

# **STRATHMORE MINOR RINGETTE ASSOCIATION BYLAWS**

Updated JULY 2024



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**ARTICLE I GENERAL**

- 1.1 Purpose — These By-laws relate to the general conduct of the affairs of the Strathmore Minor Ringette Association, an Alberta Society incorporated under the Societies Act.
- 1.2 Definitions — The following terms have these meanings in these By-laws:
- a) Act — the Alberta Societies Act, as amended from time to time and any legislation that may be substituted, therefore.
  - b) Auditor — an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the Act.
  - c) Board — the Board of Directors of the Society.
  - d) Days — days including weekends and holidays.
  - e) Director — an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - f) In Writing — shall include both hard copy and electronic communication in a form determined appropriate by the Board
  - g) Officer — an individual elected or appointed to serve as an Executive Officer of the Society pursuant to these By-laws.
  - h) Registrar — means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the Alberta Business Corporations Act.
  - i) Ordinary Resolution — a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
  - j) Society and or Association — the Strathmore Minor Ringette Association.
  - k) Special Resolution —
    - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which at least twenty-one (21) days' notice has been given specifying the intention of the resolution; or
    - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
    - iii. A resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

1.3 Seal of the Society — The Society does not have a corporate seal.

1.4 No Gain for Members — The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.5 Ruling on By-laws — Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Society.

1.6 Interpretation — Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

## ARTICLE II MEMBERSHIP

2.1 Categories — The Society has the following categories of Member: (UPDATED)

- a) Director — A person elected or appointed to the Board of Directors
- b) Those ringette players who have paid the prescribed annual registration fees and who continue to play Ringette within the Society and who have not been excluded from membership
- c) Parent/Guardian — Any Parent or Guardian of a registered Player Member
- d) Team Staff Person — Coaches, managers or any other team staff member listed on the Ringette Alberta Team Registration Form (TRF) for the Society for the current playing year

### Admission and Renewal of Members

2.2 Admission of Members — Any candidate will be admitted as a Member or renewed as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Society;
- b) The candidate member was previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;

- c) The candidate member has paid fees as prescribed by the Board, including but not limited to team fees, other required fees or fees from the Society, Ringette Calgary, or Ringette Alberta or others;
- d) The candidate member meets any other condition of membership determined by the Board;
- e) The candidate member has met the applicable definition listed in Section 2.1; and
- f) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

2.3 Admission of Members — Notwithstanding Section 2.2, Membership is not automatic upon receipt of registration and payment of fees. Membership within the Society is a privilege and not a right. As such, the Society has the right to refuse membership at its own unfettered discretion by way of Ordinary Resolution of the Board. The Board of Directors may consider that the participation of an applicant would be a detriment to the membership or the operations of the Society in any manner, and at any level.

2.4 Registration — Each category of Member must register with the Society and agree to abide by the Society's By-laws, policies, procedures, rules and regulations. All parent(s) or guardian(s) also agree to abide by the Society's By-laws, policies, procedures, rules and regulations on behalf of their Player if under the age of eighteen (18) years.

## **Dues and Duration**

2.5 Year — Unless otherwise determined by the Board, the membership year of the Society will be July 1<sup>st</sup> to June 30<sup>th</sup>.

2.6 Fees — Membership fees will be determined annually by the Board.

2.7 Duration — Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

2.8 Deadline — Members will be notified in writing of monies payable by them to the Society, and if the monies are not paid within sixty (60) days of the notice of default, the Member in default will automatically cease to be a Member of the Society in accordance with the Society's policies and procedures relating to the payment of fees owing.

## **Transfer, Suspension, and Termination of Membership**

2.9 Transfer — Membership in the Society is non-transferable.

2.10 Suspension — A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting, with such notice stating the reasons why the suspension is being considered.

2.11 Effects of Suspension — A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to good standing.

2.12 Termination — Membership in the Society will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 or Section 2.2 of these By-laws;
- c) Resignation by the Member by giving written notice to the Society;
- d) Dissolution of the Society;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Society's policies;
- f) The Member's death; or
- g) In addition to Section 2.14, by Special Resolution of the Board at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.13 Arrears — A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.14 Discipline — In addition to Section 2.12, a Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the

15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

2.15 Records — The Society will maintain records on all Members relating to complaints, appeals, conduct and discipline in accordance with its policies and procedures.

### **Good Standing**

2.16 Definition — A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Society;
- d) Has complied with the By-laws, policies, and rules of the Society;
- e) Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership fees and other fees as described in Section 2.2.

2.17 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Society, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in Society activities; and
- c) To participate in other events associated with the Society.

2.18 Cease to be in Good Standing — Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

## ARTICLE III MEETINGS OF MEMBERS

3.1 Annual General Meeting — The Society will hold meetings of Members at such date, time and place as determined by the Board within the Province of Alberta. The Annual General Meeting will be held no later than 30th day of June. At least 7 days' public notice of the meeting will be given.

Purpose of meeting shall be:

- to receive the audited financial statements of the Society for the previous season
- to receive the interim financial reports/budgets and to appoint the association auditors for the next season
- to receive reports of the Board of Directors
- to elect the Executive Officers and the Board of Directors positions of the association which are up for re-elections or which become vacant.

3.2 Special Meeting — A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of 50% or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Participation/Holding by Electronic Means — Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice — Written or electronic notice of the date of the Annual General Meeting and Special Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days prior to the date of the meeting. Notice will include a proposed agenda, reasonable information to permit Members to make informed decisions and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice — Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of

objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

- 3.6 Error or Omission in Giving Notice — No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business — No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board fourteen (14) days prior to the meeting of the Members in accordance with procedures as approved by the Board.
- 3.8 Quorum — Twenty (20) voting Members (or parents/guardians voting on behalf of a Member who is younger than 18 years old) present, along with at least 75% of the Director Members, will constitute a quorum at an Annual General Meeting or Special Meeting of the members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Scrutineers — At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.10 Adjournments — With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.11 Attendance — The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Society, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
- 3.12 Chair— The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance in person or by proxy.



## Voting at Meetings of Members

- 3.13 Voting Rights — Members have the following voting rights at all meetings of the Members:
- a) Director — Entitled to attend and speak at meetings of members, and one vote
  - b) Player—A player who is 18 years old or older is entitled to attend and speak at meetings of members and may exercise one vote at all meetings of the Members. Players who are younger than 18 years old may have one vote exercised at meetings of Members by a parent or guardian to a maximum of one vote per family. For clarity, a parent or guardian with three children registered with the Society who are younger than 18 years old may exercise only one vote. Also, two parents of the same child who is registered with the Society and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote
  - c) Team Staff Person — Entitled to attend and speak at meetings of members, and one vote
- 3.14 Multiple Categories — An individual who belongs to more than one category of membership may only exercise one vote. Parents/guardians are eligible for a vote per player currently registered with the association.
- 3.15 Paid Members — An individual who receives any amount of remuneration from the Society is ineligible to vote.
- 3.16 Voting Powers — Each voting Member votes on every issue. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, Director Members vote during elections (which includes a sitting Director Member voting on the issue of their re-election, if applicable).
- 3.17 Record Date for Voting— The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.
- 3.18 Proxy Voting — There will be no voting by proxy.

3.19 Absentee Voting — There will be no absentee voting.

3.20 Determination of Votes — Votes will be determined by a show of hands, orally, or paper or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes— Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

## ARTICLE IV GOVERNANCE

### Composition of the Board

4.1 Directors — The Board will consist of thirteen (13) Directors.

4.2 Composition of the Board — The Board will consist of the following:

- a) President
- b) Vice President / Coaching Director
- c) Treasurer
- d) Secretary
- e) Registrar
- f) Director of Player Development
- g) Director of Officials
- h) Equipment Director
- i) Ice Coordinator
- j) Evaluations Director
- k) Fundraising Director
- l) Marketing Director
- m) Tournament Director
- n) Manager Coordinator
- o) Director of Coordinators
- p) Division Coordinators
  - i. Active Start
  - ii. U10
  - iii. U12
  - iv. U14
  - v. U16
  - vi. U19

4.3 Composition of the Board — If a position on the Board remains vacant for any reason and there is a quorum of Directors holding office, decisions of the Board will be deemed to be legal and binding.

## Eligibility of Directors

- 4.4 Eligibility — To be eligible for election as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
  - b) Have the power under law to contract; and
  - c) Have not been declared incapable by a court in Canada or in another country.

## Election of Directors

- 4.5 Nomination — Any nomination of an individual for election as a Director will include the consent of the nominee
- 4.6 Nominations from the Floor — Nominations will be accepted from the floor.
- 4.7 Election — At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.
- 4.8 Election — The following Directors will be elected in staggered terms at the Annual General Meeting as follows for a two (2) year term:
- a) Odd Year Election: The President and Treasurer
  - b) Even Year Election: The Vice President, Registrar and Secretary
- 4.9 Election — The Development Director, Evaluations Director, and Referee Allocator will be elected every second Annual Meeting for a two (2) year term.
- 4.10 Election — The Division Coordinators will be elected at each Annual Meeting as follows for a one (1) year term.
- 4.11 Elections — Elections will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) One Valid Nomination — Winner elected by Ordinary Resolution.
  - b) Two or More Valid Nominations — The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a

winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.12 Director Consent — An individual who is elected or appointed to be a Director must consent to hold office as a Director during the AGM and must submit a criminal record check valid within 6 months and submitted within thirty (30) days.

### **Resignation and Removal of Directors (do we want to use this or our current one which is still with the Officer section on page 16)**

4.13 Resignation — A Director may resign from the Board at any time by providing written notice of such resignation. When a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.14 Vacate Office — The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;
- c) The Director becomes an employee or contractor of the Society;
- d) The Director is found to be incapable of managing property by a court or under Alberta law;
- e) The Director is found by a court to be of unsound mind; or
- f) The Director dies.

4.15 Removal — An elected Director may be removed by Special Resolution of the Members at an Annual General Meeting or Special Meeting, or by Special Resolution of the Board at a meeting of the Board, provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

### **Filling a Vacancy on the Board (wording has been updated)**

4.16 Vacancy — Where the position of a Director becomes vacant for whatever reason, or if a Director position is not elected at a meeting of the Members, and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant

Director position for the remainder of the unexpired term.

## Meetings of the Board

- 4.17 Call of Meeting—A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.
- 4.18 Chair— The President will be the Chair of all meetings of the Board unless designated by the President or as determined by the Board. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint the Vice President to Chair the meeting.
- 4.19 Notice — Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.
- 4.20 Board Meeting with New Directors — For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.21 Number of Meetings — The Board will hold at least twelve (12) meetings per year, inclusive of the Annual General Meeting, the third Thursday of the month. With the exception of special circumstances in which case the meeting time and date may be adjusted.
- 4.22 Quorum —At any meeting of the Board, quorum will be a majority of Directors holding office.
- 4.23 Voting — Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless one (1) Director present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the motion is defeated.
- 4.24 No Alternate Directors — No person shall act for an absent Director at a meeting of directors.

4.25 Written Resolutions — A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.26 Attendance at Meetings — Meetings of the Board will be closed to Members and the public except by invitation of the Board. Members may request attendance at a Board meeting up to five days in advance of the Board Meeting and such attendance will not be unreasonably denied, aside from In-camera sessions.

4.27 Meetings by Telecommunications — A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

### Duties of Directors

4.28 Standard of Care — Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Society; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### Powers of the Board

4.29 Powers of the Society — Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions to staff or to any Committee, staff or Director.

4.30 Empowered — The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Society in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;

- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Society;
- e) Determine registration procedures, recommend membership fees, and determine other registration requirements;
- f) Maintain and protect the Society's assets and property;
- g) Approve an annual budget for the Society;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Society;
- i) Approve all contracts for the Society;
- j) Maintain all accounts and financial records of the Society;
- k) Appoint legal counsel as necessary;
- l) Invest any extra monies;
- m) Finance the operations of the Society, including borrow money upon the credit of the Society as it deems necessary in accordance with these By-laws;
- n) Enable the Society to receive donations and benefits for the purpose of furthering the objects and purposes of the Society;
- o) Sell, dispose of or mortgage any or all of the property of the Society; and
- p) Perform any other duties from time to time as may be in the best interests of the Society.

## ARTICLE V EXECUTIVE OFFICERS

5.1 Composition — The Executive Officers will be comprised of the following Director positions:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Registrar

5.2 Other Officers —The Board may determine other Officer positions and appoint to fill those positions. Other Officers need not be Directors.

5.3 Duties — Officers have the following duties, which may be modified by the Board from time to time:

- a) President — The President will preside at all meetings of the Society and of the Directors and shall be entrusted to carry out all orders and resolutions of the Board; shall attend or appoint another person to attend all general meetings and Board meetings of the Society, prepare written reports as required; represent the Society in dealings with Ringette Alberta; act as a representative for the Society with all other Zones within Alberta; coordinate the operation and conduct of the Society; be a co-signer for the Society's

- finances; act in good faith with the focus of all actions or decisions to benefit the Society; and perform other duties as required by the Board.
- b) Vice President — The Vice President will in the absence of the President, perform the duties and exercise the powers of the President; act as interim President should the President resign or be removed until the meeting is called; be a co-signer for the Society's finances; be responsible for all discipline procedures for the ringette program and sit as the chair of the discipline committee when hearings are necessary; be responsible for enforcing discipline procedures and notifying a Ringette Alberta representative of all match penalties, suspensions and further actions taken; be a voting member on all committees or sub-committees; review and recommend operating rule and bylaw changes; act in good faith with the focus of all actions or decisions to benefit the Society; will be a voting member on all committees and sub-committees (or their delegate as appointed by the Vice President) and perform other duties as required by the President or the Board.
- c) Secretary — The Secretary will keep minutes of all meetings and Annual General meetings and submit copies to the Directors and to such other persons as the Board shall direct; ensure all motions or resolutions are recorded correctly and represent the exact direction of the Board; ensure proper notice is provided to all required attendees of any meetings of the Members; prepare an agenda in advance of any meeting and provide it to all attendees within 48 hours of the meeting commencement; maintain all minute books and records of the Society; provide communications to the membership or other groups as directed by the President or the Board; act in good faith with the focus of all actions or decisions to benefit the Society; and perform other duties as are delegated by the President or the Board.
- d) Treasurer — The Treasurer will collect and deposit money in a proper bank account(s); pay all accounts and legitimate bills of the Society on time with no lapse past a defined deadlines; alert the Board of Directors in the event of any financial issue or matter that threatens the viability of Society; maintain the financial records of the Society in accordance with the Bylaws; prepare budgets yearly, or as requested by President; be prepared to offer a projected budget at the Annual General Meeting; prepare and present a financial report on the financial status at all meetings, or at the request of the President; make the books and financial records available for inspection at the Annual General Meeting or at the request of the President for any member to review; make the books and financial records available for inspection of the Audit Committee at their request; co-sign all cheques drawn on the account of the Society; report to all meetings; act in good faith with the focus of all actions or decisions to benefit the Society; and perform such duties as are delegated by the President or the Board.



- e) Registrar — The Registrar will ensure the membership information is accurate and current; ensure that all data and information complies with any and all privacy legislation; ensure that there is a back up storage system in place to ensure data integrity and viability; collect all registrations and ensure they are complete and meet with the requirements of the Society and Ringette Alberta; submit the registrations for the Society to Ringette Alberta as defined by Ringette Alberta and ensure the upkeep of this registration; the registration of the Society's program with any leagues the Society participates in as defined by the specific/individual leagues, and the upkeep of this registration; ensure all team and Society registrations are submitted to the required parties, organizations, leagues or governing bodies within the prescribed deadlines; act in good faith, with the focus of all actions or decisions to benefit the Society; produce a valid copy of the Ringette Alberta Team Registration Form as required; perform such duties as are delegated by the President or the Board; and maintain an accurate registration database which includes, but is not limited to the player's:
- i. Date of Birth
  - ii. Address
  - iii. Phone numbers
  - iv. Email addresses
  - v. Identification of parents and/or guardians
  - vi. Ringette Alberta identification number, if applicable
  - vii. Name of community league player is associated with

5.2 Failure to Perform Duties —The Board may determine Where an Officer fails to complete the duties of their position, or fails to attend meetings of the Association, the Board of Directors may elect to dismiss the Officer from that position and may appoint a new individual to serve in that position.  
The President of the Association shall provide written notice of the intent to dismiss the individual from the Board of Directors:

*after the Officer fails to attend, or fails to submit a written report in lieu of attendance, to 2 consecutive meetings, OR  
after failing to complete the required duties of the position.*

Should the individual wish to continue their duties, they may indicate such by attending the next meeting of the Board of Directors. The Board of Directors from time to time may choose to introduce probationary conditions on that individual (for example, if the individual misses one more meeting without submitting a report, they will automatically be dismissed from the position.)

The Board of Directors shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote. The President shall send notification to the individual indicating that they have been dismissed as an Officer of the

Association.

5.5 Resignation of an Officer— In the event that an Officer cannot fulfill their duties, they must submit a letter of resignation to the President of the Association. The letter shall be presented at the next meeting of the Board of Directors.

## **ARTICLE VI COMMITTEES**

6.1 Appointment of Committees — The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Executive Committee — The Board will establish an Executive Committee that will be composed of the Officers. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Society's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

6.3 Composition — The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

6.4 President Ex-officio — With the exception of the Executive Committee, on which the President is a voting member, the President, or any other Officer appointed by the Board, will be an ex-officio non-voting member of all Committees of the Society.

6.5 Debts — No Committee will have the authority to incur debts in the name of the Society.

## **ARTICLE VII FINANCE AND MANAGEMENT**

7.1 Fiscal Year — Unless otherwise determined by the Board, the fiscal year of the Society will be July 1st to June 30th.

7.2 Bank — The banking business of the Society will be conducted at such financial institution as the Board may determine.

7.3 Annual Financial Statements — The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report (if any); and
- c) Any further information respecting the financial position of the Society.

7.4 Books and Records - The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept at the registered office of the Society. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records.

7.5 Financial Statements - The Board shall place before the Members at every Annual General Meeting the audited financial statements for the most recently completed fiscal year.

#### 7.6 Signing Authority

- a) Cheques- The designated members of the Board sign all cheques drawn on the monies of the Society. Two (2) signatures of the Officers are required on all cheques.
- b) Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Society will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 Property — The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 Borrowing — The Board may from time to time:

- a) Borrow money on the credit of the Society;

- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Society;
- c) Give a guarantee on behalf of the Society to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Society.

7.9 Borrowing Restriction — The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual General Meeting.

### **Remuneration**

7.10 No Remuneration — All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

7.11 Conflict of Interest — A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

8.1 Voting — These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

8.2 Effective Date — By-laws amendments are effective from the date they are registered with the Registrar.

## **ARTICLE IX NOTICE**

- 9.1 Written Notice — In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 Date of Notice — Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- 9.3 Error in Notice — The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **ARTICLE X DISSOLUTION**

- 10.1 Dissolution — The Society may be dissolved in accordance with the Act.
- 10.2 Distribution of Property — Upon dissolution, the Society will distribute its funds and assets, after paying all debts and obligations to a registered society as determined by the Voting Members via Special Resolution.

## **ARTICLE XI INDEMNIFICATION**

- 11.1 Will Indemnify— The Society will indemnify and hold harmless out of the funds of the Society each Director and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.
- 11.2 Will Not Indemnify — The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty,

bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Society; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

11.3 Insurance — The Society will, at all times, maintain in force such Directors and Officers liability insurance.

## ARTICLE X ADOPTION OF THESE BYLAWS

12.1 Ratification — These By-laws were ratified by a Special Resolution vote of the Members of the Society at a meeting of Members duly called and ADD DATE

12.2 Repeal of Prior By-laws — In ratifying these By-laws, the Members of the Society repeal all prior By-laws of the Society provided that such repeal does not impair the validity of any action done pursuant to the repealed By- laws.