded, printed and distributed by the Secretary of the Association. A meeting minute book shall be maintained as the official record of the Association meetings and proceedings. The minute book and files of all the Association correspondence and contracts shall be kept at the offices of the Association and/or the Secretary of the Association and shall be maintained by the Secretary.

### 7.2 INSPECTION

- 1) The Board of Directors shall allow any Individual Member, Associate Member or Lifetime Member in good standing, to inspect the books, records and accounts of the Association, within 72 hours of the Member submitting a written request to the President. The inspection of the aforementioned documents shall take place in the presence of the President, the Vice- President/Sports Development Director, Treasurer or the Secretary of the Association at a place previously determined.

### 7.3 SEALED CORRESPONDENCE

- 1) The Board of Directors may elect to withhold or seal from the general membership, documentation which could result in legal action being brought against the Association.

For example, but not limited to:

Material regarding complaints of harassment or inappropriate conduct, whether the individual is found to be guilty or innocent of such actions; Personal information obtained for the administration/registration of each member.

## **8. FINANCIAL AFFAIRS**

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### **8.1 FINANCIAL RECORDS**

- 1) All financial records, banking documents and accounting data shall be filed and kept at the offices of the Association and/or with the Treasurer of the Association. The Treasurer of the Association shall be responsible to make certain that the accounting records and actions are accurate and to ensure that the books, accounts and records shall be audited at least once a year by a duly qualified accountant. A complete and proper financial statement of the standings of the books for the previous year shall be submitted, by the auditor(s) or via correspondence on behalf of the auditor(s), at the Annual General Meeting of the Association.

### **8.2 BORROWING POWER**

- 1) For the purpose of carrying the Association objectives, the Board of Directors, by way of a Special Resolution, may cause the Association to borrow, raise, or secure a payment of money in such manner that they think fit, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of an extraordinary special resolution of the Board of Directors.

### **8.3 FUNDRAISING**

- 1) The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.

### **8.4 CHEQUES, DRAFTS, NOTES, ETC.**

- 1) All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange from the Association Accounts shall be signed by two Executive Officers of the Association.

### **8.5 FINANCIAL YEAR END**

- 1) The financial year of the Association shall terminate on the 31 day of May in each year or on such other date as the directors from time to time by resolution determine.

### **8.6 BUDGETS**

- 1) The Association will provide forward looking budgets for the next two (2) fiscal years for approval at the Annual General Meeting on a yearly basis.

## 8.7 FINANCIAL ACCOUNTS

- 1) Association Accounts will include but not limited to:
  - a) A General Chequing Account
  - b) A Casino Funds Chequing Account
  - c) An Investment Account (primarily for Casino Funds)
- 2) Each of the above chequing accounts will require two of the following to approve cheques: Treasurer, President, Vice-President, Secretary.
  - a) Yearly Team Accounts
- 3) Yearly team accounts will be opened at the beginning of each new season for each active team in the Association. The Manager of each team, in addition to the Association Treasurer will have authority over the respective accounts. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Manager of that team in addition one of either the Head Coach or the Assistant Coaches. The Treasurer will assign a balance to each Team Account at the beginning of the season based on the Associations approved budget. Any funding to the Team Accounts over and above the approved budget amount needs to be approved by the Board of Directors. The Team accounts will be closed at the end of each season and any remaining balances transferred into the Association General Account.
- 4) The above structure regarding team accounts can be altered at anytime but any changes will require a Special Resolution by the Board of Directors.

## 8.8 DISSOLUTION CLAUSE

- 1) If the Association is dissolved, the accumulated monies that remain after paying debts and liabilities and all property including all equipment held by the Association shall be given to the Province of Alberta Zones 2 or 3 Committee of which the FRA was an associated member. All funds and equipment are to be distributed equally amongst the remaining Associations within Zones 2 or 3. Failing the dissolution of the Zones 2 or 3, all funds and equipment will be donated to Ringette Alberta to be distributed at their discretion.