

# **BYLAWS OF THE LEDUC RINGETTE ASSOCIATION**



# Contents

<b>Bylaw I: Membership .....</b>	<b>4</b>
<b>Bylaw II: Executive Officers and Board of Directors .....</b>	<b>4</b>
Duties of the Executive Officers.....	5
2.5.1 President .....	5
2.5.2 Vice President .....	6
2.5.3 Secretary .....	6
2.5.4 Treasurer .....	6
2.5.5 Registrar .....	7
Duties of the Board of Directors .....	7
2.6.1 Ice Allocator .....	7
2.6.2 Equipment Manager .....	8
2.6.3 Evaluations Coordinator .....	9
2.6.4 Player Development Coordinator .....	9
2.6.5 Coach Coordinator .....	10
2.6.6 Manager Coordinator .....	11
2.6.7 Black Gold League Representative.....	12
2.6.8 Fundraising Coordinator .....	12
2.6.9 Tournament Coordinator(s) .....	12
2.6.10 Social Media Director .....	13
2.6.11 Marketing Director.....	13
2.6.12 Webmaster.....	14
2.6.13 Ref in Chief .....	14
Voting Board Members.....	14
Non-Voting Board Members.....	15
2.8.1 Past President .....	15
2.8.2 Sub-Committees.....	15
<b>Bylaw III: Management .....</b>	<b>15</b>
<b>Bylaw IV: Audit .....</b>	<b>16</b>
<b>Bylaw V: Meeting of Members .....</b>	<b>17</b>
<b>Bylaw VI: Meeting of the Executive Officers and Board of Directors.....</b>	<b>18</b>
<b>Bylaw VII: Voting .....</b>	<b>18</b>
<b>Bylaw VIII: Vacancy on the Board of Directors.....</b>	<b>18</b>

<b>Bylaw IX: Resignation and Removal of Directors .....</b>	<b>18</b>
<b>Bylaw X: Board Approval: .....</b>	<b>19</b>
<b>Bylaw XI: Remuneration .....</b>	<b>19</b>
<b>Bylaw XII: Borrowing Powers.....</b>	<b>19</b>
<b>Bylaw XIII: Corporate Seal and Signing Authority .....</b>	<b>20</b>
<b>Bylaw XIV: Amendments.....</b>	<b>21</b>

In accordance with the Alberta Societies Act and an Annual General Meeting of the Leduc Ringette Association, dated May 6 2025, the Bylaws of the Leduc Ringette Association were rescinded in their entirety and replaced as hereinafter provided.

## Bylaws

These Bylaws are intended to represent the specific needs and wishes of the Leduc Ringette Association; hereinafter referred to as “the LRA”. If not specifically referenced in the following article, Ringette Alberta Rules and Operating Procedures, as per most recent updated policies on the Ringette Alberta website, will apply.

### Bylaw I: Membership

1.1 Membership fees shall be determined by the Board of Directors of the LRA from year to year. Any parent or lawful guardian of a child (under the age of 18 years) who has been registered with the LRA as a player and whose registration fees have been paid in full will be considered a member of the LRA. Any person 18 years of age or older who has registered to participate as a player with the LRA and whose registration fee has been paid in full, will be considered a member of the LRA. Those eligible to become members shall only be considered members of the LRA upon the payment in full of the registration fee payable to the LRA for the enrollment of their child or ward, or for participation in the activities of the LRA. In no event, shall there be more than 2 parents or legal guardians per child who are eligible to become members.

1.2 Any person participating as a coach, referee, or team manager will be admitted as a member. Volunteers in other capacities may be eligible for membership and admitted to membership upon vote of the majority of the Board of Directors.

1.3 Any member wishing to withdraw from membership may do so upon giving notice in writing to the Board through its Registrar.

1.4 Any member upon two thirds (2/3) vote of the Board of Directors may be expelled from the membership for any cause the LRA may deem reasonable.

1.5 Membership is non-transferable.

### Bylaw II: Executive Officers and Board of Directors

2.0 The Board of Directors shall consist of not fewer than 12, and no more than 19 voting members. Non-voting sub-committees may be established in numbers as seen fit by coordinators of such committees. The Directors and Executive shall be elected or appointed at the Annual General Meeting of the Leduc Ringette Association.

2.1 The following Directors shall be elected or appointed as provided by these Bylaws. One Director may hold as many as two positions, to which Team Staff positions are included, but only one Executive position per Director, per term. Requests for a Director to hold more than two positions will require Board approval.

2.1.1 The Board of Directors shall be elected or appointed on a yearly basis at the Annual General Meeting of the Leduc Ringette Association.

2.1.2 The Executive Officers shall be elected or appointed for a two (2) year term. As noted below, positions will be elected or appointed on odd or even years only.

#### **Executive Officers (Elected)**

- President (Odd)
- Vice President (Even)
- Secretary / Statistician (Even)
- Treasurer (Even)
- Registrar (Odd)

#### **Board of Directors (Elected or Appointed)**

- Ice Allocator
- Referee In-Chief
- Equipment Manager
- Evaluations Coordinator
- Player Development Coordinator
- Coach Coordinator
- Manager Coordinator
- Black Gold League Representative
- Fundraising Coordinator
- Marketing Director
- Tournament Coordinators (2)
- Social Media Director
- Webmaster

2.2 The LRA's Executive Officers and Board Directors will hereinafter be referred to as "the Board"

2.3 No person shall be eligible to hold a position on the Board unless such person is a member of the Leduc Ringette Association

2.4 Volunteers in any capacity may be eligible for membership and admitted to membership upon the vote of the majority of the Board of Directors; thus, becoming eligible for vacant positions on the Board

### **Duties of the Executive Officers**

#### **2.5.1 President**

The President shall:

- (a) Preside at all meetings of the LRA and the Board. In the President's absence, the Vice-President shall preside; in the absence of both, a member of the Board appointed by the President shall preside
- (b) Be responsible for ensuring that all administrative procedures and communications are carried out
- (c) Undertake leadership in promoting the aims and objectives of the LRA
- (d) Liaise with the Board of Directors to ensure that programs and duties are implemented as defined

- (e) Be a signing Officer for the Board
- (f) Attend or ensure representation is sent to all Black Gold League's General Meetings
- (g) Be a member of the Board for at least one year directly prior to election to office
- (h) Has power to call General and Board meetings
- (i) Attend and ensure representation is sent to Ringette Alberta's General Meetings
- (j) Ensure proper AGL licensing is obtained, when required
- (k) The President may not occupy a carded coaching or manager position unless approved by the Board of Directors
- (l) Voting Position

### 2.5.2 Vice President

The Vice President Shall:

- (a) Exercise all powers of the President in the event of his/her inability to act or in the President's absence
- (b) Responsible for collecting submissions of all items requiring approval from the Board, making copies available to Board Members when applicable
- (c) Be a signing Officer for the Board
- (d) Be responsible for enforcing proper discipline procedures are being followed by Coach and Manager Coordinators
- (e) Responsible for appointing a Case Manager upon receipt of a major infraction complaint.
- (f) Work with Coach Coordinator and Manager Coordinator to ensure completeness of coaching and manager applications and screening documents
- (g) Ensure Board Member's Criminal Record Checks are submitted and verified before the RAB deadline
- (h) Attend all meetings of the LRA
- (i) Voting Position

### 2.5.3 Secretary

The Secretary shall:

- (a) Be a signing Officer for the Board
- (b) Attend all meetings the LRA and keep accurate minutes for each
- (c) Prepare a list of agenda items prior to all meetings
- (d) Record attendance at all meetings
- (e) Arrange for a replacement in his/her absence
- (f) Be responsible for the organization of Team Photos
- (g) Be responsible for the distribution of Minutes from all Board meetings to all Board members.
- (h) Read the Minutes of the last AGM at the General Meeting
- (i) May call General or Board meetings on behalf of the President
- (j) Voting position

### 2.5.4 Treasurer

The Treasurer shall:

- (a) Be a signing Officer

- (b) Receive all monies paid to the LRA and shall be responsible for its deposit in whichever bank the Board may direct
- (c) Properly account for the funds of the LRA and keep such books as may be required
- (d) Present a full detailed accounting of receipts and disbursements to the Board when required
- (e) Verify for payment to all accounts payable by the LRA
- (f) Prepare a financial statement of the LRA for submission at all General meetings
- (g) With the assistance of the Board, be responsible for the preparation of a proposed budget for the upcoming year
- (h) Collect the Association's postal mail
- (i) Prepare child tax receipts if required by law or requested
- (j) Attend all meetings of the LRA
- (k) Prepare and submit invoices as approved by the Board and/or required or requested by Ringette Alberta or Black Gold League
- (l) Provide team account letters, enabling the creation of team bank accounts
- (m) Request and obtain financial reports from teams operating with a team bank account at minimum of two (2) times per year
- (n) With the assistance of the Board, approve budgets submitted
- (o) Purchase insurance to cover the cost of equipment in the event of fire, theft or loss
- (p) Voting position

## 2.5.5 Registrar

The Registrar shall:

- (a) Be responsible for all registrations for the Leduc Ringette Association
- (b) Supervise all team entries into the Black Gold League
- (c) Ensure the registration of athletes (including affiliated players) and team staff with Ringette Alberta
- (d) Maintain an updated list of team players and team staff
- (e) Provide the Board of Directors with a player's list by September 1st
- (f) Provide a detailed listing of players, including addresses, telephone numbers and parents/guardians' names to Team Staff as soon as possible after teams are set
- (g) Attend community registrations (recruit assistance as needed) which may include Devon, Calmar, Thorsby, Millet, etc.
- (h) Set up e-mail contact list for each Division for mass membership contact throughout the season
- (i) Ensure registration forms have complete player information and complete payments. Note method of payment, level of player and special circumstances. Ex: 'AA' try-out, Board Member, etc. on the form
- (j) Provide estimated/current numbers for Divisions for the following season.
- (k) Act as Privacy Officer, following the Privacy Policy, as outlined in the Policies and Procedures Manual
- (l) Apply for RAB Sanctioning for events as required, such as the Wild Thing Tournament
- (m) Have charge of all correspondence of the LRA and its committees and the corporate seal, if Applicable
- (n) Send a list of the LRA's Board of Directors, including names and addresses to Ringette Alberta for their information by Ringette Alberta specified date
- (o) Attend all meetings of the LRA
- (p) Voting position

## Duties of the Board of Directors

### 2.6.1 Ice Allocator

The Ice Allocator shall:

- (a) Communicate, as requested to the Black Gold League & NAWRA Ice Allocator, available game slots for Zone distribution
- (b) Ensure a fair distribution of non-zone distributed ice time among all teams involved
- (c) Meet with the City of Leduc and other area Associations to negotiate time slots and quantity of ice allotment
- (d) Must work closely with Player Development Coordinator and Evaluations Coordinator to ensure ice times for Universal Athlete Assessments and Evaluations can occur no sooner than the first day of the last calendar week in August, and prior to the Ringette Alberta's Declaration of Teams date (usually late September)
- (e) Liaison with other ice users to facilitate the proper use and distribution of all ice
- (f) Coordinate a schedule of practice times for distribution along with the Black Gold League scheduled game times to each coach and player via team managers
- (g) Book ice times for the Wild Thing Tournament and other special events
- (h) Coordinate utilization or cancel unused ice following Black Gold League's cancellation/rescheduling criteria, as well as criteria set out by local arenas and the Association
- (i) Coordinate rescheduling of league games, as required, and notify Ref-in-Chief
- (j) Attend all meetings of the LRA
- (k) Submit Association/team black out requests as per Black Gold League policy
- (l) Prepare and submit ice costs for special ice, playdown and/or provincials to Treasurer for invoicing as requested
- (m) Ensure banners get displayed at the Leduc Rec Centre (LRC)
- (n) Ensure updates of all team practice schedules on a weekly basis
- (o) Voting position

### 2.6.2 Equipment Manager

The Equipment Manager shall:

- (a) Keep an inventory of team equipment and condition and make repairs
- (b) Assemble all equipment at the end of the season and ensure its safekeeping until next season while ensuring that the locker is clean and organized.
- (c) Attend coaches' meetings when requested
- (d) Coordinate and distribute jerseys and equipment to teams
- (e) Obtain quotes and coordinate the selection and purchase of jerseys or equipment as required
- (f) Document if jerseys or equipment is soiled, lost or damaged at time of return and follow-up as required
- (g) Document all equipment given out, including but not limited to jerseys and athlete size each year
- (h) Along with Manager Coordinator, Coach Coordinator, and Ref in Chief, is required to meet in person with team staff in first week of practices, following team formation, to offer assistance, while outlining LRA expectations, including conduct, to which the team must adhere

- (i) Attend all meetings of the LRA
- (j) Voting position

### 2.6.3 Evaluations Coordinator

The Evaluations Coordinator shall:

- (a) Be responsible for organizing Universal Athlete Assessments no sooner than the first day of the last calendar week in August, and prior to the Ringette Alberta Declaration of Teams date (late September)
- (b) Be responsible for submitting Universal Athlete Assessment data to Ringette Alberta
- (c) Be responsible for organizing player evaluations and evaluation forms prior to team selection, no later than the last day of September
- (d) Communicate to all members the evaluation process at commencement of the season
- (e) Review evaluation process annually for satisfaction, and recommend improvements annually
- (f) Manage team/player selection process, bringing in experts as required
- (g) Serve on the team selection committee(s)
- (h) Make recommendations on selection process to the Board
- (i) Attend all meetings of the LRA
- (j) Voting position

### 2.6.4 Player Development Coordinator

The Player Development Coordinator shall:

- (a) Ensure safe and healthy practices are being conducted by adhering to the policies of the LRA
- (b) Act as representative for all Players at Board meetings
- (c) Review evaluation process annually for satisfaction, and recommend improvements annually
- (d) Manage team/player selection process, bringing in experts as required
- (e) Serve on team selection and coach/ manager selection committees
- (f) Make recommendations on selection process to the Board
- (g) Serves as a liaison for players requesting release, or for players requesting to play up or down
- (h) Organize power skating and goalie clinics as required and approved by Board
- (i) Coordinate with Coach Coordinator to provide extra support for Active Start and U10 Divisions, as outlined by RAB policies
- (j) Offer guidance for teams requesting to move up or down from their level of play, within either the Black Gold League or Ringette Alberta, when applicable
- (k) Assist Black Gold League Representative in defending team movement requests at re-pooling meeting
- (l) Attend all meetings of the LRA
- (m) Voting position

### 2.6.5 Coach Coordinator

The Coach Coordinator shall:

- (a) Act as liaison between the Board and team coaches, and as a mentor for new coaches
- (b) Act as representative for all Team Coaches at Board meetings

- (c) Must have a minimum of two (2) years of ringette coaching experience and certification.
- (d) Along with Manager Coordinator, Ref in Chief, and Equipment Manager, is required to meet in person with team staff in first week of practices, following team formation, to offer assistance, while outlining LRA expectations, including conduct, to which the team must adhere
- (e) Create a coaches template as a guide for new coaches
- (f) Ensure safe and level-appropriate skills are being taught by enforcing proper certification of all coaches is achieved
- (g) May guest-coach teams during practices.
- (h) Research, implement and communicate additional clinics and training opportunities to all coaches
- (i) Assist and meet with coaches on technical matters as required
- (j) Accept coaching complaints without bias and bring forth to the Vice-President as deemed necessary
- (k) Ensure coaching staff Criminal Record Checks are submitted and verified before the RAB deadline
- (l) Coordinate with Player Development Coordinator to provide extra support for Active Start and U10 divisions, as outlined by RAB policies
- (m) Form a sub-committee of Board Members to aid in coaching staff selection, and sit as chair on such committee
- (n) Acting as chair, may arrange independent meetings with Coach Selection Committee
- (o) Attend meetings of the LRA
- (p) Voting position

## 2.6.6 Manager Coordinator

The Manager Coordinator shall:

- (a) Act as a liaison between the Board and team managers, and as a mentor for new managers
- (b) Act as representative for all Team Managers at Board meetings
- (c) Must have a minimum of two(2) years ringette management experience and certification.
- (d) Must ensure all team managers have achieved proper certification and ensure team managers' Criminal Record Checks are submitted and verified before the RAB deadline
- (e) Along with Coach Coordinator, Ref in Chief, and Equipment Manager, is required to meet in person with team staff in first week of practices, following team formation, to offer assistance, while outlining LRA expectations, including conduct, to which the team must adhere
- (f) Create a manager template as a guide for new managers
- (g) Aid managers in ensuring all volunteer positions are filled on a team level, and guidelines are followed for each position
- (h) Aid managers in tournament application processes, while researching new tournament, jamboree and special event opportunities for all teams, offering assistance as needed
- (i) Ensure managers adhere to important date schedule as proposed by the Black Gold League and Ringette Alberta (Ex. both re-pooling dates, player affiliate requests, commitment to play deadlines, etc.)
- (j) Enforce that team treasurers are sending in financial reports twice per season, as per Treasurer
- (k) Assist in completion of RAMP Gamesheets
- (l) Accept manager and parent complaints without bias and bring forth to the Vice-President as deemed necessary

- (m) Retain all managerial logins and passwords. Ensure team managers provide these details upon creation of accounts.
- (n) Attend all meetings of the LRA
- (o) Voting position

### 2.6.7 Black Gold League Representative

The Black Gold League Representative shall:

- a) Attend and represent the Association at all Black Gold League meetings, and report back to the Board
- b) Coordinate entry of Leduc Ringette teams into the Black Gold League
- c) Shall represent the Association at the Ringette Alberta AGM
- d) Offer guidance for teams requesting to move up or down from their level of play, within either the Black Gold League or Ringette Alberta, when applicable
- e) Present and possibly defend team movement requests at re-pooling meeting
- f) Attend all meetings of the LRA
- g) Voting position

### 2.6.8 Fundraising Coordinator

The Fundraising Coordinator shall:

- (a) Raise money through bingos, raffles, tournament souvenirs, and other means in aid of deferring the cost of Ringette, as required
- (b) Research fundraising options, while communicating all fundraising activities to LRA members so they can plan accordingly
- (c) Be responsible for the proper collection and accounting of funds raised
- (d) Provide Treasurer with a detailed record of all monies raised
- (e) Be responsible for organizing volunteers for all bingo dates, Wild Thing Tournament, and/or other volunteer fundraising opportunities
- (f) Ensure fundraising efforts comply with the Alberta Gaming Commission, and that proper reports are filed
- (g) May form a sub-committee of Association members (non-voting positions) to aid in fundraising needs of the Association, and sit as chair on such committee
- (h) Acting as chair, may arrange independent meetings with Fundraising Committee
- (i) Coordinate with Treasurer to invoice members who have not completed volunteer hours by the last day of February
- (j) Attend all meetings of the LRA
- (k) Voting position

### 2.6.9 Tournament Coordinator(s)

The Tournament Coordinator(s) shall:

- (a) Be in contact with other Ringette organizations within Ringette Alberta and gather information regarding tournament dates and fees
- (b) Form a sub-committee from the members of the LRA (non-voting positions) to deal with all matters relating to our own tournament operation.

- (c) Chair Committee meetings
- (d) Work in conjunction with the Ice Allocator in arranging specific ice time slots for tournaments
- (e) Work in conjunction with the Fundraising Coordinator to ensure all volunteer positions are filled
- (f) Coordinate with Registrar to ensure the Wild Thing Tournament is sanctioned by Ringette Alberta
- (g) Attend all meetings of the LRA
- (h) Voting position

#### 2.6.10 Social Media Coordinator

The Social Media Coordinator shall:

- (a) Be responsible for updating ALL Leduc Ringette social media accounts on a regular basis. This includes, but is not limited to, X, Instagram, and Facebook
- (b) Must solicit and retrieve emails on a regular basis from Team staff to share stories and pictures on social media sites in a timely fashion
- (c) Will work closely with Marketing Coordinator and Webmaster to ensure sponsors and upcoming events are being properly advertised on social media
- (d) Review Social Media release forms and take note of members not giving consent
- (e) Attend all meetings of the LRA
- (f) Voting position

#### 2.6.11 Marketing Coordinator

The Marketing Coordinator shall:

- (a) Solicit sponsors for each team
- (b) Canvas for monetary support for the sport of Ringette, as required
- (c) Coordinate advertising for registration and the Wild Thing Tournament
- (d) Ensure all sponsor recognition obligations are being met
- (e) Work closely with the Social Media Coordinator and Webmaster to ensure sponsors and all upcoming/past events are being properly advertised, through social media
- (f) Arrange all activities that promote Ringette in Leduc, while working to attract new players, including Come Try Events, Bring a Buddy, etc.
- (g) Act as liaison in Ringette Alberta marketing initiatives
- (h) Compile a bank of photos approved for marketing purposes
- (i) Annually review sponsorship program and marketing plan and make necessary adjustments
- (j) May form a sub-committee of Association members (non-voting positions) to aid in the marketing needs of the Association, and sit as Chair on such committee
- (k) Acting as Chair, may arrange independent meetings with the Marketing Committee.
- (l) Organize and attend community registrations (recruit assistance as needed) which may include Devon, Calmar, Thorsby, Millet, etc.
- (l) Attend all meetings of the LRA
- (m) Voting position

#### 2.6.12 Webmaster

The Webmaster shall:

- (a) Update relevance and appearance of website as necessary, while ensuring proper functioning of the website
- (b) Ensure updates of all LRA Ringette events and publicity, on a weekly basis
- (c) Ensure Board member information is current on the website
- (d) Supply the Manager Coordinator with login information and assist them with updating the website
- (e) Update Minutes, forums, Policies, Bylaws, meeting notices to the appropriate section of the website
- (f) Work with Marketing Coordinator and Social Media Coordinator to ensure sponsors and all upcoming/past events are being properly advertised
- (g) Work with Registrar and Tournament Coordinator to ensure proper advertisement of the Wild Thing Tournament
- (g) Attend all meetings of the LRA
- (h) Voting position

### 2.6.13 Referee-In-Chief

The Referee-In-Chief shall:

- (a) Select and assign referees to all Ringette games of appropriate age division and level, as well as tournaments
- (b) Supervise all referees
- (c) Must have a minimum of two (2) years ringette ref experience and certification
- (d) Coordinate training, schedule clinics, upgrading and evaluation of referees
- (e) Monitor referee development
- (f) Maintain a list of available referees
- (g) Approve all payment of referees, as required
- (h) Ensure all new regulations and changes are brought to the coaches' and referees' attention. Information regarding rule changes shall be disseminated to referees through Refresher clinics organized by RAB
- (i) Liaise with the Black Gold League Referee-In-Chief
- (j) Along with Manager Coordinator, Coach Coordinator, and Equipment Coordinator, is required to meet in person with team staff in first week of practices, following team formation, to offer assistance, while outlining LRA expectations, including conduct, to which the team must adhere
- (k) Attend all meetings of the LRA
- (l) Voting member

### Voting Board Members

- 2.7.1 Board members commit to attending all meetings throughout the year (June-May).
- 2.7.2 Board meetings will take precedent over any other LRA duties except for league games.
- 2.7.3 All Board members must make every attempt to attend all meetings in person.
- 2.7.4 Any Board member who misses three (3) meetings, without an excused absence, within the year will automatically be removed from their Board position. The member will then be required to make up their volunteer commitment by completing the required hours
- 2.7.5 Special circumstances may be considered regarding the above points as decided upon by the Executive.

## Non-Voting Board Members

### 2.8.1 Past President

The Past President shall:

- (a) Act as a resource person for the Board, offering assistance and mentorship
- (b) May attend meetings of the LRA
- (c) Non-voting position

### 2.8.2 Sub-Committees

- (a) Sub-Committees may be formed on an as needed basis. Such committees are invited to sit in on Board meetings, but will not reserve the right to vote
- (b) Sub-committees may hold meetings independent to those of the Board
- (c) All sub-committees must be chaired by a current member of the Board

## Bylaw III: Management

3.0 The Board shall, subject to the Bylaws and directions given by a majority vote on all meetings properly called and constituted, have full control and management of the business and affairs of the LRA and meetings of the Board shall be held as often as required. In any event, at least one meeting every 2 months shall be called by the President or Secretary.

3.1 The Board shall oversee the operation of Ringette activities in and about Leduc.

3.2 The Board, on an annual basis, will review the Bylaws and Policies & Procedures to ensure they are current and in-line with RAB & BGL.

## Bylaw IV: Audit

4.0 The books, accounts and records of the LRA shall be audited once a year by any two members or Directors, appointed by members during the Annual General Meeting. In the event that the members fail to appoint auditors for any year, the President and Secretary of the LRA shall undertake the audit of the books and records of the LRA.

4.1 The books and records of the LRA may be inspected by any member of the LRA at the Annual General Meeting provided for herein, or at any time upon giving reasonable notice to the Treasurer and arranging a time satisfactory to the Treasurer for the inspection.

4.2 Each member of the Board shall, at all reasonable times, have access to such books and records and the Treasurer shall produce such books and records to a Board member within 48 hours of requesting the same.

## Bylaw V: Meeting of Members

5.0 The Annual General Meeting of the LRA shall be held on or before the 1st day of June of each year by giving all members notice in writing to the last known email address of the members, sent not less than 14 days previous to the date of such meeting. Any such meeting shall also be posted on the web site and social media.

5.1 At the Annual General Meeting, the members shall:

- a) Determine the Directors who shall hold office for the upcoming year provided there be no less than 12, and no more than 19 voting Board Positions.
- b) Elect the Executive Board of Directors. Members then elect the non-Executive Board of Directors where applicable. The Board of Directors may then appoint any Directors not elected by the membership.
- c) Shall review the Association's un-audited financial statement for the fiscal year end.
- d) Appoint auditors as outlined in these bylaws.
- e) Shall undertake and deal with such other business for which notice has been given to the members prior to the meeting, or for which the majority of members consent to undertake at the Annual Meeting.

5.2 The members may hold an additional meeting prior to December 31st of each year to be set by the Board of Directors at which time the following business shall be conducted:

- a) Shall review the LRA's financial statement and report of auditors for the preceding fiscal year.
- b) Shall undertake and deal with such business for which notice has been given to members prior to the meeting, or for which the majority of members consent to undertake at this meeting.

5.3 A meeting of the members may be called by the President, or by the Secretary upon receipt of a petition signed by one third (1/3) of the members in good standing setting forth the reasons for calling such meeting, and such a special meeting may be called in the same manner and on the same notice as a regular meeting of the LRA.

5.4 Eleven (11) members in good standing may constitute a quorum at any Annual General Meeting of the LRA or any other General or Special meeting of the Association.

5.4.1 In the event a quorum of members fails to attend any Annual General Meeting, General or Special meeting of the members within thirty minutes from the date and time that the meeting has been convened, those present shall be entitled to adjourn the meeting to a date not earlier than seven (7) days following the adjourned meeting and shall notify all remaining members by email, website or social media of the adjournment and the date and time of the rescheduled meeting. Such notice shall be a minimum of two (2) days prior to the rescheduled meeting. Those members attending the newly scheduled meeting shall be deemed a quorum even if less than eleven (11) members so attend.

5.5 Special Resolution meetings may also be called at any time by the President or upon request to the Secretary of not less than three members of the Board by giving all members notice in writing to the last known email address of the members, sent not less than 14 days previous to the date of such meeting or; in the alternative, by publishing one notice in newspaper having circulation within Leduc, a minimum of 21 days prior to the meeting date. Any such meeting shall also be posted on the website.

## Bylaw VI: Meeting of the Executive Officers and Board of Directors

All meetings of the Board of Directors shall be called:

- a) At the instance of the President or;
- b) By the Secretary upon receiving a written request of at least three Directors

- 6.1 No subject shall be discussed or considered at a Board meeting except those items of business, which are specified, in the written notice provided to each of the Directors unless the Directors unanimously consent otherwise.
- 6.2 The President or Secretary shall give to the Directors not less than three days written notice of the time and place of a Board meeting as well as the business to be conducted provided that such notice may be forwarded by email, telephone or to last known contact information.
- 6.3 A majority of the voting Directors shall constitute a quorum for any meeting of the directors.
- 6.4 Voting shall be by show of hands unless requested by any Director to be held by secret ballot in which case, voting shall take place by secret ballot.
- 6.5 Board meetings may be held at such place as the Directors may from time to time determine. In the absence of a specific directive from the Directors, the President or Secretary shall determine the location of any Board meeting.
- 6.6 In the event a quorum of Directors fail to attend any meeting within 30 minutes from the date and time the meeting has convened, those present shall be entitled to adjourn the meeting to a date not earlier than 48 hours following the adjourned meeting and shall notify all remaining Directors by email of the adjournment and the date and time of the rescheduled meeting. Those Directors attending the newly scheduled meeting shall be deemed a quorum even if less than the majority of the Directors so attend.
- 6.7 Notice of any meeting or any irregularity in the meeting or notice thereof may be waived by any Director.

## Bylaw VII: Voting

7.0 Any member, who has not withdrawn from membership nor been suspended or expelled herein, shall have the right to vote at a meeting of the members of the LRA, including the Annual General Meeting or Special meetings of the LRA. Such votes must be made in person and proxies will not be recognized. The votes shall be taken by show of hands unless any member requests a secret ballot, in which case a secret ballot shall be conducted.

- 7.1 Only Executive Officers and the Board of Directors shall reserve the right to vote at meetings of the Board of Directors. The President shall vote only in the event of a tied vote.
- 7.2 Majority shall rule.
- 7.3 In the event of a tied vote, open debate may take place before a second vote is held. An Executive Board member shall act as chairperson. Should the second vote still end in a tie, the President shall have the deciding vote.

## Bylaw VIII: Vacancy on the Board of Directors

Vacancies on the Board of Directors, however caused, may (so long as a quorum of Directors remains in office), be filled by the Directors from among the qualified members of the LRA, if they shall see fit to do so. Otherwise such vacancies shall be filled at the next Annual General Meeting of the members of the LRA, at which time the Directors for the ensuing year are elected. If there is not a quorum of Directors as a result of the existence of the vacancy, the remaining Directors shall forthwith call a Special meeting of the members to fill the vacancy or vacancies.

## Bylaw IX: Resignation and Removal of Directors

9.0 Resignation-A Director may resign from the Board at any time by presenting a written notice of resignation to the Board. This resignation will become effective on the date the Board accepts the request. In instances of resignation without just cause, a Director may return to the Board upon a majority vote by the Board. Where a Director who is subject to a disciplinary investigation or action of the LRA resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

9.1 VacateOffice-The office of any Director will be vacated automatically if the Director:

- a) Without reasonable explanation as determined by the Board, fails to attend two (2) consecutive meetings of the Board
- b) Fails to fulfill the roles and responsibilities of their position
- c) Becomes an employee or contractor of the LRA or an employee or contractor of a Member of the LRA
- d) Upon the Director's death

9.2 A Director may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

## Bylaw X: Board Approval:

When approval of the Board is required or sought:

- a) At least four Board Members, one of which must be the Registrar or Vice President, must be involved in the approval or rejection of the request
- b) Approval will be granted if a majority of the Board Members participating in the approval process for the request vote in favour of approval; in the event of a tied vote, open debate may take place before a second vote is held. Should the second vote still end in a tie, the President shall have the deciding vote.
- c) The item requiring approval must be submitted to the Vice President in writing by hand or e-mail
- d) The Vice President shall send or make available copies of the request to all other Board Members
- e) Board Members wishing to withdraw from the approval process for the item must indicate their intent to the Vice President
- f) The participating Board Members shall use whatever methods of communication they see fit to discuss the item
- g) Each participating Board Member will indicate to the Vice President whether they vote in favor or against approving the request; voting shall be conducted in person or via electronic format
- h) The decision rendered by the process is final – there are no appeals;
- i) The Vice President shall complete the Board Approval form for the item and file it with the Secretary at or before the next Executive meeting, or confirm meeting minutes to reflect the decision of the Board
- j) The President shall intercede if the Vice President is unavailable or named on the request

## Bylaw XI: Remuneration

11.0 Unless authorized at any meeting of the members by majority vote, after notice of the same has been given to all members, no officer or member of the LRA shall receive any remuneration for services.

11.1 Notwithstanding anything herein contained, all members of the Board shall be entitled to reimbursement of expenses incurred in the course of performing any function on behalf of the LRA where the performance of such function was authorized by the Board prior to such Board member undertaking the same.

11.2 All expense accounts of the Board members shall be submitted for payment at the meeting of the Directors following the incurring of the expense and all requests for reimbursements shall be accompanied by a written explanation pertaining to the expense incurred.

## Bylaw XII: Borrowing Powers

For the purpose of carrying out the objectives, the LRA may borrow, raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debenture, this power shall be exercised only under the authority of a Special Resolution of the members of the LRA.

## Bylaw XIII: Corporate Seal and Signing Authority

Any two of the President, Vice-President, Secretary and Treasurer shall have signing authority on behalf of the LRA and the authority to affix the corporate seal to any contract, certificate or declaration of the LRA. The Registrar of the LRA shall be responsible for keeping the corporate seal.

## Bylaw XIV: Amendments

These Bylaws may be rescinded, altered or added to by a Special Resolution meeting passed by a majority of not less than three quarters (3/4) of such members entitled to vote as are present in person. Special Resolution meetings may be called at any time by the President or upon request to the Secretary of not less than three members of the Board by giving all members notice in writing to the last known email address of the members, sent not less than 14 days previous to the date of such meeting. Any such meeting shall also be posted on the website and social media. Intentions and proposed alterations or amendments to the Bylaws must be outlined in the notice.