
BYLAWS OF THE PEMBINA RINGETTE ASSOCIATION



The name of the society to which these Bylaws apply is to the Pembina Ringette Association. The Pembina Ringette Association was incorporated with the Alberta Societies Act on November 22, 2013 under the Corporate Access Number 5017866731.

1-SOCIETY NAME

100. SOCIETY NAME

The name of the Society is the **PEMBINA RINGETTE ASSOCIATION**

2-DEFINITIONS AND INTERPRETATIONS

200. ASSOCIATION

Association shall mean the Pembina Ringette Association.

201. ARREARS

Arrears shall mean 10% or greater of an amount due to the Association has not been paid by the date specified.

202. ANNUAL GENERAL MEETING

The **Annual General Meeting** shall mean an annual meeting of the Members. (See 400.)

203. DUE NOTICE

Due Notice means that sufficient information about the item or event has been given through at least two of the following media:

- a. At least one of the local newspapers;
- b. Email to appropriate individuals;
- c. Written letter to appropriate individuals;
- d. The Association Website;
- e. The Association Newsletter (once established);
- f. Association Social Media pages (i.e. Facebook, Instagram, Twitter).

204. EXECUTIVE

The Executive shall mean the elected Executive of this Association.

205. EXECUTIVE MEETING

Executive Meeting shall mean a meeting of the Executive.

206. GENERAL MEETING

General Meeting shall mean a meeting of all Association Members.

207. IN WRITING

In Writing shall mean electronic or hardcopy, handwritten or typewritten.

208. MEETING

Meeting shall mean any General Meeting or Special Meeting of the Members.

209. MEMBER

Member shall mean a member of the Pembina Ringette Association.

210. MEMBER DATA

Member Data shall mean information about a Member required or deemed necessary or beneficial to the Association for the management of the affairs of the Association.

211. PAID IN FULL

Paid in Full means that full payment has been made or acceptably post-dated cheques written for the Membership Fee by the date determined by the Association.

212. PLAYER

Player shall mean everyone who plays Ringette and has registered and been accepted with the Association.

213. PRA

PRA shall mean the Pembina Ringette Association.

214. PLAYER DATA

Player Data shall mean the information about a Player required or deemed necessary or beneficial to the Association for management of the affairs of the Association.

215. RESOLUTION

Resolution shall mean a motion that was moved and seconded.

216. SPECIAL RESOLUTION

Special Resolution shall mean a resolution passed at a Meeting:

- a. Of which not less than 21 days Due Notice has been given specifying the intention of the resolution.
- b. By the vote of not less than 75% of the Members eligible to vote at the Meeting.

217. SPECIAL MEETING

Special Meeting shall mean any meeting of the Members that is not a General Meeting or an Executive Meeting.

3-MEMBERSHIP

300. MEMBERSHIP CATEGORIES

The categories of Membership are as follows:

- a. Parents or Guardians of one or more Players;
- b. A player who is at least 18 years of age;
- c. A member of the community at large wishing to be a volunteer with the Association to further the objectives of the Association.

301. MEMBER

A Member of the Association is a person:

- a. Of whom it can be said falls into at least one of the Membership Categories (**see 300**);
- b. Whose Membership Fees, if applicable, are paid in full;
- c. Abides by the Code of Conduct of the Association;
- d. Is living within the geographic boundaries as set out by the Zone of play and as guided by the Ringette Alberta Residency Policy;
- e. Abides by the Bylaws, Policies and Operating Procedures of PRA.

302. MEMBERSHIP YEAR

The membership year is from May 1 to April 30.

303. MEMBERSHIP FEE

The Membership Fee, if any, shall be determined and then ratified by the Association.

304. PAYMENT DATE

Payment Date means that payment of the annual membership fees must be “paid in full” on or before September 30th of the current membership year.

305. RIGHTS AND PRIVILEGES OF A MEMBER

Any member in good standing is entitled to:

- a. Receive notice of meetings of the Association;
- b. Attend any meeting of the Association;
- c. Speak at any meeting of the Association;
- d. Exercise other rights and privileges given to members in these Bylaws.

306. VOTING MEMBER

Members who are in good standing and are at least eighteen (18) years old.

307. NUMBER OF VOTES

A voting Member is entitled to one (1) vote in the Association.

308. MEMBER IN GOOD STANDING

A Member is in good standing when:

- a. The Member has paid membership fees or other required fees to the Association; and
- b. The Member is not suspended as a Member as provided for under Section 309.

309. TERMINATION OF MEMBERSHIP

309.1 Withdrawal

309.1.1 Any Member may withdraw from the Association by sending or delivering a written notice to the Registrar or President of the Association.

309.1.2 Once the notice is received the Member's Name is removed from the Register of Members. The Member is considered ceased being a Member on the date their name is removed from the Register of Members.

309.1.3 Withdrawal of a Member shall not affect the right of the Association to pursue, at the discretion of the Board, payment of any monies owed to the Association by that Member.

309.2 Death

The Membership of a Member is ended upon death.

309.3 Transmission of Membership

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member withdraws, dies, or is expelled from the Association.

309.4 Suspension of Membership

The Membership of any Member may, at the discretion of the Executive, be suspended with or without conditions, for any cause that the Executive deems reasonable. The duration of a suspension shall be at the discretion of the Executive.

309.5 Suspension on Financial Grounds

If any Member is in arrears for fees or assessments for any Membership Year, the Member, and any Players they are financially responsible for shall be automatically suspended and shall thereafter be entitled to no membership privileges or powers in the Association. The suspension ends when the arrears have been paid to the Association.

309.6 Decision to Suspend

The Executive Members, at a Special Meeting called for that purpose, may suspend a member's membership for one or more of the following reasons:

- a. If the Member has failed to abide by the Bylaws;
- b. If the Member has not abided by the Code of Conduct of the Association;
- c. If the Member has disrupted meetings or functions of the Association;
- d. If the Member has done or failed to do anything judged to be harmful to the Association or its Members.

309.7 Suspension Process

309.7.1 The affected member will receive written notice of the Executive Boards intention to deal with whether the Member should be suspended, expelled or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

309.7.2 The notice will be sent by mail or email to the last known address of the Member shown in the registration of the Association. An Executive Member may also deliver the notice.

309.7.3 The notice will state the reasons why suspension is being considered.

309.7.4 The Member up for suspension will have the opportunity to appear before the Executive Board to address the matter. The Executive Board may allow another person to accompany the Member.

309.7.5 The Executive Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

309.7.6 The Executive Board may exclude the Member from its discussion of the matter, including the deciding vote.

309.7.7 The decision of the Executive Board is final.

310. EXPULSION OF MEMBERSHIP

310.1 The Association may, by Special Resolution at a Special General Meeting called for such purpose, expel and Member for any cause which is deemed sufficient in the interests of Association. The decision of the board is final.

310.2 On passage of the Special Resolution, the name of the Member is removed from the register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.

311. LIMITATION ON THE LIABILITY OF MEMBERS

No Member is, in their individual capacity, liable for any debt or liability of the Association.

4-MEETINGS

400. ANNUAL GENERAL MEETING

The Annual General Meeting shall be held prior to the 30th day of April in each calendar year, at such time and place as the Executive Board shall fix unless 30 days Due Notice is given before the 30th day of April for the date of the Annual General Meeting. A deferred Annual General Meeting shall be held before the 30th day of June of the same year.

400.1 AGENDA FOR THE MEETING

The Annual General Meeting deals with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the President's Report;
- d. Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. Appointing the auditors;

- f. Electing the Executive Board;
- g. Consider matters specified in the meeting notice;
- h. Other specific motions that any member has given notice of before the meeting is called.

401. SPECIAL GENERAL MEETING

The President shall convene a Special General Meeting within 30 days of receipt of a petition setting forth the reason for calling the Special General Meeting. The petition must be signed by at least 20 % of the Members eligible to vote at the Special General Meeting. Special General Meetings may also be called from time to time as deemed necessary by the Executive Board.

402. NOTICE

402.1 Annual General Meeting: At least 30 days Due Notice stating the time and place shall be given for the Annual General Meeting.

402.2 Special General Meeting: At least 21 days advance Due Notice stating the time, place, and purpose shall be given for Special General Meetings.

402.3 General Meeting: See **(204 Due Notice)** for the type of Notice to be used for notification of general meetings.

403. PROCEEDINGS AT ANNUAL GENERAL AND SPECIAL GENERAL MEETINGS

403.1 Quorum

No business shall be transacted at any Meeting unless at least 25 % of Members are present at the meeting.

403.2 Right to Vote

- a. Annual General Meeting: Every Member present at the Annual Meeting shall be entitled to one vote.
- b. Special General Meeting: Every Member in good standing present at the Special General Meeting shall be entitled to one vote.
- c. Electronic Attendance: A Special General Meeting may be conducted by electronic or other communications facilities as per the following direction:
 - (i) A Member must notify the Association President and Secretary on their intentions to meet through electronic means five (5) business days immediately prior to the Special General Meeting;

- (ii) A Member may attend a Special General Meeting no more than once (1) time a year;
 - (iii) A Member shall only be permitted to attend a meeting by means of electronic communications if the location in which the meeting is to be held is equipped in a manner that enables all Members participating in the meeting to watch or hear one another;
 - (iv) A Member attending the meeting by electronic communications is deemed to be present at the meeting for whatever period of time the connection via electronic communications remains active;
 - (v) The Association President shall announce to those in attendance at the meeting that the Member is attending by means of electronic communications; and
 - (vi) When a vote is called, Members attending by means of electronic communications shall be asked to state their vote only after all Members present have cast their vote by a show of hands.
- d. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, then the motion is defeated.

403.3 Resolution

At any Meeting, a resolution shall be carried by a majority of votes unless the resolution is a Special Resolution.

403.4 Vote by Show of Hands

At any Meeting, a resolution voted upon shall be decided by a show of hands, unless a secret ballot is requested prior to the vote.

403.5 Attendance by the Public

General Meetings of the Association are open to the public. A majority of the Members present may ask persons who are not Members to leave.

403.6 Failure to Reach Quorum

The President cancels the Annual General Meeting or Special General Meeting if quorum is not present within one-half hour after the set time. If cancelled, the meeting is rescheduled for one week later at the same time and place (if available). If quorum is not present within one-half hour of the set time of the second meeting, the meeting will proceed with the Members in attendance.

403.7 Presiding Officer

- a. The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President;
- b. If neither the President nor the Vice-President is present within one-half hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

5-GOVERNANCE OF THE ASSOCIATION

500. GOVERNANCE AND MANAGEMENT

The Executive Board shall, subject to the Bylaws or directions given it by a majority vote at any Meeting properly called and constituted, have full control and management of the affairs of the Association. Also, the Executive Board may choose to appoint any person, regardless of whether that person is a Member, to fulfill roles that the Executive Board deems appropriate for the management of the affairs of the Association. The Executive Board may, in a vote at an Executive Meeting, remove any appointment.

501. POWERS AND DUTIES

The powers and duties of the Executive Board include:

- a. Promoting the objects of the Association;
- b. Promoting Membership in the Association;
- c. Maintaining and protecting the Associations assets and property;
- d. Approving an annual budget for the Association;
- e. Paying all expenses for operating and managing the Association;
- f. Paying persons for services and protecting persons from debts of the Association;
- g. Investing any extra monies;
- h. Financing the operations of the Association, and borrowing or raising monies;
- i. Making policies for managing and operating the Association;
- j. Approving all contracts for the Association;
- k. Maintaining all accounts and financial records of the Association;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules, and regulations for operating the Association and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all the property of the Association; and

- o. Without limiting the general responsibility of the Executive Board, delegating its powers and duties to the Executive Board.

502. COMPOSITION OF THE EXECUTIVE BOARD

502.1. Executive Board Members

The Executive Board of the Association shall be made up of:

- a. The following **elected** officers:
 - i. President;
 - ii. Vice President;
 - iii. Secretary;
 - iv. Treasurer;
 - v. Registrar;
 - vi. 2 Directors at Large.

502.2 Election

The Executive Board will be established by election from the Members at the Annual General Meeting.

502.3 Terms

The term for each elected Executive Board Member is two years. The Executive Board Members will hold office until their successors have been duly elected in accordance with these Bylaws, or unless they resign, are removed from, or vacate their position in a manner prescribed in these Bylaws. Elected Executive will be eligible for re-election for a maximum of two (2) terms, unless elected by acclamation. If an Executive Board Member assumes a position due to vacancy, that term will be the remainder of the term for election or appointment as stated in these Bylaws.

502.4. Vacancies

Any Executive Board Member position vacant shall be filled by Executive Board appointment until a Special General Meeting where the membership as a whole shall elect a Member in good standing to fill that vacancy for the remainder of the term.

502.5 Eligibility of President/Vice President

Any individual, who has served as an Executive Board Member in the year immediately prior to nomination, may be nominated for election as President or Vice President. In the case of no nominations for President or Vice President being made at the AGM, the

following may apply: An individual, who has NOT served as an Executive Board Member in the year immediately prior to nomination, may be nominated for election as President or Vice President if presented as a Resolution of the Executive Board, passed by 75% of the votes cast at the Annual General Meeting.

502.6. REMOVAL FROM OFFICE

An Executive Board Member may, upon the passage of a Special Resolution, be removed from office for any cause that the Association may deem reasonable.

502.7. Executive Board Meetings

a. Number of Meetings

Executive Board Meetings shall be held as often as may be required, but at least once every three months, and shall be called at the discretion of the President. An Executive Board Meeting will also be called by the President on receipt of a request from any two Executive Board Members provided the request is in writing and states the purpose of the business to be dealt with.

b. Notice

At least three days advance verbal or written notice shall be given to each Executive Member for an Executive Meeting.

c. Waiver of Notice

An Executive Meeting may be held without notice if a quorum is present provided, however, that any business transactions at such meetings shall be invalid unless ratified at the next Executive Meeting. That Executive Meeting with proper Notice (**see 502.7 b.**) must be called within seven days of the Executive Board Meeting held under waiver.

d. Failure to give Notice

No action taken at a General Meeting is invalid due to:

- A. Accidental omission to give any notice to an Executive Member;
- B. Any Executive Member not receiving any notice; or
- C. Any error in any notice that does not affect the meaning.

503. Proceedings at Executive Meetings

503.1 QUORUM

No business shall be transacted at any Executive Meeting unless at least four (4) Executive Board Members are present at the Meeting, one of which must be the President or Vice President.

503.2 RIGHT TO VOTE

- a. Executive Meeting: Every Executive Board Member present at the Executive Meeting shall be entitled to one vote.
- b. President does not have second or casting vote in the case of a tie vote. If there is a tie vote, then the motion is defeated.

503.3 ELECTRONIC ATTENDANCE

An Executive Meeting may be conducted by electronic or other communications facilities as per the following direction:

- a. An Executive Member must notify the Association President and Secretary on their intentions to meet through electronic means five (5) business days immediately prior to the Executive Meeting;
- b. An Executive Member may attend an Executive Meeting no more than once (1) time a year;
- c. An Executive Member shall only be permitted to attend a meeting by means of electronic communications if the location in which the meeting is to be held is equipped in a manner that enables all Executive Members participating in the meeting to watch or hear one another;
- d. An Executive Member attending the meeting by electronic communications is deemed to be present at the meeting for whatever period of time the connection via electronic communications remains active;
- e. The Association President shall announce to those in attendance at the meeting that the Executive Member is attending by means of electronic communications; and
- f. When a vote is called, Executive Members attending by means of electronic communications shall be asked to state their vote only after all Executive Members present have cast their vote by a show of hands.

503.4 RESOLUTION

At any Meeting, a resolution shall be carried by a majority of votes unless the resolution is a Special Resolution.

503.5 VOTE BY SHOW OF HANDS

At any Meeting, a resolution voted upon shall be decided by a show of hands, unless a secret ballot is requested prior to the vote.

504. THE PRESIDENT:

- a. Call and preside as Chairperson at all Meetings and Executive Board Meetings;
- b. Exercise general supervision over the affairs of the Association;
- c. Be a signing authority, together with the Treasurer, for the Association bank account.
- d. Act as spokesperson for the Association;
- e. Carry out other duties as assigned by the Executive Board.

505. THE VICE PRESIDENT:

- a. Act as Chairperson at all Meetings and Executive Board Meetings in the absence of the President;
- b. Carry out duties as requested by the President;
- c. When the President is not able, attend meetings or fulfill the role of President;
- d. Carry out other duties as assigned by the Executive Board.

506. THE SECRETARY:

- a. Attend all Meetings and Executive Board Meetings and record accurate minutes of those Meetings;
- b. Ensure that Due Notice is given for all Meetings and Executive Board Meetings as required;
- c. Maintain files and records as appropriate for the operation of the Association.

507. THE TREASURER:

- a. Be a signing authority of the Association bank account together with the President;
- b. Properly account for all funds of the Association and keep such books and records as may be directed;
- c. Pay all legitimate bills received by the Association;
- d. Prepare budgets yearly or as requested by the President;
- e. Supply a report on the financial status of the Association at all Executive Board Meetings;
- f. Make the books and financial records available at all General Meetings for any Member to view;
- g. Receive all money paid to the Association and be responsible for the deposit of that money in whatever bank, trust company, credit union or treasury branch account the Executive Board may order.

508. THE REGISTRAR:

- a. Keep a record of Member Data for all Members;
- b. Collect all fees assessed the Members;
- c. Keep a record of Player Data for all Players and register them with Ringette Alberta using the method prescribed by Ringette Alberta;
- d. Ensure that all fees assessed the Players are collected.

509. THE DIRECTORS:

- a. Attends all Executive Board Meetings
- b. Carry out other duties as assigned by the Executive Board.

6-TEAM ORGANIZATION PERSONNEL

600. TEAM PERSONNEL

Team Personnel are any Members involved in the instruction, care, or supervision of Players, or in the operation or management of the Team. Team Personnel includes but is not necessarily limited to specific **Team Staff** as is prescribed by Ringette Alberta.

601. SELECTION OF TEAM STAFF

Members can become Team Staff only if they:

- a. Meet the minimum skill requirements prescribed by the Association;
- b. Meet the security requirements prescribed by the Association;
- c. Are approved by a majority of the Executive Board or other process the Executive Board deems appropriate.

602. REMOVAL OF TEAM STAFF

Team Personnel may, at the discretion of the majority of the Executive Board, be removed from their involvement with the Team(s) that they are involved with for any cause that the Executive Board deems reasonable. The conditions of the removal shall be at the discretion of the majority of the Executive Board.

603. ORGANIZATION OF OPERATIONAL ROLES

- a. Persons **appointed** by the Executive Board to the following operational roles (on an as needed basis):
 - i. Referee Coordinator;
 - ii. Ice Allocator;
 - iii. Coach Development Coordinator;
 - iv. Player Development Coordinator;
 - v. Special Events and Fundraising Coordinator;
 - vi. Webmaster;
 - vii. Equipment Coordinator;
 - viii. Tournament Coordinator;
 - ix. 2 League Representatives

See detailed position descriptions under Policies and Procedures of PRA.

7-FINANCE AND OTHER MANAGEMENT MATTERS

700. FISCAL YEAR

The fiscal year of the Association in each year shall be May 1st to April 30th.

701. TIMING OF AUDIT

A complete and proper statement of the standing of the books for the previous year shall be submitted to an Executive Meeting within six months (6) of the fiscal year end and at the next Annual General Meeting.

702. AUDITING

A duly qualified accountant or two Members (not a current Executive Member) elected as auditors at the Annual General Meeting shall audit the books, accounts, and records of the Association at least once each year.

703. INSPECTION OF FINANCIAL RECORDS

The Financial Records of the Association may be inspected by any Member at any time mutually agreed upon with the Treasurer or an available Executive Board Member. Each Executive Board Members shall at any time have access to Financial Records.

704. BORROWING POWERS

704.1 The Association may borrow or raise funds to meet its objects and operations. The Executive Board decides the amounts and ways to raise money including giving or granting security.

704.2 The Association may issue debentures to borrow only by resolution of the Executive Board confirmed by Special Resolution of the Association.

705. PAYMENTS

705.1 No Member, Director or Officer of the Association receives any payment for their services as a Member, Director or Officer.

705.2 Reasonable Expenses incurred while carrying out duties of the Association may be reimbursed upon Executive Board Approval.

706. PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

706.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all cost of charges that result from any act done in their role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

706.2 No Director or Officer is liable for the acts of any other Director, Officer or Employee. 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 the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Association, unless the act is fraud, dishonesty, or bad faith.

706.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

707. PRINCIPAL OFFICE

The principal office for the transaction of business of the Association is as fixed and located by the Executive Board in the Province of Alberta. The Executive Board may at any time or from time to time change the location of the principal office from one location to another in the Province of Alberta.

708. AMMENDMENT OF BYLAWS

These By-laws may be rescinded, amended, or added to by a Special Resolution or at any time to correct discrepancies with governing documents of Ringette Alberta or Ringette Canada.

709. DISBURSEMENT OF ASSETS UPON DISSOLUTION

The Association does not pay any dividends or distribute property among its Members. If the Association dissolves, any assets remaining following the payment of debts shall be transferred to a registered and incorporated organization which has objectives similar to or compatible with the Association. Voting Members will select this organization by Special Resolution on or before the date of dissolution. If there is a delay in the dissolution process, net assets will be transferred in trust to a municipality until such time as they are transferred from the municipality to another registered and incorporated group or purpose designated by the Executive Board.