

BYLAWS PROPOSED BY SPECIAL RESOLUTION –
August 2010

**Calgary
Open Ringette
Association**

BY-LAWS

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ARTICLE 1. DEFINITIONS AND INTERPRETATION

In these Bylaws:

- A) **"ASSOCIATION"** means The CALGARY OPEN RINGETTE ASSOCIATION;
- B) **"CORR"** means The CALGARY OPEN RINGETTE ASSOCIATION;
- C) **"BOARD"** means the BOARD OF DIRECTORS of the Association;
- D) **"DIRECTOR"** means the appointed and elected Directors of the Association;
- E) **"MEMBER"** means Full Members, Affiliate Members, and Interim Members;
- F) **"PLAYER"** means any individual who plays adult (+18) Ringette and who is registered with the Association by the team(s) for which that individual plays;
- G) **"RINGETTE CALGARY"** means The Ringette Calgary Association;
- H) **"MATERIAL INTEREST"** means any direct or indirect personal or financial interest in the outcome of any matter under consideration at any Meeting of the Association;
- I) **"SPECIAL RESOLUTION"** means a Resolution passed:
 - a) at a meeting of which not less than 30 days written notice specifying the intention to propose the resolution has been given
 - AND*
 - b) by the vote of not less than 75% of the quorum of voting Members present
- J) **"GENERAL MEETING"** shall mean Annual General Meeting, Special General Meeting or Emergency General Meeting

ARTICLE 2. GENERAL

A) AMENDMENT

Subject to the SOCIETIES ACT (ALBERTA), the Bylaws of the Association shall not be altered, amended, added to or rescinded except by Special Resolution and none of the foregoing shall be in effect until registered by the Registrar, as defined in the SOCIETIES ACT (ALBERTA).

B) INCLUDED WORDS

In all Bylaws the feminine shall include the masculine, the singular the plural, and the plural the singular. Wherever reference is made to the Societies Act (Alberta) or a section thereof, such reference shall be deemed to extend and apply to any amendment to the act or section, as the case may be.

C) CORPORATE SEAL

The Association does not have a corporate seal.

ARTICLE 3. MEMBERSHIP

A) MEMBERSHIP CATEGORIES**a) Full Members:**

The Association accepts any individuals on teams administered by the Association, or committees operated by Affiliate Member Groups of the Association, for Membership.

Such Members shall have paid the prescribed Membership fee by the required date where applicable. The term of Membership shall be from November 1st to October 31st of each year.

Members of the Board of Directors and Members on committees operated by Affiliate Member Groups are Full Members and shall not pay a Membership fee.

b) Affiliate Member Groups:

Affiliate Membership may be granted to individuals on approved Sub-Committees, or other organizations connected with CORA (for example but not limited to: Tournament Committees, Provincial Championship Committees).

Affiliate Members groups shall elect or appoint an individual to serve as a voting Director on the CORA Board of Directors.

c) Interim Members:

Interim Membership is temporarily granted to any individual who volunteers for an Association Bingo, Casino or other CORA sponsored fundraiser event. The membership shall be of the duration of the duties as required.

Interim Members shall not pay a Membership Fee, and shall have no voting privileges.

B) PROXY VOTING

Proxy voting is NOT permitted at meetings of the Association.

C) MEMBERSHIP FEES

A motion passed at a Board of Directors meeting shall set membership fees from time to time.

D) RESPONSIBILITIES OF MEMBERSHIP

All Members agree to abide by the bylaws and the rules and regulations of the Association as they exist from time to time and to conduct themselves in a manner that does not jeopardize the reputation of the Association. All Members agree to pay the prescribed fees by the required deadlines as set from time to time.

E) WITHDRAWAL OF MEMBERSHIP

A Member may withdraw their Membership by written notification to the CORA Board of Directors. Withdrawal of Membership shall not affect the right of the Association, at the discretion of the Board of Directors, to pursue payment of any monies owed to the Association by the Member.

F) SUSPENSION ON FINANCIAL GROUNDS

If Member(s) are in arrears of prescribed fees for a period of 30 days from the date that such fees were assessed, their Membership shall be automatically suspended, and they shall cease to be a Member in good standing and shall forfeit all rights, privileges and powers. One of the conditions of reinstatement shall be full payment of the arrears and such costs Associated with the arrears.

G) SUSPENSION OR CANCELLATION OF MEMBERSHIP

The Membership of any Member may upon a carried Special Resolution, be suspended or cancelled, in either case with or without conditions, for any cause which may be deemed reasonable, including any continuing breach of the Bylaws of the Association, the Rules and Regulations of the Association, or for conduct which jeopardizes the safety or reputation of the Association or any of it's Members.

A Member may appeal a suspension or cancellation of Membership within 30 days of such decision being rendered by submitting in writing to the President, a request to appeal the decision.

H) APPEAL PROCESS FOR SUSPENSION OR CANCELLATION OF MEMBERSHIP

Upon receipt of the request to appeal, the President (unless the President is the Member appealing, then the Vice President) will form and chair an appeal committee comprised of two other elected Association Directors and two appointed Association Directors. The committee will meet in person within ten days of the appeal being received and shall render a decision within five days of the meeting.

The committee will immediately inform the Board of Directors and the appellant of the decision. A successful appeal shall result in the automatic reinstatement of the Member.

ARTICLE 4 MEETINGS

A) GENERAL MEETINGS**a) Annual General Meeting**

An Annual General Meeting of the Association shall be held in September of each year.

The purpose of the meeting shall be:

To receive the financial statements of the Association for the previous season

To receive the interim financial reports and to appoint auditors to review the financial statements for the current season

To receive the reports of the Board of Directors

To elect Directors of the Association

b) Special General Meetings

A Special General Meeting of the Association shall be called by the President, upon receipt of a written request signed by 25 Full Members. Such a request shall state the reason for the Special General Meeting. Written notice of Special General Meetings shall be posted on the Association website within seven days after the receipt of the request and the notice shall be given seven days in advance of the meeting date.

c) Emergency General Meetings

The Board of Directors may call Emergency General Meetings as required from time to time.

d) Voting Privileges / Delegates for General Meetings

Any Member of the Association may attend a General Meeting, however only Full Members shall have voting privileges.

Each team shall be allowed up to 3 voting delegates

AND, in addition

Members on committees operated by Affiliate Member Groups and members of the Board of Directors shall carry ONE vote at General Meetings of the Association.

e) Notice of General Meetings

Notice of General Meetings to the Board of Directors shall be given:

- at an Association Board of Directors Meeting, or
- by email or telephone
- AND

Notice of General Meetings to Members shall be:

posted on the Association website, or

by email or telephone

- 15 days in advance of the meeting date for an Annual General Meeting
- 7 days in advance of the meeting date for a Special General Meeting or an Emergency General Meeting

f) Quorum for General Meetings

A quorum for General Meetings shall be:

- A minimum of twenty voting Members, including at least 50% of the filled CORA Board of Directors positions, OR
- A minimum of 75% of the filled CORA Elected Directors positions.

B) BOARD OF DIRECTORS MEETINGS

Meetings of the Board of Directors shall be held a minimum of 2 times during each year. Each Member of the Board of Directors shall carry ONE vote and NO proxy voting is permitted. A minimum of 7 days notice shall be given for meetings with a quorum being 50% of the filled positions.

C) MEETING PROCEDURES

The President shall preside at all meetings of the Association. Should the President be unable to attend, the Past President, Vice President, or Treasurer shall chair the meetings. The meeting Chair shall not vote except to break a tie vote.

Should the Chair of any meeting of the Association be at conflict on an issue, or wish to step down from the chair for a meeting or any portion thereof, they shall relinquish their duties and their voting privileges by handing the chair to the following (applied in sequence): Past President, Vice President, Treasurer.

Voting on the regular business of the Association shall be by a show of hands unless a resolution is carried to vote by secret ballot with a simple majority required to carry the resolution.

ARTICLE 5 BOARD OF DIRECTORS

The Board of Directors shall consist of elected Directors of the Association plus appointed Directors of the Association. Members of the Board of Directors shall be considered Full Members of the Association.

A) COMPOSITION

There shall be a minimum of 10 Directors on the Board of Directors.

The **Elected Directorships** may include (but are not limited to):

- | | | |
|-----------------|-----------------|--------------------------|
| President | Vice President | Treasurer |
| Secretary | Registrar | Facilities Director |
| League Director | Gaming Director | Ringette Calgary Liaison |

The **Appointed Directorships** may include (but are not limited to):

- | | | |
|----------------|-------------------------|----------------|
| Past President | Team Delegates | Special Events |
| Sponsorship | Affiliate Member Groups | |

The Board of Directors may designate other Directorships from time to time.

B) POWERS AND DUTIES OF THE BOARD

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The Board of Directors shall be part of and responsible for the following:

- The calling and conducting of meetings
- The daily operations of the Association
- Approval of an annual Association operating plan and budget
- Approval of any changes to an approved budget
- Amendments to the rules and regulations of the Association
- The approval of Affiliate Memberships
- The Directors may appoint committee or project chairpersons to assist in the completion of their responsibilities as required.
- Amendments to the Bylaws of the Association (to be passed by Special Resolution)
-

a) Duties of ELECTED Directors:

President

- The principle leader of CORA with overall responsibility for the management and supervision of the affairs of CORA.
- Ensure the planning and budgeting for the future is carried out in accordance with the wishes of the members.
- Assign such duties, as from time to time, become necessary and which are essential to the conduct of the affairs of the Association.
- The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all General Meetings and Board Meetings. In his/her absence, the Past President, Vice-President or Treasurer shall preside at any such meetings. In their absence, a chairperson may be elected at the meeting to preside.

Vice President

- Attend General Meetings and Board Meetings.
- Perform the duties of the President during her absence
- The Vice President shall assist the President as required and shall inherit the duties of the Presidency should the President be unable to fulfill them.
- Oversee the Special Events Director to organize association sponsored clinics, workshops, etc.
-

Treasurer

- Attend General Meetings and Board Meetings.
- The Treasurer shall receive all monies paid to the society and be responsible for association banking. All funds shall be properly accounted for and books shall be kept as may be directed.
- Prepare all CORA invoices and ensure their timely collection and pay all accounts owed by CORA
- The Treasurer shall prepare an annual Budget which shall be approved by the Board and the Membership at the Annual Meeting.

- Present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement of the financial position of the society and submit a copy of same to the Secretary for the records of the society.
- Establish policies and procedures which are in compliance with Alberta Gaming rules for depositing and utilizing Casino earnings;
- Prepare and file Casino Financial Reports (with the assistance of the Gaming Director)
-

Secretary

- It shall be the duty of the secretary to attend General Meetings and Board Meetings, and to keep accurate minutes of the same. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.
- Coordinate the posting of the minutes to the web site
- Prepare the agenda for all meetings of the Members and Board in consultation with the President
- Make arrangements including venue, date, and times for association meetings and send adequate notice of meetings
- The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board.
- File the annual return, changes in the Executive of the Association, amendments in the bylaws and other incorporating documents with Corporate Registry

Registrar

- Attend General Meetings and Board Meetings.
- The Registrar shall be responsible for the registration of teams and team members of CORA.
- Keep and maintain a register of all Teams, Players, Coaches and other Team Officials in CORA
- Work with the League Director to resolve disputes regarding the Association By-Laws and the CORA Rules and Regulations.
- Respond to requests from new players or new teams inquiring about the CORA League

Facilities Director

- Attend General Meetings and Board Meetings.
- The Facilities Director shall be responsible for actively seeking available facilities for use by CORA members.
- Provide leadership and direction for the overall management and development of facilities used by CORA teams. Work closely with Arena Staff on administrative matters and ensure facilities are utilized to full capacity.
- Oversee Affiliate Member Groups to assist in the planning, coordination and development of CORA tournaments and special events throughout the year.
- To assist the Scheduler in preparation of the CORA schedule(s) and required changes.

League Director

- Attend General Meetings and Board Meetings.
- The League Director shall oversee CORA league play and CORA playoffs.
- Administer and enforce all disciplinary action as detailed in the CORA Rules and Regulations.
- Deal with Ringette Alberta where necessary in determining proper disciplinary action.
- Work with the Scheduler & Referee Assigner to complete and communicate League and Playoff Schedules.
- Ensure the web site is updated with the most current version of schedules.

Gaming Director

- Attend General Meetings and Board Meetings.
- Work on and develop revenue generating programs for CORA members.
- Prepare and file Casino Financial Reports (with the assistance of the Financial Director)

Ringette Calgary Liaison

- Attend General Meetings and Board Meetings.
- Attend Ringette Calgary Board and General Meetings to ensure open communication between CORA and Ringette Calgary.

b) Duties of Appointed Directors:

Past President

- Attend General Meetings and Board Meetings.
- Guide and assist the President as required.

Team Delegates

- Liaison between individual Teams and the Board of Directors or any elected member of the Board of Directors.
- Attend General Meetings
- Attend Board of Director Meetings if requested.

Special Events

- Organize association sponsored clinics, workshops, etc.
- Attend General Meetings and Board Meetings.
- Report to the Vice President

Sponsorship

- Actively seek Corporate, Government or Individual sponsorship for the Association, or for Association hosted events.
- Attend General Meetings and Board Meetings
- Report to the Treasurer any ongoing negotiations or requests for sponsorship.

Affiliate Member Groups

- Organize association sponsored tournaments and hosting of provincial championships.
- Attend General Meetings and Board Meetings
- Report to the Facilities Director

c) Vacancies

Where a Board position is or becomes vacant, the remaining Board Members may attempt to fill, by appointment, those vacant positions as quickly as possible. The appointment shall be for the balance of the term of office.

d) Election, Term of Office, Consecutive Terms

The elected Directors shall be elected at the Annual General Meeting of the Association. Appointed Directors shall be named within two weeks of the Annual General Meeting of the Association where possible. The term of office shall be one year - from Annual General Meeting to Annual General Meeting. Directors shall not serve in one position for more than five consecutive terms.

e) Failure to Perform Duties

Where a Director 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 Director 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 Director 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

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 a Director of the Association.

f) Appeal Procedure for Dismissed Directors

A written request to appeal dismissal must be submitted to the Board of Directors. Upon receipt of the request to appeal, the President (unless the President is the Director appealing, then the Vice-President) will form and chair an appeal committee comprised of two other elected Association Directors and two appointed Association Directors. The committee will meet within ten days of the appeal being received and shall render a decision within five days of the meeting. The vote must be carried by a majority of 5 of the 6 voting persons on the appeal committee.

The committee will immediately inform the Board of Directors and the appellant of the decision. A successful appeal shall result in the automatic reinstatement of the Director.

g) Resignation of a Director

In the event that a Director 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.

h) Remuneration of Directors

No Member of the Board of Directors shall receive remuneration for serving on the Board or on any committee established by the Board.

i) Removal of Directors from Office

Directors may be suspended or removed from office, in either case with or without conditions, for any cause which may be deemed reasonable, including any continuing breach of the bylaws and operating policies of the Association or for conduct which jeopardizes the reputation of the Association.

Upon receipt of a written request from a Member of the Association, requesting the suspension of a Director or removal of a Director from office, a Special Meeting of the Board of Directors shall be called within 10 days. The written request shall include the reasons for request and any background materials relevant. The Director and the Member registering the request shall be invited to attend the meeting to speak to the request. A quorum for this special meeting shall be 75% of the filled Board positions. They shall render a decision of which must be carried by a majority of 75% of those present and eligible to vote, and notify in writing, the Director and the Member registering the request.

j) Resignation/Removal of the President

In the event the President of the Association cannot fulfill their duties, the Vice President will take over the presidency with all the powers of that office.

ARTICLE 6 MINUTES, BOOKS AND RECORDS

A) MEETING MINUTES, CORRESPONDENCE AND CONTRACTS

The minutes of the Association meetings shall be recorded and distributed by the Secretary of the Association. A meeting minute book shall be maintained as the official record of Association meetings and proceedings. The minute book and files of all Association correspondence and contracts shall be kept by the President of the Association and shall be maintained to be passed from outgoing President to incoming President.

B) INSPECTION

The Board of Directors shall allow any Full Member of the Association to inspect the books, records and accounts of the Association, within 72 hours of the Member submitting a written request to the President. The inspection of the fore mentioned documents shall take place in the presence of the President or the Past President, AND the Vice President or Treasurer at a mutually agreed location.

ARTICLE 7 FINANCIAL AFFAIRS

A) FINANCIAL RECORDS

All financial records, banking documents and accounting data shall be filed and kept in an organized manner by the Treasurer. The Treasurer shall be responsible to make certain that the accounting records and actions are accurate and to ensure that the books of the society are audited annually by a dully qualified accountant elected for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such Auditor at the AGM. The fiscal year of CORA in each year shall be June1 – May 31.

B) BORROWING POWER

For purposes of carrying out the Association objectives, the Board of Directors, by way of a Director resolution, may cause the Association to raise or secure payment of money in any manner they think fit, except that in no case shall debt instrument be issued without sanction of a special resolution.

C) DISSOLUTION CLAUSE

If CORA is dissolved, monies derived from Gaming that remain after paying debts and liabilities will be given to a recognized and eligible charity or non-profit organization.