



# **Northwest Calgary Ringette Society Bylaws**



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# Northwest Calgary Ringette Society Bylaws

## Change Log

Section/Article	Change / Revision	Date Approved
All	Full revision to Bylaws	May 7, 2024



## Article 1: General

### 1.1. Purpose

These Bylaws relate to the general conduct of the affairs of the Northwest Calgary Ringette Society, a society registered with the number 507694883 under the Societies Act, RSA 2000, Chapter 2, 14, revised on 2005/04/25 and referred to as "NWR" or the "Association" in these Bylaws.

### 1.2. No Gain for Members

The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

### 1.3. No Remuneration of Directors

The Directors will serve as such without any remuneration and no Director will directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred in the performance of their duties in accordance with the Association's policies relating to expenses.

### 1.4. Dissolution

Upon the dissolution of the Association and after the payment of all debts and liabilities, its remaining property will be distributed or disposed of to charitable or non-profit organizations that carry on their objectives solely in Canada as determined by the Board.

## Article 2: Definitions and Interpretation

### 2.1. Definitions

The following terms have these meanings within these Bylaws:

- a) **Act** means the Societies Act of Alberta, RSA 2000, S-14.
- b) **Active Member** means an individual that holds an Active Membership as described in Article 3.
- c) **Annual General Meeting** (which also may be known or referred to as AGM) means the annual meeting of the Association as described in Article 4.
- d) **Association** means the Northwest Calgary Ringette Society, which may also be known or referred to as NWR.
- e) **Auditor** means an individual appointed by the Members at the current AGM to audit or review the books, accounts, and records of the Association for a report to the Members at the next AGM. The Auditor will not be an Employee or Director of the Association.
- f) **Board** means the Board of Directors of the Association.
- g) **Board Meeting** means a meeting of the Board of Directors of the Association.
- h) **Board Observer** means an individual attending a Board Meeting and does not have the right to a vote at a Board Meeting.
- i) **Bylaws** means the Bylaws governing this Association as defined in this document.
- j) **Committee** is a functional group which reports to a Director, formed with a specific mandate or deliverable as supported by the Board of Directors as per Article 4.
- k) **Days** will mean total days including weekends and statutory holidays.
- l) **Director** means an individual elected or appointed to the Board of Directors pursuant to these Bylaws.
- m) **Emergency Resolution** means an Ordinary Resolution that is required on a critical timeline that cannot be delayed until a Board meeting can be called.
- n) **Majority** means more than 50% of the eligible Members.
- o) **Meeting** collectively refers to the Annual General Meeting, General Meetings, Special Meetings, and Board Meetings of the Association.
- p) **Member** means a member or members of the Association as defined in Article 3.
- q) **Officers** refers to the group of Directors with the named titles as listed in Article 5.
- r) **Ordinary Resolution** means a resolution passed by not less than a Majority of the votes cast at a Meeting.
- s) **RAB** means Ringette Alberta, a private, non-for-profit, non-representative, governance board of ringette in Alberta, of which NWR is a member association.
- t) **Special Meeting** means a special meeting described in Article 4.



- u) **Special Resolution** means a resolution passed by not less than seventy-five percent (75%) of the votes cast on that resolution.
- v) **Registrar** means the Registrar of Societies appointed in accordance with the Public Service Act of Alberta, or any successor or replacement agency.
- w) **Voting Member** means a member entitled to vote in person at an AGM or Special Meeting of the Association in accordance with Article 3 and Article 4.
- x) **Written Notice** means notice that is hand-delivered, faxed, electronically mailed, or posted on the Association website, or provided by mail or courier to the registered address of the Association, Director, or Member, as the case may be.

## 2.2. Interpretation

The following rules must be applied in interpreting these Bylaws:

- a) **Singular and Plural:** Words indicating singular also include plural, and vice-versa.
- b) Interpretation: In these Bylaws, words referring to an individual will include corporate bodies
- c) **Ruling on Bylaws:** Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and with the objectives of the Association.
- d) **Conduct of Meetings:** Unless otherwise specified in the Act or these Bylaws, all Meetings must be conducted according to Code of Conduct policy.
- e) **Headings:** Headings are used to delineate Bylaw sections for convenience only. They do not affect the interpretation of these Bylaws.

## Article 3: Membership

### 3.1. Register

The Association will keep a register of its Members together with address, date admitted to membership, date of termination of membership, and class of membership.

### 3.2. Terms of Membership

Any member who accepts membership in the Association will be deemed to have undertaken to abide by the provisions of the Bylaws, policies, rules and operating procedures of the Association, and all decisions of the Board of Directors of the Association.

### 3.3. Ringette Alberta

Any participant registered with the Association will also be registered with RAB.

### 3.4. Membership Classification

There are three (3) categories of Membership:

- a) Active Membership;
- b) Temporary Membership; and
- c) Volunteer Membership.



### 3.4.1. Active Membership

The following table outlines the terms and conditions for an Active Membership:

Article	Description	Clause
3.4.1 a)	<i>Eligibility for Active Membership</i>	An Active Membership may be granted to individuals who:  i) reside in the geographical boundaries of the Association as defined by Ringette Calgary or have previously been granted an Active Membership as per the Ringette Alberta residency policy; and  ii) are the parent or guardian of at least one (1) athlete registered to participate in the Membership Year or is an athlete who is at least eighteen (18) years of age registered to participate in the Membership Year.
3.4.1 b)	<i>Obtaining Active Membership</i>	An Active Membership is granted upon confirmation of eligibility and payment of the applicable registration fee.
3.4.1 c)	<i>Active Membership Period</i>	An Active Membership is valid for the Membership Year and will only be granted prior to the team formation process in accordance with the Association's policy and procedures.
3.4.1.d)	<i>Conditions for Active Membership</i>	A request for new Active Memberships after team formation will be reviewed and must comply with the Association's policies and procedures on team formation.
3.4.1 e)	<i>Voting Privileges for Active Membership</i>	An Active Membership may vote at an AGM or Special Meeting in accordance with Article 4.

### 3.4.2 Temporary Membership

The following table outlines the terms and conditions for a Temporary Membership:

Article	Description	Clause
3.4.2 a)	Eligibility for Temporary Membership	A Temporary Membership may be granted to individuals who:  i) reside outside the geographical boundaries of the Association as defined by Ringette Calgary, who are released by their current home association to play with NWR. Release is to follow Ringette Alberta residency policy; and  ii) are the parent or guardian of at least one (1) athlete registered to participate in the upcoming Membership Year or is an athlete who is at least eighteen (18) years of age registered to participate in the upcoming Membership year.
3.4.2 b)	Obtaining Temporary Membership	A Temporary Membership may be granted upon confirmation of eligibility and payment of applicable registration fee.



Article	Description	Clause
3.4.2 c)	Temporary Membership Period	Temporary Membership is valid until Active Membership is approved or rejected as per the Association's policies and procedures on registration.
3.4.2.d)	Conditions of Temporary Membership	The conditions for Temporary Membership are: i) Temporary Membership that is requested after team formation will be reviewed and must comply with the Association's policies and procedures on team formation; and ii) Temporary Membership may become an Active Membership when the applying temporary member release becomes permanent as per Ringette Alberta policy for residency.
3.4.2 e)	Voting Privileges for Temporary Membership	Temporary Membership does not have voting privileges.

### 3.4.3 Volunteer Membership

The following table outlines the terms and conditions for a Volunteer Membership:

Article	Description	Clause
3.4.3 a)	Eligibility for Volunteer Membership	A Volunteer Membership is open to individuals who are not or do not have an athlete to participate in the Membership Year but wish to support the Association.
3.4.3 b)	Obtaining Volunteer Membership	Volunteer Membership may be granted upon approval by the Board of Directors.
3.4.3 c)	Volunteer Membership Period	Volunteer Membership is valid for the Membership Year.
3.4.3.d)	Conditions of Volunteer Membership	A Volunteer Membership is subject to the Association's policies and procedures relating to screening of Members.
3.4.3 e)	Voting Privileges for Temporary Volunteer Membership	Volunteer Membership does not have voting privileges at Meetings unless fulfilling a Board position subject to the Vacancy terms of these Bylaws.

## 3.5. Admission of Members

Any individual may become a Member in the appropriate membership category by meeting the requirements in Article 3.4.

## 3.6. Membership Fees

### 3.6.1. Membership Year

The Membership Year is July 1 to June 30, or such other period as the Board may determine from time to time.



### 3.6.2. Membership Fees

The membership fee must be determined by the Board of Directors at the start of each Membership Year, recognizing that a portion of dues and fees are established by, and are payable to, Ringette Calgary and RAB. Suspension, expulsion, or resignation does not affect the right of the Association to pursue payment of monies owed for membership fees.

### 3.6.3. Deadline

The Board will determine the deadline date by which membership fees must be paid. A Member may be suspended from the Association for failing to pay membership fees by the prescribed deadline. Should dues or fees remain unpaid for an additional ninety (90) days from the prescribed deadline date, the Member may be expelled from the Association.

## 3.7. Rights and Privileges of Members

### 3.7.1. Good Standing

A Member is in good standing when:

- a) The Member has registered in the registration system that has been selected by the Association;
- b) The Member has paid membership fees and on time payments of other required fees to the Association, or has made alternate payment arrangements with the Treasurer and Registrar and made on-time payments in accordance with the alternate payment arrangements;
- c) The Member does not have any outstanding association-level volunteer commitments or has paid the applicable volunteer bond as defined in the Association's policies and procedures; and
- d) The Member is not suspended as a member as provided under Article 3.5.

### 3.7.2. Entitlements

Any Members in good standing are entitled to:

- a) Receive notice of Meetings;
- b) Speak at any Meeting:
  - i) Providing such agenda items is added to the agenda in accordance with the Bylaws;
  - ii) Providing they are in attendance for the portion of the meeting during which their agenda item is addressed; and
- c) Exercise the rights and privileges given to members in these Bylaws.

### 3.7.3. Non-Transferrable

The interest of a Member in the Association is not, directly or indirectly, transferrable to any individual or organization.

### 3.7.4. Membership Suspension

In addition to suspension or expulsion for failure to pay dues or fees, the Board of Directors may suspend or expel a Member in accordance with the Association's policies and procedures relating to conduct and discipline of Members if the Member:

- a) has failed to abide by the Bylaws;
- b) has disrupted meetings, or functions of the Association;
- c) has done an action judged to be harmful to the Association;
- d) has failed to perform an action for which its lack of performance is judged to be harmful to the Association;
- e) has failed to follow the Association's policies and procedures; or
- f) is subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has not fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Association or the disciplinary investigation has not been dismissed by the 3rd party retained to rule on it.

### 3.7.5. Notice to Member

The affected Member must receive a formal signed notice of the Board's intention to potentially suspend or expel the Member. The Member will receive at least fourteen (14) days notice to be delivered in accordance with the Association's policy and procedures.





#### 3.7.6. Cease to be in Good Standing

Members who cease to be in good standing will not be entitled to vote at Meetings of 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 as set out above.

### 3.8. Termination of Membership

#### 3.8.1. Resignation

Any Member may resign from the Association by sending a formal signed document to the Board. The resignation will come into effect immediately upon receipt of the Written Notice and the Member's name must be removed from the Member registry. Where a Member, who is subject to a disciplinary investigation or action of the Association resigns, that Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

#### 3.8.2. Deemed Withdrawal

When a member is not in good standing as per Article 3.7 by December 31 of the Membership Year, the Member is considered to have submitted their resignation. Any Member that no longer meets any of the membership categories will immediately cease to be a Member of the Association

#### 3.8.3. Expulsion

The Association may expel members when deemed in the Association's interests by passing a Special Resolution during a Special meeting called to deal with the expulsion issue.

#### 3.8.4. Appeal

Any Member directly affected by a decision of the Association may appeal the decision. The Association's Appeal Policy will be used to process any and all decision appeals submitted by Members.

## Article 4: Meetings

### 4.1. Meeting Protocols

#### 4.1.1. Meeting Agendas

All Meetings will include an agenda and meeting minutes.

#### 4.1.2. Meeting Minutes

The minutes of Meetings must include a record of all attendees, resolutions considered and their disposition, and reports received.

- a) Unapproved minutes from the AGM, Special Meeting, or General Meeting will be posted to the Association website within ten (10) days of the meeting.
- b) Approved minutes from the Meetings will be posted to the Association website within ten (10) days from the date of the meeting in which the minutes were approved.

#### 4.1.3. Quorum

No business will be transacted at Meetings unless Quorum is met. When Quorum cannot be met, the meeting will be rescheduled.

#### 4.1.4. Date of Notice

Date of notice will be the date on which receipt of the notice is confirmed electronically where the notice is 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 postmarked.

#### 4.1.5. Error or Omission in Giving Notice

No error or omission in giving notice of any Meeting nor the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance shall invalidate the meeting or make void any proceedings taken at the meeting.

#### 4.1.6. Resolutions

- a) Each Member can propose a matter for Resolution for consideration by the Board of Directors.
- b) Emergency Resolutions required to be made by the Board may be obtained by collection of votes via electronic mail. Quorum is considered to be one-hundred percent (100%) of the Board for



electronic mail voting. Emergency Resolutions presented via electronic mail must be ratified into meeting minutes at the next Board meeting.

**4.1.7. Determination of Votes**

Votes will be determined for both in-person and hybrid attendance Meetings by a show of hands unless a ballot or poll is requested by the Majority of those Members voting on the matter.

**4.1.8. Proxy Voting**

A proxy or delegate is not allowed to vote at any meeting, regardless of type.

**4.1.9. Adjournments**

With the Majority consent of the Members present and after quorum is ascertained, the Voting Members at any meeting may adjourn a meeting of the Members and no notice is required for the continuation of the meeting if the meeting is held within thirty (30) days.

**4.2. Annual General Meeting**

The following table outlines the specific protocols for an Annual General Meeting:

Article	Description	Clause
4.2.1.	Purpose	The purpose of the Annual General Meeting is to annually review the operations and financial statements of the Association and elect the Board for the upcoming Membership Year.
4.2.2.	Timing	The Annual General Meeting will be held no later than June 30 of each calendar year.
4.2.3.	Notice	Written Notice of the Annual General Meeting will be given to each Member at least twenty-one (21) days prior to the date of the meeting. This notice will include all expected open or vacant Board of Director positions.
4.2.4.	Meeting Location	The Annual General Meeting may be held: Exclusively in-person within the City of Calgary; or Exclusively by telephonic or electronic means permitting that all participants are able to adequately communicate during the meeting with each other.
4.2.5.	Quorum	At the Annual General Meeting, Quorum will consist of sixty percent (60%) of voting Board Members present and at least 11 voting Active Members in good standing.
4.2.6.	Chair of the meeting	The President will be the chair of the Annual General Meeting unless another individual is designated by the President in their absence, or appointed by the Board of Directors and approved by an Ordinary Resolution at a prior Board Meeting or at any time during the Annual General Meeting.
4.2.7.	Agenda	The agenda for the Annual General Meeting shall include: Approval of meeting agenda; Adoption of previous meeting minutes; Special Resolution for Bylaw amendment (if required); Review of the applicable season financial statements of the Association; Approval of the audited financial statement from prior Fiscal Year(s); Appointment of auditors; Board of Directors operational review; and Election of Board of Directors.



Article	Description	Clause
4.2.8.	Voting Rights	<p>Every Active Member in good standing present at the Annual General Meeting is entitled to a vote with a maximum of one (1) vote per family on any issue for which a vote is called.</p> <p>The Chair will not have a regular vote, but will have the deciding vote when the vote on a motion is tied.</p>
4.2.9.	AGM Package Distribution	The final agenda and AGM reference materials will be distributed to each Member at least four (4) days prior to the date of the meeting.

### 4.3. General Meeting

The following table outlines the specific protocols for a General Meeting:

Article	Description	Clause
4.3.1.	Purpose	A General Meeting may be held to provide an operational update to Members between Annual General Meetings. No resolutions are permitted at General Meetings.
4.3.2.	Timing	A General Meeting can be called by the Board of Directors by Ordinary Resolution.
4.3.3.	Notice	Written Notice of a General Meeting will be given to each Member at least ten (10) days prior to the date of the meeting.
4.3.4.	Meeting Location	A General Meeting may be held: Exclusively in person within the City of Calgary; or Exclusively by telephonic and/or electronic means permitting that all participants can adequately communicate during the meeting with each other.
4.3.5.	Quorum	At any General Meeting, Quorum will consist of sixty percent (60%) of Board of Directors present and no minimum requirement on Members in good standing.
4.3.6.	Chair of the meeting	The President will be the Chair of the General Meeting unless another individual is designated by the President in their absence or appointed by the Board of Directors and approved by an Ordinary Resolution at a prior Board Meeting or at any time during the General Meeting.
4.3.7.	Agenda	The agenda for a General Meeting shall consider only matters set out in the notice.
4.3.8.	Voting Rights	No voting shall occur at General Meetings.



#### 4.4. Special Meeting

The following table outlines the specific protocols for a Special Meeting:

Article	Description	Clause
4.4.1.	Purpose	A Special Meeting may be called to vote on a matter that cannot wait until the Annual General Meeting.
4.4.2.	Timing	A Special Meeting may be called by the Board of Directors by Board Resolution or by written request of seven percent (7%) of voting Members.
4.4.3.	Notice	Written Notice will be given to each Member at least twenty-one (21) days prior to the date of the meeting.
4.4.4.	Meeting Location	A Special Meeting may be held: Exclusively in person within the City of Calgary; or Exclusively by telephonic and/or electronic means permitting that all participants can adequately communicate during the meeting with each other.
4.4.5.	Quorum	At any Special Meeting, Quorum will consist of sixty percent (60%) of voting Board of Directors present and at least 11 voting Members in good standing.
4.4.6.	Chair of the meeting	The President will be the Chair of the Special Meeting unless another individual is designated by the President in their absence or appointed by the Board and approved by an ordinary resolution at any time during the meeting.
4.4.7.	Agenda	The Special Meeting agenda shall consider only matters set out in the notice.
4.4.8.	Voting Rights	Every Active Member in good standing present at the Special Meeting is entitled to vote with a maximum of one (1) vote per family on any issue for which a vote is called. The Chair will not have a regular vote, but will have the deciding vote if the vote on a motion is tied.

#### 4.5. Board Meetings

The following table outlines the specific protocols for a Board meeting:

Article	Description	Clause
4.5.1.	Purpose	The Directors will convene in a Board meeting to provide in-season operational updates and to make resolutions within the Board's power to ensure the continuous efficient and effective operation of the Association.
4.5.2.	Timing	Board meetings will be held once per month but can be called by the President more/less frequently, as required. At least four (4) Board meetings will be held each Membership Year.
4.5.3.	Notice	Written Notice will be given to each Member at least five (5) days prior to the date of the Board meeting, served via notification posted on the Association's website.
4.5.4.	Meeting Location	Board meetings may be conducted using the following methods so long as the format is indicated on the meeting agenda:



Article	Description	Clause
		<p>Exclusively in person at a location agreed upon by the members of the board;            Exclusively by telephonic or electronic means permitting that all participants are able to adequately communicate during the meeting with each other; or            A hybrid participation model, both in-person and telephonic and/or electronic participation, permitting that all participants are able to adequately communicate during the meeting with each other.</p>
4.5.5.	Quorum	<p>At any Board meeting, Quorum will consist of 60% of voting Directors present who are in good standing with the Association.            When there is no Quorum, the President will adjourn the meeting and reschedule the meeting.</p>
4.5.6.	Chair of the meeting	<p>The President will be the Chair of the Board meeting unless another individual is designated by the President in their absence or appointed by the Board and approved by an Ordinary Resolution at any time during the meeting.</p>
4.5.7.	Directors Attendance and Participation	<p>Directors are expected to be present at each Board meeting.            Board members shall not miss more than three (3) consecutive Board meetings. Board members must provide the President and Secretary notice of meeting regrets.            If a Board member misses three (3) consecutive Board meetings, they may be asked to resign from the Board by Ordinary Resolution of the remainder of the Board.</p>
4.5.8.	Member Attendance and Participation	<p>Board meetings are closed to all Members of the Association unless by invitation by a member of Board.            Members and their discussion items must be added to the Board Meeting agenda. A Member must be present at the Board Meeting to have their agenda item discussed.            Members are expected to leave the meeting upon explicit request of the Board.            Members must leave the meeting during the “in-camera”(confidential) portion of the Board meeting.</p>
4.5.9.	Agenda	<p>The Board meeting agenda shall include:            Approval of meeting agenda.            Adoption of previous meeting minutes.            Old Business            New Business            Presidents Report            Review of the applicable financial statements of the Association.            Board of Director reports.            In-camera.</p>
4.5.10.	Voting Rights	<p>Directors, who are Members in good standing, may vote with a maximum of one (1) vote per Director on any issue for which a vote is called.            The President will not have a regular vote, but will have the deciding vote when the vote on a motion is tied. The Past President will not have a vote as they are a Board Observer.</p>



## 4.6. Committee and Subcommittee Meetings

The following table outlines the specific protocols for a Committee or Subcommittee meeting:

Article	Description	Clause
4.6.1.	Purpose	To convene the members of a functional committee, led by a Director of the Board, or to convene a sub-committee with a specific mandate as supported by the Board.
4.6.2.	Chair of the meeting	A Director of the Board will be the Chair of a committee or subcommittee meeting unless another individual is appointed by the Board and approved by an Ordinary Resolution at a Board meeting.
4.6.3.	Consensus	No Resolutions will be made at meetings of committees or subcommittees. Any recommendations requiring a resolution shall be brought to the Board meeting for Ordinary Resolution.

## Article 5: Governance

### 5.1. Board of Directors

#### 5.1.1. Duties and Powers of the Board

The Board governs and acts as fiduciaries for the Association. Duties include but are not limited to:

- a) **Powers of the Association** – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions;
- b) **Managing the affairs of the Association** - The Board will make and amend policies, rules, and operating procedures for managing the affairs of the Association in accordance with the Act and these Bylaws; will ensure members adhere to these policies, rules, and operating procedures; and will ensure directions from the AGM or Special Meetings are carried out;
- c) **Discipline** - The Board may make policies and procedures relating to the discipline of Members and participants in the Association's programs, and will have the authority to discipline Members and participants in accordance with such policies and procedures;
- d) **Dispute Resolution** - The Board may make policies and procedures relating to the management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures;
- e) **Employment of Individuals** - The Board may employ or engage under contract such individuals as it deems necessary to carry out work of the Association. Employees or contractors will not have voting rights of the Association; and
- f) **Decisions of Members** – The Board will comply with all Resolutions of the Members made at the Annual General Meeting and Special Meetings.

#### 5.1.2. Duties of Directors

Each Director shall:

- a) Hold an Active Membership or Volunteer Membership and be in good standing with the Association;
- b) Act with the utmost care, loyalty, and good faith towards the Association;
- c) Set self-interests aside and act, in the matter at hand, in the best interests of the Association;
- d) Respect the Association's right to confidentiality. All Board Members must maintain confidentiality, and not divulge any information or data not publicly available; and
- e) Not be contracted and paid for providing services to the Association unless it is deemed appropriate through Special Resolution at a Special Meeting.



### 5.1.3. Composition of the Board of Directors

The Board will be comprised of:

- a) Officers;
- b) Directors at Large; and

There will be a minimum of nine (9) and a maximum of seventeen (17) directors. The Board must include the President, Treasurer and Secretary and at least two (2) additional Officers.

It is expected that only one (1) person will hold each Director position.

### 5.1.4. Officers

Directors who are Officers have specific accountabilities for the primary operations and fiduciary responsibilities of the Association as listed in this Article 5. The Officers of the Association have no additional decision making powers outside of the Board as prescribed by these Bylaws.

A maximum of nine (9) Officers will be elected to the Board as follows:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Director of Member Administration
- f) Director of Evaluations
- g) Director of Facilities & Equipment
- h) Director of Coaching
- i) Director of Athlete Empowerment

### 5.1.5. Directors at Large

A maximum of eight (8) Directors at Large will be elected to the Board. At least twenty-one (21) days prior to the Annual General Meeting at which Directors will be elected, the Board will determine the number of Director at Large positions on the Board following the meeting (for clarity, the Board must inform the Members of the exact number of positions that will be available for election). The specific roles and responsibilities of these Directors will be determined following their election, in accordance with the needs of the Association and the interests and expertise of the individuals elected. The Directors at Large of the Association have no additional decision making powers outside of the Board as prescribed by these Bylaws.

### 5.1.6. Past President

A maximum of one (1) Past President will be appointed to the Board. The Past President is expected to be the last and most recent president of the Association. This individual may attend all Meetings including Board Meetings as a Board Observer. The Past President may remain on the Board in a consulting capacity until deemed no longer required by the Board.

## 5.2. Election and Appointment of Directors

### 5.2.1. Elections

All elections of the Board will be completed at the AGM.

### 5.2.2. Eligibility for Directors

Any individual who is 18 years of age or older and who has the power under law to contract, and holds an Active Membership with the Association in good standing, may be nominated for election as a Director.

A Volunteer Member may only be nominated for Director positions with no Active Member nominees.

### 5.2.3. Eligibility for President

Any individual, who has served as a Director for one full year with the Association, may be nominated for election as President.

### 5.2.4. Nomination

Any nomination of an individual for election as a Director will:

- a) include the written consent of the nominee and may come directly from the nominee themselves (self-nomination);





- b) be submitted to the President and Secretary at least five (5) days prior to the AGM; and
- c) where a current Director wishes to run for re-election, the Director will indicate this intention in writing not less than five (5) days prior to the AGM to the President and Secretary.

Nominations made four (4) or less days prior to or during the AGM will only be permitted for Director positions with no current nominees.

**5.2.5. Circulation of Nominations**

Valid nominations will be circulated to Members no less than four (4) days prior to the meeting.

**5.2.6. Decision**

Elections will be decided by a Majority vote of the Active Members attending the AGM in accordance with the following:

- a) One Valid Nomination – winner elected by Ordinary Resolution.
- b) Two or More Valid Nominations – winner is the nominee receiving the greatest number of votes.

**5.2.7. Term**

The term of a Director will be two (2) years from the date of the AGM in which they were elected, unless the Director:

- a) has reached their maximum of two consecutive terms within the same Director role;
- b) is filling a balance of a term for which they were elected or appointed in accordance with the Vacancy per these Bylaws;
- c) resigns from office by giving one (1) month written signed notice. The resignation will take affect either at the end of the one (1) month notice or the date the Board accepts the resignation, whichever is earlier;
- d) is removed from the Board as described in Removal from Office in this Article 5; or
- e) becomes medically incapacitated or is no longer living.

**5.2.8. Staggered Terms**

The election of Directors will be staggered as follows:

<b>Board Role</b>	<b>Election Year</b>
President	Even
Vice President	Odd
Treasurer	Odd
Secretary	Even
Director of Member Administration	Even
Director of Evaluations	Even
Director of Facilities & Equipment	Odd
Director of Coaching	Odd
Director of Athlete Empowerment	Even
Up to 4 Directors at Large	Even
Up to 4 Directors at Large	Odd

**5.2.9. Removal from Office**

A Director may be removed before the end of their term via Resolution in a Board Meeting or a Special Meeting called for this purpose, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. A Seventy-five percent (75%)





majority vote by secret ballot will determine the Resolution for the removal from office.

Removal from office may be considered when the Director:

- a) has conducted themselves, as determined by the Board, in an improper or unbecoming manner, or contrary to the interests or reputation of the Association;
- b) willfully violates the Association's bylaws or policies, rules, or regulations of the Association;
- c) breaches their fiduciary obligation to the Association;
- d) fails to attend or submit a report at three (3) consecutive Board meetings;
- e) fails to complete the required duties of the position;
- f) the Director is found by a court to be of unsound mind; or
- g) becomes an employee or contractor of the Association and a Special Resolution cannot be obtained at a Special Meeting.

#### 5.2.10. Vacancy

Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified Active Member or Volunteer Member, to fill the vacancy for the remainder of the unexpired term or until the next AGM when an election for the balance of the term can be held, whichever is earlier.

## Article 6: Finance and Other Management Matters

### 6.1. Registered Office

The Registered Office of the Association is in Calgary, Alberta. The Board may from time to time change the location of the Registered Office to another location within the Province of Alberta.

### 6.2. Financials and Audit

#### 6.2.1. Fiscal Year

The fiscal year of the Association will be from May 1 to April 30, or such other period as the Board may determine from time to time.

#### 6.2.2. Financial Records

The financial records of the Association may be inspected by any Member at the Annual General Meeting, or at any other time upon giving reasonable notice and arranging a time satisfactory to the parties involved.

#### 6.2.3. Financial Audit

The books, accounts, and records will be audited at least once per year by a duly qualified accountant within the province of Alberta. The auditor will be appointed at each Annual General Meeting.

The auditor must have access to all records, documents, books, and accounts of the Association required by these Bylaws or by applicable law, which will be properly kept by the Treasurer.

### 6.3. Minutes

The Secretary or delegate will prepare and keep the minutes of the Meetings.

### 6.4. Financial Matters

#### 6.4.1. Financial Authorities

The Board will designate the Officers to have signing authority for all financial transactions conducted in the name of the Association.

Officers with signing authority may not be from the same athlete family.

Two (2) signatures will be required on all cheques. Online banking transactions will be subject to proper segregation of duties.

The Board may, at its discretion, designate an Officer to have signing authority for financial transactions below a prescribed amount.



#### 6.4.2. Financial Institutions

The Association will conduct its banking business at such banks, trust companies, or other financial institutions as the Board may designate, appoint, or authorize from time to time.

#### 6.4.3. Execution of Agreements

All written agreements entered into in the name of the Association will be signed by one Officer, or by one Director providing a motion was passed by the Board of Directors.

#### 6.4.4. Team Finances

The Association is not responsible for any funds held in individual team bank accounts. Teams must establish a separate bank account in accordance with the Association's team banking policy and procedures.

### 6.5. Property

The Association 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.

### 6.6. Borrowing, Fundraising, and Grants

The Association may borrow or raise funds to meet its objectives and operational needs. The Board will determine the amounts and avenues to raise funds.

#### 6.6.1. Fundraising

Fundraising and grant applications are subject to Board approval under the normal course of operations.

#### 6.6.2. Borrowing

Borrowing requires a Special Resolution at a Special Meeting.

## Article 7: Conflict of Interest

All Directors, other Members, and committee members who have an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will:

- a) disclose fully and promptly the nature and extent of such interest to the Board, or Committee, as the case may be;
- b) will refrain from voting or speaking in debate on such contract or transaction;
- c) will refrain from influencing the decision on such contract or transaction; and
- d) will otherwise comply with the requirements of the Act regarding conflict of interest; and
- e) will adhere to any additional requirements as set out in the Association's policies for dealing with conflict of interest.

## Article 8: Amendment of Bylaws

### 8.1. Special Resolution

The Bylaws of the Association may only be amended, revised, repealed, or added to by a Special Resolution at an Annual General Meeting or a Special Meeting, for which proper notice has been given.

### 8.2. Notice of Amendment

The twenty-one (21) days notice of the meeting must include details of the proposed Special Resolution to change the Bylaws.

### 8.3. Registration

The amended Bylaws will take effect after acceptance by the Registrar.



## **Article 9: Indemnification**

### **9.1. Will Indemnify**

The Association will indemnify and hold harmless out of the funds of the Association each Director from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director.

### **9.2. Will Not Indemnify**

The Association will not indemnify a Director or any other individual for acts of fraud, dishonesty, or bad faith.

### **9.3. Insurance**

The Association may purchase and maintain insurance for the benefit of its Directors, as the Board may determine.

### **9.4. Responsibility**

The Association will not be held responsible for the operation or financial commitment of any Member, committee, individual, organizing body, ringette competition, or ringette-related activity for which the Association has not explicitly assumed such responsibility in writing.

## **Article 10: Adoption of these Bylaws**

### **10.1. Adoption by Board**

These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on April 16, 2024.

### **10.2. Ratification**

These Bylaws are ratified by a Special Resolution of the Members of the Association entitled to vote at a Meeting of Members duly called and held on May 7, 2024.

### **10.3. Repeal of Prior Bylaws**

In ratifying these Bylaws, the Members of the Association repeal the prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

### **10.4. Enactment**

These Bylaws are hereby enacted and will come into force upon their acceptance by the Registrar.