



FORT SASKATCHEWAN MINOR SPORTS ASSOCIATION

BYLAWS

1.0 INTREPRETATION

1.1 Definitions:

Act means,

The *Societies Act* of the Province of Alberta.

Annual General Meeting means,

The meeting held once a year of the Association, including the Board of Directors and the Membership.

~~**Annual Return** means,~~

~~———— An annual independently audited statement of affairs of the FSMSA.~~

Association means,

The Fort Saskatchewan Minor Sports Association, herein referred to as the FSMSA, a body duly incorporated under the *Societies Act*.

Board of Directors, herein referred to as the “**Board**,” means,

The governing body of the Fort Saskatchewan Minor Sports Association, are those individuals that are elected, including the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer, and other members that may be required, as well as one member that is delegated by each Minor Sport program under the umbrella of the FSMSA as their representative.

Bylaws means,

Those Bylaws of the FSMSA that may be amended from time to time.

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.

Membership means,

Those members who are in Good Standing, as described in Article 2.1.

Minor Sport means,

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.

~~**Minor Sport Executive Committee** means,~~

~~The governing body of each Minor Sport program under the umbrella of the FSMSA, are those individuals that are elected at an Annual General Meeting of the Sport as Executive Committee members, with a minimum elected Executive including a President and any 2 of the following: Vice President, Secretary, Treasurer, Registrar, and/or other members that are required by the Minor Sport to deliver its programs.~~

~~**Participant** means,~~

~~———— Any athlete who is involved directly in any Minor Sport program under the umbrella of the FSMSA.~~

Quorum means,

A minimum number of voting members needed in attendance for a legal meeting.

~~**Registered Address** means,~~

~~———— The address to which service on the FSMSA is effected.~~

2.0 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.

~~all participants and their parents or legal guardian of any Minor Sport program under the umbrella of the FSMSA or when providing a support role for FSMSA or a Minor Sport program under the umbrella of FSMSA. Membership is open to all residents of Alberta who have registered and paid all fees associated for an individual to participate in any of the Minor Sport programs under the umbrella of FSMSA. Members of FSMSA include all participants, their parents and/or legal guardian, FSMSA Board member, Minor Sport program executive member, coaches, officials, referees and any other volunteer or administrator providing services for FSMSA or a Minor Sport program under the umbrella of FSMSA.~~

2.2 Membership Fees

~~The membership fee will be set by the Board of Directors annually and may subject to change from time to time. All memberships will expire December 31st in the year in which they are issued. However, the FSMSA recognizes that some Minor Sports programs may have different start and end dates to their seasons. Membership privileges will continue to the conclusion of the current sport session.~~

~~At the time of registration in any Minor Sport program under the umbrella of the FSMSA, a member is required to be in good standing with all sports of FSMSA. Members may be required to produce or purchase a valid membership card in order to qualify for registration in a sport program.~~

2.3 Rights of the Members

2.4 Attendance at FSMSA Meetings

~~Every member is entitled to attend all Annual General Meetings of the FSMSA and to speak on any motion before the FSMSA. Members are entitled to vote on any motion before the FSMSA at any Annual General Meeting.~~

~~Members are also welcome to attend any general meeting of the Board of Directors, however, only Board members carry a vote at any meeting of the Board of Directors.~~

~~Individuals who are not in good standing shall not be allowed to attend any FSMSA meeting, including any meetings of any Minor Sport program under the umbrella of the FSMSA.~~

2.5 Voting Rights

Every member in Good Standing, over the age of 18, present at an Annual General Meeting 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 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.

2.6 Resignation of Members

A member may resign their Membership in the FSMSA upon written notice to the Registered Office of the FSMSA. ~~The member may receive reimbursement of any membership fee only if the individual and/or family has not and will not be participating in any Minor Sport program under the umbrella of~~

~~the FSMSA.~~

A member who withdraws their Membership is still liable for any debts to the FSMSA and any Minor Sport program.

2.7 Removal of Members

Members may from time to time have their Membership revoked 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.

2.8 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.

2.9 Quorum of an Annual General Meeting

The number of members in Good Standing constituting a Quorum at an Annual General Meeting of the FSMSA will be 10 voting members in Good Standing present in person and not by proxy. a simple majority of 50%, plus one, of the total attendees.

2.10 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) ~~members of the Board~~Directors; or on a written request of at least one-third (1/3) of the voting members of the FSMSA.

The Membership will be notified by way of advertising in the social media currently used by the Association and local papers, 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.

2.11 Quorum of a Special Meeting

The number of members constituting a Quorum at a Special Meeting of the FSMSA will be 10 voting members in Good Standing present in person and not by proxy. a simple majority of 50%, plus one, of the total attendees.

~~A minimum attendance of nine (9) members in good standing is required for a Special Meeting.~~

3.0 REGISTERED OFFICE

~~The Registered Office of the FSMSA shall be in the City of Fort Saskatchewan at the address advised to the Corporate Registry of Alberta at the time of filing of the Annual Return of the FSMSA. The registered address will be the address for service of all legal documents and accounting records on the FSMSA, and may be changed from time to time by advising the Registrar in writing.~~

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 ~~at any Annual General Meeting~~ 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.

~~The four (4) week notice of the Annual General Meeting of the FSMSA must include details of any proposed resolution(s) to change the Bylaws.~~

~~The amended bylaws will be registered at the Corporate Registry of Alberta in accordance with the Societies Act.~~

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.

4.0 BOARD OF DIRECTORS

4.1 Number

~~Subject to the provisions of the Societies Act and within the limits in the Articles, t~~The exact number of Directors shall include the elected members and one delegate 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 ~~Membership~~ Director Qualifications

~~Membership Directors elected to on~~ the Board ~~must be is restricted to those~~ members who are ~~have been~~ elected to the position ~~as a member of the Board~~ at an Annual General Meeting, as well as a ~~member~~ Director delegated by each Minor Sport program under the umbrella of the FSMSA.

~~Members~~ 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 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 ~~Member~~ 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.

~~From time to time the Board may create new member at large positions for the FSMSA Board or reduce existing member at large positions or the FSMSA Board, subject to approval by a simple majority of 50%, plus one, of the total attendees of any meeting of the Board.~~

4.3 Remuneration for ~~Directors~~ Members of the Board

There will be no remuneration paid for serving as a ~~member~~ Director of the Board.

4.4 Resignation of ~~Directors~~ Board Members

~~Members of the Board~~ Directors may from time to time wish to resign their positions for a variety of reasons. ~~Elected members~~ 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 ~~members~~ Directors are requested to work with the Board in the process of securing their replacement.

Those ~~members~~ 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 ~~members~~ 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~~ Board members.

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 ~~Special-Extra~~ Meetings of the Board

~~Special-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~~ members of the Board.

~~Special-Extra~~ Meetings are called to deal with a particular problem or issue that needs the attention of the Board. ~~Special-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 ~~Agenda Items~~

~~The Secretary and President must be advised of all items to be included on the agenda of any meeting of the FSMSA Board a minimum of one week prior to the meeting.~~

4.10 Resolutions

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

4.11 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~~ members of the Board.

4.12 ~~Voting at a Regular Meeting of the Board~~

~~All members of the Board are eligible to vote at any meeting of the Board. The general membership of the FSMSA is encouraged to attend the meetings of the Board, but are not eligible to vote on any motion before the Board.~~

Voting on the approval of all matters before 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 Board members to pass any motion set before the Board.

~~The Past President is a non-voting member of the Board and is not included in quorum requirements.~~

~~A member of the Board who is unable to attend a meeting of the Board may express in writing their thoughts on any motion or subject to be brought to the meeting.~~

4.13 Election of Board

The President, 1st Vice President, 2nd Vice President, Secretary and Treasurer and Directors at large shall be elected at an Annual General Meeting and all 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 member 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.

~~The most recent President will occupy the Past President position in a non-voting role. If the Past President is unable to or does not wish to remain on the FSMSA Board in this capacity, this position will remain vacant.~~

4.14 Duties of the Board ~~and Officers~~

The duties of the Board shall be to administer the affairs, ~~and~~ 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:** shall serve as a non-voting member of the Board 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.

4.15 Removal of ~~Directors~~Board Members

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

~~Board or Minor Sport Executive Committee members may be removed for: conduct unbecoming or detrimental to the FSMSA; disruptive behaviour; criminal offences; verbal, physical or emotional~~

~~abuse; harassment; discrimination; breach of confidentiality; or other actions not for the good of the FSMSA.~~

~~The Board shall determine the length of time for which any member shall be removed. Once removed, the member has the right to appeal the terms of his/her removal.~~

~~In addition, any member of the Board who fails to attend three consecutive meetings of the board without notice of intent to miss the meeting will be deemed to have resigned, and the position considered vacant.~~

4.16 Filling a Vacancy

Subject to the requirements of Articles 4.4, 4.14 and 4.16 above, vacant elected positions on the Board may be filled by the call of the President for receipt of nominations from the Board members ~~present~~ to fill the vacant position. If more than one person is nominated for the position, an election shall be held 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 ~~and have full voting privileges.~~

~~Any person so elected shall have their position on the Board ratified at the next Annual General Meeting.~~

4.17 Conflict of Interest

~~Members of the Board who find themselves required to vote on a matter that they feel may be a conflict of interest must declare their potential conflict and refrain from any discussion on the motion.~~

~~A member of the Board may also have a conflict of interest when they are in a position of trust which requires them to exercise judgment on behalf of others (athletes, Minor Sport programs, etc.), and also has interests or obligations that might interfere with the exercise of their judgment. Where conflict exists between a member's private interests and those of their volunteer position, the member is required to openly acknowledge any conflict of interest.~~

~~Any member of the Board who is in a conflict and fails to declare their conflict of interest, may be removed from the Board by vote at a Special Meeting to deal with this matter.~~

4.18 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.

4.19 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.

4.20 Bylaws and Policies and Procedures Review Committee

~~The 1st Vice President will act as chair of the Bylaw Review Committee that will undertake an annual review of the FSMSA's Bylaws and Policies and Procedures. The ad hoc committee will make recommendations for updates, additions and deletions to the Bylaws and Policies and Procedures at regular general meetings of the Board.~~

The FSMSA Bylaws may be rescinded, altered or added to, and ratified by a Special Resolution ~~at any Annual General Meeting of the FSMSA.~~

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.

4.21 ~~Disciplinary Committee~~

~~The FSMSA Disciplinary Committee may address issues that arise from time to time concerning disciplinary situations involving executive members of any Minor Sport program under the FSMSA, or the Board of Directors of the FSMSA.~~

~~Board or Minor Sport Executive Committee members may be removed for: conduct unbecoming or detrimental to the FSMSA; disruptive behaviour; criminal offences; verbal, physical or emotion abuse; harassment; discrimination; breach of confidentiality; or other actions not for the good of the FSMSA.~~

~~The FSMSA Board of Directors will act as the Disciplinary Committee on an ad hoc basis only after the complaint has been heard by the appropriate Minor Sport program and when a solution acceptable to all parties has not been achieved or in exceptional circumstances where elected members are involved.~~

~~Minor Sport programs or provincial sport governing bodies shall be responsible for disciplinary situations involving players, coaches, managers, officials or parents whose actions are disruptive to a sporting event.~~

4.22 ~~Minor Sport Executive Committees~~

~~FSMSA delegates to each Minor Sport program Executive Committee the authority to carry out the delivery, operations and management of programs for their sport while adhering to the Bylaws and Policy & Procedures of FSMSA.~~

~~The Minor Sport programs under the umbrella of the FSMSA, currently include, but is 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.~~

~~The governing body of each Minor Sport program under the umbrella of the FSMSA, are those individuals that are elected at an Annual General Meeting of the sport as Executive Committee members, with a minimum elected Executive including a President and any 2 of the following: Vice-President, Secretary, Treasurer, Registrar, and/or other members that are required by the sport to deliver its programs.~~

~~The term of a Minor Sport Executive Committee member appointment will be published in the Policies and Procedures (rules and regulations) of each Minor Sport program to allow for operational consistency and planning of the Minor Sport and it's programs.~~

~~Sports Executives are to hold an annual meeting of/for the Minor Sport members for the purpose of:~~

~~To present an annual President's report and any additional reports as determined by the Minor Sport
To elect a volunteer Executive Committee for the Minor Sport,~~

~~To present the Minor Sports previous years audited annual financial statement and request approval of the statements as presented to the members of the Minor Sport,~~

~~Present a financial statement of income and expenses of the Minor Sport for that year to date,~~

~~To present special motions that have been received at least 21 days prior to the meeting by any member of the Minor Sport to the President of the Minor Sport,
To provide the members an open forum to ask any questions, provide feedback or make any inquires,
Any such business, if any, as may properly come before the meeting.~~

5.0 DISSOLVING MINOR SPORT PROGRAMS UNDER THE FSMSA

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 will be disbursed to the FSMSA Administration Fund.

6.0 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.

7.0 IDENTIFICATION OF DIRECTORS

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.

8.0 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.

Vaughn McGrath
President

^d Vice President