



Fort Saskatchewan Minor Sports Association

Bylaws

1 INTREPRETATION

1.1 Definitions

- a) **"Act"** means the *Societies Act* of the Province of Alberta.
- b) **"Annual General Meeting"** means the meeting held once a year of the Association, including the Board of Directors and the Membership.
- c) **"Association"** means the Fort Saskatchewan Minor Sports Association, herein referred to as **"the FSMSA"**, a body duly incorporated under the *Societies Act*.
- d) **"Board of Directors"**, herein referred to as the **"Board,"** means the governing body of the Fort Saskatchewan Minor Sports Association, being those individuals who are elected, including the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer, and other Directors at large, as well as any Directors who are designated by each Minor Sport program under the umbrella of the FSMSA.
- e) **"Bylaws"** means those Bylaws of the FSMSA that may be amended from time to time.
- f) **"Good Standing"** means a member who has paid the annual Membership Fee. Any member who has been found guilty of violating the Bylaws or Policies and Procedures of the FSMSA shall no longer be considered to be in Good Standing.
- g) **"Membership"** means those members described in Article 2.1.
- h) **"Minor Sport"** means an amateur sports programs authorized by the Board under the umbrella of the FSMSA, currently including, but not limited to, baseball, gymnastics, hockey, judo, lacrosse, soccer, ringette, and any other sports which may be added or join the FSMSA from time to time.
- i) **"Quorum"** means a minimum number of voting members needed in attendance for a legal meeting.

2 FSMSA

2.1 Membership

Membership in the FSMSA is automatic for those persons who have met any registration criteria for a Minor Sport as may be set by the Board of Directors in a

written policy for that purpose, which may be amended from time to time by a resolution of a majority of the Board of Directors.

2.2 Voting Rights

Every member in Good Standing, over the age of 18, present at any meeting of the members is entitled to one vote on any motion before the Membership.

Except as otherwise specified in the Bylaws, every question submitted to any meeting of the members shall be decided by a simple majority of 50%, plus one, of the members in Good Standing in attendance given on a show of hands, or by ballot where requested by any member present. At any meeting, unless a ballot is demanded, a declaration by the Chairperson of the meeting that a resolution has been "carried" or "carried unanimously" or by a particular majority, or "lost" or "not carried" by a particular majority, shall be conclusive evidence of the fact without proof of number or proportion of votes recorded in favour of or against the motion.

2.3 Resignation of Members

A member may resign as a member in the FSMSA upon written notice to the Registered Office of the FSMSA.

A member who resigns as a member is still liable for any debts to the FSMSA and any Minor Sport program.

2.4 Removal of Members

Members may from time to time be removed as members by the Board of Directors for failure to abide by the Bylaws and Policies of the FSMSA. A member's behavior is expected to mirror the spirit of the Bylaws and Disciplinary Policy as outlined in the Member Code of Conduct.

The Board shall have the power, by a vote of two-thirds of those present, to expel or suspend any member of the FSMSA whose conduct shall be determined by the Board to be improper, unbecoming or likely to endanger the interests or reputation of the Association, or who commits a breach of the Bylaws of the FSMSA; provided, however, that not less than seven (7) days notice of such meeting and of the intention to consider the matter shall be given to the member involved and member shall be entitled to be present at such a meeting and to make representations.

A suspended or expelled member may appeal this decision in accordance with the procedures set out in the approved Disciplinary Policy.

2.5 Annual General Meeting of the FSMSA

Normally, an Annual General Meeting (AGM) will be held at least once in a fiscal year prior to November 30th. The meeting will be advertised at least four (4) weeks prior to the date of the meeting in the local papers serving the area and email to all members of the FSMSA. The minutes for these meetings will be prepared by the Secretary or alternate agreed to by the Membership at the AGM and filed in the Registered Office for inspection by any member of the FSMSA.

Any member may submit a motion to be heard at the Annual General Meeting. The motion must be received in writing by the Secretary or Registered Office at least 21 days prior to the Annual General Meeting.

2.6 Quorum of an Annual General Meeting

The number of members constituting a Quorum at an Annual General Meeting of the FSMSA will be 10 members in Good Standing present in person and not by proxy.

2.7 Special Meeting of the FSMSA

A Special Meeting of the FSMSA can be requested at any time by a resolution of the Board of Directors to that effect; on a written request of at least five (5) Directors; or on a written request of at least one-third (1/3) of the members in Good Standing of the FSMSA.

The Membership will be notified by way of advertising in the social media currently used by the Association and by e-mail or regular mail at least 21 days prior to the date of the meeting.

Any Special Meeting called at the request of the Membership must be held within 30 days.

2.8 Quorum of a Special Meeting

The number of members constituting a Quorum at a Special Meeting of the FSMSA will be 10 members in Good Standing present in person and not by proxy.

3 FINANCE AND ADMINISTRATION

3.1 Borrowing Powers

From time to time the Board may exercise its borrowing powers for the purchase of property, facilities or equipment. In no case shall debentures be issued without the sanction of a special resolution of the Society.

3.2 Audit of Accounts

The fiscal year end of the FSMSA will be July 31st. The accounts of the FSMSA will be audited by an independent Chartered Professional Accountant appointed by the Board. The audit will be done so that a current audited statement may be presented at the Annual General Meeting of the FSMSA.

3.3 Corporate Seal

The FSMSA shall maintain in its possession, and affix to all legal documents signed on behalf of the FSMSA, a Corporate Seal consisting of two concentric circles with the words Fort Saskatchewan Minor Sports Association on the outside of the circle and the words Corporate Seal on the inside.

The Corporate Seal will be used when an officer of the FSMSA with signing authority is signing legal documents on behalf of the FSMSA and shall serve as notice that the signature affixed by the seal is placed on behalf of the FSMSA and not the individual.

The Registered Office shall maintain custody of the Corporate Seal of the FSMSA.

3.4 Making, Altering and Rescinding Bylaws

These Bylaws may be rescinded, altered or added to, and ratified by a Special Resolution of the FSMSA. Changes to the Bylaws shall be filed with the Registrar according to the provisions of the Societies Act and shall take effect when the revised Bylaws are registered with the Registrar.

3.5 Books and Records of the Society

The books and records of the FSMSA are maintained in the Registered Office and are available for inspection by the members at the Registered Office during regular office hours. Members shall give seven (7) days notice to the President to view the records.

4 BOARD OF DIRECTORS

4.1 Number

The exact number of Directors shall include the elected Directors and one Director designated from each Minor Sport program under the umbrella of the FSMSA. A list of Directors is sent annually to the Corporate Registry of Alberta pursuant to the Societies Act.

4.2 Director Qualifications

Directors elected to the Board must be members who are elected to the position at an Annual General Meeting, or members that are designated as Directors by each Minor Sport program under the umbrella of the FSMSA.

Directors who are currently serving on the Board for a minimum of one year, or who are currently, or have been in the past five years, an Executive Committee member described in the terms of reference of a Minor Sport program under the umbrella of the FSMSA, and are committed to the fair management and integrity of the FSMSA, are eligible to be nominated for any position on the Board of Directors, including President, 1st Vice President, 2nd Vice President, Secretary, Treasurer or Director-at-Large. Candidates may also be considered who come forth with other significant sport & management experience and training who are members of FSMSA. To be nominated for any position on the Board, the member must be in Good Standing with the FSMSA, and the lawful age of 18 years.

4.3 Remuneration for Directors

There will be no remuneration paid for serving as a Director or officer of the Board.

4.4 Resignation of Directors

Directors may from time to time wish to resign their positions for a variety of reasons. Directors so wishing are requested to provide two weeks notice of resignation in writing and serve the resignation to the President or his/her alternate. Resigning Directors are requested to work with the Board in the process of securing their replacement.

Those Directors designated by a Minor Sport program who wish to resign will work with their Minor Sport program to ensure a replacement is designated to the Board.

4.5 Quorum of Board Meetings

The number of Directors constituting a Quorum at a meeting of the FSMSA Board shall be a simple majority of 50%, plus one, of the total number of Directors.

4.6 Administration

The Board shall administer the affairs of the Association in all things under the authority of the FSMSA's Bylaws and Policies and Procedures.

4.7 Regular Meetings of the Board

Regular meetings shall be held a minimum of once per quarter at a time and place determined by the President or his/her designate. Regular meetings of the Board are open to all members of the FSMSA upon prior request.

4.8 Extra Meetings of the Board

Extra Meetings of the Board shall be called at the request of the President or by a simple majority of 50%, plus one, of the Directors.

Extra Meetings are called to deal with a particular problem or issue that needs the attention of the Board. Extra Meetings must comply with the Quorum requirements of a regular meeting of the Board and are chaired by the highest-ranking officer eligible to chair the meeting.

4.9 Resolutions

A unanimous written resolution in writing of the Board shall be valid and in effect as if it has been passed at a meeting of the Board duly called and constituted.

4.10 Borrowing Powers

From time to time the Board may exercise its borrowing powers for the purchase of property, facilities or equipment. A motion must be passed by a simple majority of 50%, plus one, of the total number of Directors.

4.11 Voting at Board Meetings

Voting on the approval of all matters before a meeting of the Board shall be by a show of hands, and shall require a simple majority vote of 50%, plus one, of the total number of Directors present at the meeting to pass any motion set before the Board.

4.12 Election of Board and Officers

The Directors to serve in the office of President, 1st Vice President, 2nd Vice President, Secretary and Treasurer and Directors at large shall be elected at an Annual General Meeting and serve for a period of two (2) years, with an option to serve for an additional two (2) years in a single position. At the conclusion of the four-year term, each Director has the option to allow his/her name to be placed in nomination for any position that they have not just retired from.

The President and 2nd Vice President positions shall be up for election in even numbered years. The 1st Vice President, Secretary and Treasurer positions shall be up for election in odd numbered years.

4.13 Duties and Powers of the Board and Officers

The duties and powers of the Board shall be to administer the affairs, establish the Minor Sports programs, and approve the Policies and Procedures of the FSMSA, resolve differences with a Minor Sport program when called upon, provide liaison with City of Fort Saskatchewan officials for the betterment of the Minor Sports in the City of Fort Saskatchewan, and approve the budgets of the various sports.

The duties of each officer shall be as follows:

- a) **PAST PRESIDENT:** is not a Director but may attend Board meetings and act as an advisor to the Board.

- b) **PRESIDENT:** shall serve as Chairman of the Board of Directors and act as ex-officio chairman of all committees and all Minor Sport programs which have been developed and are a part of the Board.
- c) **1ST VICE PRESIDENT:** shall act as the first alternate to replace the President in the event the President is unable to fulfill his/her duties to the Board.
- d) **2ND VICE PRESIDENT:** shall act as the second alternate to replace the President in the event the President and 1st Vice President are unable to fulfill his/her duties to the Board.
- e) **SECRETARY:** shall take minutes at all FSMSA and Board meetings, maintain a copy of the minutes on file for reference/historical purposes, and cause to be prepared and maintained correspondence, books and records of the FSMSA.
- f) **TREASURER:** shall be responsible for the maintenance of the Financial Policy of the Association, and cause to be prepared and maintain financial books and records of the FSMSA.

The positions of Secretary and Treasurer may be combined.

The decisions of the Board are made collaboratively, including all final staffing decisions.

4.14 Removal of Directors and Officers

A Director or officer may from time to time be removed by a vote at a Meeting of the Board of Directors, which may be called for the purpose of dealing with disciplinary action. The Meeting will be called by the President to include all Directors, and will be chaired by the President, or his/her alternate, in accordance with the Disciplinary Policy.

4.15 Filling a Vacancy

Subject to the requirements of Articles 4.4 above, vacant elected Director or officer positions on the Board may be filled by the call of the President for receipt of nominations from the Directors to fill the vacant position. If more than one person is nominated for the position, an election shall be held by the Directors following the nominations. If only one person is nominated, or if only one person volunteers for the position, the President shall declare that person as elected.

4.16 Constitution of Committees of the Board

The Board may create ad hoc committees from time to time as it deems necessary to carry out the affairs of the Association and shall prescribe their duties. A chair will be appointed by the President to oversee the committee and report to the Board its

findings or recommendations, and the committee shall be dissolved by the Board at the conclusion of its business.

4.17 Meetings of Committees of the Board

The committees may meet for the transaction of business, adjourn and otherwise regulate their meeting as they see fit, provided, however, that a majority of members of each committee shall constitute a Quorum for the transaction of business. Questions arising at any meeting of a committee may be decided by a simple majority vote of 50%, plus one, of the members present, and in the case of an equality vote, the Chair shall have the deciding vote.

4.18 Bylaws and Policies and Procedures

The FSMSA Bylaws may be rescinded, altered or added to, and ratified by a Special Resolution.

Policies or Procedures that are approved by a motion of the Board come into effect immediately or at a date set out and approved by the Board.

5 CREATION OF AND DISSOLVING MINOR SPORT PROGRAMS UNDER THE FSMSA

5.1 The Board may, by resolution, establish any Minor Sport program under the umbrella of the FSMSA. Each Minor Sport program so established shall operate under terms of reference approved by the Board. The terms of reference for each Minor Sport program shall outline the program's purpose, composition, responsibilities and reporting requirements ensuring alignment with the mission and goals of the FSMSA.

5.2 In the event that a Minor Sport program under the umbrella of the FSMSA is unable to operate due to active participation (e.g. lack of interest, registration, coaching, etc.), the sport will remain under the FSMSA umbrella for two years. At the completion of two years without active participation, the sport will be disbanded, and the assets will revert to the FSMSA for liquidation. The monies will be held in trust for the disbanded sport for a two-year time period; at the end of which the funds may be used for FSMSA administration purposes.

6 DISASSOCIATION OF SPORTS FROM THE FSMSA

Should any Minor Sport program wish to remove itself from under the FSMSA umbrella by registering itself as a new or separate society, all current assets, financial records, membership lists, records, equipment, funds or other assets of its operations shall be immediately returned to the Fort Saskatchewan Minor Sports Association. The new society will not be privileged to any of the services offered by the FSMSA, except by special agreements established with the FSMSA which outlines the terms and conditions of their agreement.

7 IDENTIFICATION OF DIRECTORS

- 7.1** FSMSA and its members indemnify Directors and officers against costs and charges that result from acts and decisions made in good faith during execution of their role as a Director of FSMSA.

FSMSA and its members do not protect Directors and officers for acts of fraud, dishonesty or bad faith.

No Director or officer is liable for the acts or decision of other Directors, officers or employees.

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 FSMSA

No Director or officer is liable for any loss due to an oversight or error in judgment.

8 DISTRIBUTING ASSESSES AND DISSOLVING THE SOCITEY

- 8.1** The Society does not pay any dividends or distribute its property among its Members.
- 8.2** If the Society is dissolved as approved by the Members in a Special Resolution any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objects and goals similar to those of the FSMSA.
- 8.3** FSMSA members will select the organization to receive the assets by special resolution.

President

Vice President