

Leduc & County Basketball Association (LCBA) By-laws: April 15, 2024

ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS

- Sec. 1.** Any reference to the male gender shall be constructed to include the female gender or vice versa unless the context otherwise requires.
- Sec. 2.** The terms “Association”, “L.C.B.A.” or “LCBA” herein used throughout shall mean and include the Leduc & County Basketball Association.
- Sec. 3.** The Leduc & County Basketball Association shall mean a clearly defined geographic portion of the Leduc County and the City of Leduc whose boundaries shall be defined by the Edmonton Youth Basketball Association.
- Sec. 4.** “Board of Directors” or “Board”, shall mean the Board of Directors to the Society.
- Sec. 5.** “Officer” means an individual who has been duly elected or appointed to hold one of the offices of the Association as contemplated in the bylaws.
- Sec. 6.** “Executive” means the officers’ acting as an Executive Committee of the Society.
- Sec. 7.** “League” means the basketball league participating in by the Association.
- Sec. 8.** “Season” means Seeding round, Regular season, play off and Provincial games which runs annually from September to April.
- Sec. 9.** “Coach” means the coach assigned by the Executive Committee to manage their assigned team.
- Sec. 10.** “Special Resolution” means a resolution passed by a majority of not less than three-fourths (3/4ths) of the Members present in person at a meeting of the Association at which written notice specifying the intention to propose the resolution as a “Special Resolution” has been duly given to every Member at least fourteen (14) days before that meeting.

ARTICLE 2 – NAME OF THE ASSOCIATION

- Sec. 1.** The name of the Association shall be the “Leduc & County Basketball Association” and shall be incorporated under the Societies Act, R.S.A., c. S-14 and amendments thereto.

ARTICLE 3 – FISCAL YEAR

- Sec. 1.** The fiscal year of the Association shall begin on the 1st day of August and end on the 31st day of July the following year.

ARTICLE 4 – MEMBERSHIP

- Sec. 1.** Membership shall be available to any person in the Province of Alberta paying fees and complying with the Regulations and other requirements for membership, as may be established by the Executive Committee.

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Sec. 2. Membership in the Leduc & County Basketball Association consist of three (3) types:

a) **Athlete Membership**

Athlete Members of the Association are individuals who are participating in one or more of the Association programs. They are eligible for all rights and benefits as determined by the Executive.

b) **Associated Membership**

Associated Membership is granted to the Parents or Guardians of an Athlete Member. It allows them all other benefits of an Athlete Member as determined by the Executive. Only one Parent or Guardian may represent a family of players. Associate Membership is granted to all registered coaches and assistant coaches of Athlete Members who are not Parents or Guardians of an Athlete Member. Associate Membership may also be granted to other individuals at the discretion of the Executive.

c) **Honorary Membership**

Honorary Membership in the Association may be granted to deserving persons at the discretion of the Executive. Such memberships will have the status of an Athlete Membership, without the payment of fees.

Sec. 3. For each Member entering the LCBA, there will be a yearly membership fee, which entitles the Athlete Member and their respective Associate Member to the rights and benefits of the Association for a period of one (1) season.

Sec. 4. The Executive Committee shall determine membership fees.

Sec. 5. Any member of the Association who has paid the respective fees for the current fiscal year of the Association and is not in breach of the Regulations shall be held in "good-standing". Any member of the Association who is found guilty of intentionally violating these Bylaws, including the Regulations, shall no longer be considered to be in good standing for such a period of time, as the Executive deems appropriate.

Sec. 6. Any member, who is in arrears more than sixty (60) days, will lose all voting rights and any right to hold office in the Association. Any member who is in arrears more than ninety (90) days shall have their name taken from the active roster of the Association program they are currently participating in, and will be readmitted to the Association upon payment of the membership fee in full.

Sec. 7. Any member of the Association who is found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the Association may be suspended or expelled at the discretion of the Executive.

Sec. 8. Any person may withdraw from the Association by submitting the intention to withdraw, in writing, to the Executive Committee of the Association. Such withdrawal shall take effect upon receipt of such notice by the Association.

Sec. 9. The Association shall be a member of the Edmonton Youth Basketball Association, and shall be subject to all their rules and regulations

Sec. 10. The Association shall be a member of Basketball Alberta.

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ARTICLE 5 – PRIVILEGES AND OBLIGATIONS OF MEMBERS

- Sec. 1.** Only Associate Members shall have the right to vote.
- Sec. 2.** Any Associate Member of the Association may hold office as a Director or Officer of the Association.
- Sec. 3.** Only Associate and Honorary Members shall have any interest in the funds of the Association.
- Sec. 4.** No Member of the Association is liable for any debt or liability of the Association in a personal or individual capacity.

ARTICLE 6 – MEETINGS

- Sec. 1.** The Annual General Meeting (AGM) of the Association shall be held in the month of April of each year unless otherwise determined by the Board of Directors, at such a place and time, as may be determined by the Board of Directors.
- Sec. 2.** General Meetings will be held at the discretion of the Executive.
- Sec. 3.** The Executive may at any time call a Special Meeting of the Association to be held on such a day and such time and place within Leduc County as the Executive may determine.
- Sec. 4.** Meetings of the Executive Committee shall be at the call of the Secretary or President. Notice of meetings will be seven (7) days written or three (3) days by telephone/email.
- Sec. 5.** Notice of Annual Meetings and Special Meetings called by the Executive shall be made by notice in writing and posted on the Association's website or by e-mail or mail delivered, no later than fourteen (14) days prior to the proposed date of the meeting. Such notice shall state the date, hour and location of the meeting and if special business is to be transacted thereat, the notice shall set forth; (I) the nature of the business in sufficient detail to permit a Member of the Association to form a reasoned judgment on that business, and (II) the text of any Extra-Ordinary Resolution to be submitted to the meeting.
- Sec. 6.** The accidental omission to give notice of any meetings of Members of the Association to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceedings taken at any such meeting.
- Sec. 7.** At all meetings of the Association, the President shall be the Chairman of the meeting. In their absence, the Vice-President shall be Chairman, and in their absence, the Members shall elect one of their Members to be Chairman of the meeting.
- Sec. 8.** A quorum for the transaction of business at any general meeting of Members shall exist if Members of the Association present at such meeting represent:
 - a) Not less than five percent (5%) of the voting members of the Association, or
 - b) Thirty-three and one third (33 1/3%) percent of the Board of Directors.
 - c) Fifty-one (51%) percent of the Members of the Executive Committee constitute a quorum for any meeting of that committee.
 - d) Roll call will be taken by verbal or written means at each General Meeting.

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- Sec. 9.** At any meeting of the Association a resolution put to vote of the Members shall be decided by a show of hands. A majority will determine the vote.
- Sec. 10.** Every Associated Member of the Association shall have one (1) vote in the affairs of the Association at Meetings of the Association. Each individual is entitled to carry only one (1) vote irrespective of the different positions that they may hold at the meeting.
- Sec. 11.** The Chairman of the meeting shall not vote on any resolution, unless there is a tie in voting, in which case the Chair may cast a deciding vote.
- Sec. 12.** Votes shall be cast in person, and not by proxy.
- Sec. 13.** While an individual is under a contract or employed with the Association, that individual may not be the representative of a Member.
- Sec. 14.** Voting at all elections of the Association shall be by show of hands. However, any Member may demand on election, that a secret ballot be taken and upon such demand, the President shall ensure it is carried out.

ARTICLE 7 – BOARD OF DIRECTORS & APPOINTMENT OF OFFICERS

- Sec. 1.** Every Director and Officer of the Association in exercising their powers and discharging their duties shall:
- a) Act honestly and in good faith with a view to the best interest of the Association; and
 - b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- Sec. 2.** At the Annual General Meeting (AGM) of the Association as per Article 6, Section 1, voting Members will elect Officers to an Executive Committee, which shall consist of the following positions:
- a) President;
 - b) Vice-President;
 - c) Registrar;
 - d) Treasurer;
 - e) Secretary;
 - f) Boys Coordinator;
 - g) Girls Coordinator;

Voting Members may also elect a maximum of eight (8) Directors to the Executive Committee for those positions identified at the commencement of the Annual General Meeting (AGM).

The Executive Committee shall become voting Members of the Board of Directors.

- Sec. 3.** Members, pursuant to the bylaws, shall elect each Officer. Between Annual General Meetings, the Membership may elect one (1) of its members or any other individual to fill any vacancy in the office of one of the Officers.

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- Sec. 4.** A Chairman who shall be chosen at the Annual General Meeting (AGM) shall conduct the election of the Executive Committee. If a ballot is demanded by any voting Member present or by their substitute, the Chairman may appoint as many scrutinizers' as he/she deems necessary.
- Sec. 5.** To be eligible for appointment as an Officer, an individual must be a Member in good standing.
- Sec. 6.** An Officer whose term has ended shall be eligible for re-election as an Officer.
- Sec. 7.** A person who is elected or appointed as an Executive is not an Executive Member unless they were present at the meeting when elected or appointed and did not refuse to act as an Executive Member. If they were not present at the meeting when elected or appointed, they must consent to act as an Executive Member before their election or appointment within ten (10) days after it.
- Sec. 8.** The appointed Officer shall assume office at the conclusion of the close of the meeting at which they are appointed.
- Sec. 9.** The Directors of the Association will serve without remuneration; however, Directors will be reimbursed for expenses properly incurred by them in the performance of their duties.

ARTICLE 8 – DUTIES AND POWERS OF OFFICERS

Sec. 1. The Officers of the Association:

- a) The Officers of the Association are responsible for the activities of their area as outlined in the Policies and as such they shall chair all meeting related items to their area and ensure minutes of these meetings were made.
- b) If necessary, the Officers of the Association will also establish committees to administer the affairs of their area (Committee Members are to be selected by the appropriate Officers and approved by the Board of Directors, or Executive Committee.)
- c) The Officers of the Association are responsible for the recruiting of volunteers to fulfill the positions of the Committee.
- d) Officers of the Association must present a report to the Annual General Meeting and Board of Directors Meetings.

Sec. 2. The Executive Committee shall be the governing body of the Organization and shall:

- a) Set the policy of the Organization for the current season;
- b) Approve the expenditure of monies as set out hereafter;
- c) Rule on any appeals of decisions of the President;
- d) Set the annual registration fee for teams;
- e) Plan, program, and fundraise, as necessary, to meet the needs and obligations of the organization;
- f) May decide on any matter not specifically covered in the bylaws.

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ARTICLE 9 – INDEMNITY

Sec. 1. Except where a Director, Officer or employee shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to the Association, the Association shall indemnify each Director, Officer and employee against any and all liability and all reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which the Director, Officer, or employee becomes involved as a party or otherwise by reason of having been a Director, Officer or employee of the Association.

ARTICLE 10 – APPLICATION & INTERPRETATION OF SPECIFIC BYLAWS

Sec. 1. Subject to Article 10, Section 4, the question of interpretation and application of the bylaws in the context of a particular circumstance or matter shall be referred to the President. Subject to Article 10, Section 2, 3, 4 & 5, the President’s ruling thereon shall be final and binding.

Sec. 2. A Member may appeal the ruling of the President on the interpretation and application of the bylaws directly affecting that Member. To appeal, the aggrieved Member must submit a notice of appeal to the Secretary within seven (7) days of the decision of the President. The Executive Committee shall then consider the matter at its next meeting or shall vote upon the appeal by electronic ballot. The Member may be present to address the Executive Committee at the time the appeal is being considered. Subject to Article 10, Section 3, 4 & 5, the ruling of the Executive Committee on the appeal shall be final and binding.

Sec. 3. A Member may appeal the ruling of the Executive Committee on the interpretation and application of the bylaws directly affecting that Member. To appeal, the aggrieved Member must submit a notice of appeal to the Secretary within seven (7) days of the decision of the Executive Committee. The Board of Directors shall then consider the matter at its next meeting. The ruling of the Board of Directors on the appeal shall be final and binding.

Sec. 4. At every meeting of the Association, the question of the interpretation and application of the bylaws in the context of a particular circumstance or matter shall be referred to the Chair of that meeting and subject to Article 10, Section 5; the ruling of the Chairperson thereon shall be final and binding.

Sec. 5. A Member may appeal the ruling of the Chairperson on the interpretation and application of the bylaws by immediately moving for the ruling of the Members. The ruling of the Members shall be final and binding.

ARTICLE 12 – FINANCES OF THE ASSOCIATION

Sec. 1. Responsibility

- a) The Treasurer will be responsible for the financial operation of the Association.
- b) The Treasurer shall prepare an annual financial report for presentation to the Membership at the Annual General Meeting (AGM).
- c) The individuals, firm, or other organization auditing the financial statements of the Association for the ensuing year shall be appointed by the Executive. Such appointment will be for a one-year term.

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- d) The Treasurer shall ensure that all financial statements presented to the Membership are subsequently submitted to the Registrar or Corporations.

Sec. 2. Disposal of Funds

- a) All monies received by or on behalf of the Association shall be deposited in the accounts of the Association, which shall be housed in Chartered Banks or Trust Companies.
- b) All disbursements shall be made by cheque and signed by two (2) signing officers. Neither signing officer shall be the recipient of the cheque.

Sec. 3. Borrowing Powers

The Executive, with the approval of eighty percent (80%) of the Board of Directors, may borrow funds for the benefit and further development of the Association.

Sec. 4. Exercising of Borrowing Powers

For the purpose of carrying out the objectives of the Association, the Board of Directors may from time to time:

- a) Issue, sell of pledge securities of the Association; and
- b) Charge, mortgage, or pledge all or any part of the real and personal property of the Association including books, debts, rights, powers, franchises or undertakings to secure any securities or monies borrowed or other debt, or any other obligations or liability of the Association.

Sec. 5. Banking

The Executive shall decide on the bank or trust company in which the funds of the Association shall be deposited, and execute the necessary banking authorization(s).

Sec. 6. Signing Officers

The Signing Officers of the Association shall be any one (1) Officers of the following elected Executive:

- a) President
- b) Treasurer

Sec. 7. Bonding

The Treasurer shall, if required by the Board of Directors, be bonded in such amounts respectively as may be required by the Board of Directors. The Association shall pay a cost of such.

ARTICLE 13 – FUNDS OF THE ASSOCIATION

Sec. 1. All monies shall be applied toward carrying out the objectives of the Association in accordance with the direction of the Board of Directors.

Sec. 2. All monies available upon dissolution of the Association shall be the property of the Edmonton Youth Basketball Association.

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ARTICLE 14 – EMBLEM

Sec. 1. The Executive from time to time may adopt any mark, design, device or symbol or emblem for use by the Association.

ARTICLE 15 – SEAL & EXAMINATION OF BOOKS AND RECORDS

Sec. 1. The Board of Directors may adopt a seal, which shall be the common seal of the Association. Should a seal be adopted it may be used by all Directors and Executive. The President will be responsible for keeping the seal if one is adopted.

Sec. 2. The minutes of meetings of the Association will be prepared and kept by an Officer designated by the Executive.

Sec. 3. The Board of Directors shall from time to time determine whether, to what extent, at what time and places under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspection any account, book or document(s) of the Association except as conferred by the bylaws or authorized by the Board of Directors or by resolution of the Members whether previous notice thereof has been given or not.

Sec. 4. A Member who wishes to inspect the books and financial records of the Association shall give fourteen (14) days written notice thereof to the Association. Such notice shall be provided in writing to the Executive Committee of the Association.

ARTICLE 16 – CONDUCT OF AFFAIRS OF THE ASSOCIATION

Sec. 1. All meetings of the Association will be conducted in accordance with Robert’s Rules of Order, Newly Revised.

ARTICLE 17 – AMENDMENTS TO BYLAWS, RULES & PROCEDURES

Sec. 1. The bylaws of the Society shall not be altered or added to except by a special resolution of the Society.

Sec. 2. For all purposes of the Society, “Special Resolution” shall mean a resolution passed by a majority of not less than three-fourths of such Members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

Sec. 3. The Executive may establish special rules, standing rules, and special procedures governing and detailing various Board or Association procedures and may establish operating procedures for any Committee of the Board or Association provided that the special rules, standing rules, special procedures and operating procedures are consistent with the bylaws of the Association.

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ARTICLE 18 – REMOVAL OF AN OFFICER

- Sec. 1.** The President may recommend the removal of a Member of the Executive Committee if he/she feels the Member is not able or willing to fulfill their duties. The Executive Committee shall confirm the removal by a majority vote. The President may appoint a Member to complete the term of the removed Member.
- Sec. 2.** Any two (2) Members of the Board of Directors may request the Board of Directors to remove any Member of the Executive Committee from office. The Board of Directors shall have the right to remove any Member of the Executive Committee from office by a 2/3rds majority vote. The Board of Directors shall then elect one of its Members to assume the duties of the removed Executive Committee Member for the balance of their term.

ARTICLE 19 – TERMINATION OF AN EMPLOYEE

- Sec. 1. Employees:** The Executive Committee may terminate the employment of any employees of the organization with just cause.

ARTICLE 20 – RECORDS AND RECORD-KEEPING

- Sec. 1.** Preparation and custody of minutes of proceedings of meetings of the LCBA and of the Directors and other books and records of the LCBA:
- a) The Directors shall see that all necessary books and records of the LCBA required by the bylaws of the LCBA or by any applicable statute or law are regularly and properly kept.
 - b) The books of accounts shall be kept at such a place as the Directors think fit and shall at all times be open for inspection by the Directors. The Secretary or some other Officer specifically charged by the Board of Directors shall maintain and have charge of the Minute Book of the Leduc & County Basketball Association and shall record or cause to be recorded therein minutes of proceedings of all meetings of Members and Directors.
- Sec. 2.** Review or Audit Accounts:
- The books, accounts and records of the Secretary and Treasurer shall be reviewed or audited at least once a year by a duly qualified accountant or by two (2) Members of the society elected for that purpose at the Annual General Meeting (AGM). Such auditor at the AGM of the society shall submit a complete and proper statement of the standing of the books for the previous year.
- Every auditor of the LCBA shall have the right of access at all times to all records, documents, books and vouchers of the LCBA and is entitled to require from the Directors and Officers of such information and explanation as may be necessary to the performance of the duty of the auditor.