

Rope Skipping Alberta Association

Bylaws (DRAFT)

ARTICLE 1: GENERAL

- 1.1 The name of the society shall be Rope Skipping Alberta Association, and is referred to below as the Association.
- 1.2 The geographical base of the Association shall be the Province of Alberta.

ARTICLE 2: MEMBERSHIP

- 2.1 Membership classes in the Association shall be Athlete Members, Coach Member, Officials Member, and Associate Member.
 - a. An Athlete Member is any individual who is a rope skipping athlete and has applied for membership, has agreed to abide by the Association's bylaws, policies, rules, and regulations, and is registered with the Association. Categories of Athlete Members may be determined by the Board of Directors.
 - b. A Coach Member is any individual who is a rope skipping coach and meets the coaching criteria and standards of the Association, has applied for membership, has agreed to abide by the Association's bylaws, policies, rules, and regulations, and is registered with the Association.
 - c. An Officials Member is any individual who meets the criteria and standards of the Association for competition officials, has applied for membership, has agreed to abide by the Association's bylaws, policies, rules, and regulations, and is registered with the Association.
 - d. An Associate Member is any individual who is not registered as an athlete, coach, or official, has applied for membership, has agreed to abide by the Association's bylaws, policies, rules, and regulations, and is registered with the Association.
- 2.2 All members are required to ensure their contact information is provided to the Association.
- 2.3 The Association's membership fees and membership duration shall be determined by the Board of Directors.
- 2.4 Membership in the Association may be terminated by the following:
 - a. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through the Secretary. Resignation shall not release the member from payment of any fees owing, including those for the current membership year, or any other indebtedness to the Association.
 - b. If any member is in arrears for fees owing for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated.
 - c. Any member, upon a majority vote of the Board of Directors, may be expelled from membership for any cause which is deemed reasonable by the Board of Directors.

ARTICLE 3: ELECTION OF DIRECTORS

- 3.1 The Board of Directors shall, subject to the Bylaws or directions given to it by majority vote at any Annual General Meetings and Special Meetings, have full control and management of the affairs of the Association.
- 3.2 A Nominating Committee is responsible for ensuring that there is a slate for election at the Annual General Meeting and to make recommendations pertaining to any unfilled position on the Board of Directors.
- 3.3 During elections held at the Annual General Meetings, any member may nominate any eligible member in good standing for Director as long as the individual has consented in advance in writing or is present at the Annual General Meeting to accept such nomination, and meets all other eligibility criteria. The consent must specify the position, be dated up to twenty-one days before the Annual General Meeting, and contain the original signature of the member being nominated.
- 3.4 A majority vote is required to elect all Directors. No Director may be elected by acclamation. If a position is subsequently unfilled at the Annual General Meeting, it will become a casual vacancy.
- 3.5 The Board of Directors shall consist of no less than five voting Directors and no more than nine voting Directors. Rope Skipping Canada Representatives are ex-officio Directors. The Board of Directors will include the following positions:
- Chair (elected in odd-numbered years)
 - Vice Chair (elected in even-numbered years)
 - Vice Chair (elected in odd-numbered years)
 - Secretary (elected in even-numbered years)
 - Treasurer (elected in odd-numbered years)
 - Up to two Directors-at-Large (elected in odd-numbered years)
 - Up to two Directors-at-Large (elected in even-numbered years)
 - Rope Skipping Canada Representative (elected in even-numbered years)
- 3.6 Additional Rope Skipping Canada Representatives may be elected if permissible according to the bylaws of Rope Skipping Canada. Once confirmed by Rope Skipping Canada, additional Rope Skipping Canada Representatives positions shall be considered as casual vacancies until the next Annual General Meeting
- 3.7 All Directors shall be of legal age of majority. Directors are not required to be members of the Association.
- 3.8 A person appointed or elected a Director becomes a Director if he/she is present at the meeting when being appointed or elected and consented to the nomination or appointment, or if the person who is appointed or elected provided signed consent prior to the nomination or appointment for the position being nominated if not present at the meeting.

- 3.9 New Directors shall take office immediately following the Annual General Meeting. The term of office for all elected Directors is two years. Directors shall not hold the same elected office for more than two successive terms or until successors are elected.
- 3.10 The Officers of the Association are the Chair, Vice Chairs, Secretary and Treasurer. The Officers collectively form the Executive Committee.
- 3.11 The Board of Directors, by resolution of which advance notice has been given in the notice of meeting, may remove any Member of the Board of Directors before the end of their term of office with a special majority vote of two-thirds of the Board of Directors. This may be done for reasons of non-attendance at three consecutive Board of Directors' meetings for which the required notice had been provided; being convicted of a criminal offence; for non-performance of duties as outlined in these Bylaws; or for any behaviour or speech that defames or slanders the Association or its Members. The resulting vacancy may subsequently be filled by appointment by the Board of Directors. The person so appointed shall hold office until the next Annual General Meeting.
- 3.12 Any casual vacancy occurring on the Board of Directors may be filled by appointment by the Board of Directors. The person so appointed shall hold office until the next Annual General Meeting.

ARTICLE 4: DUTIES AND POWERS OF OFFICERS

- 4.1 The Chair shall be an ex-officio member of all Board committees. He/she shall, when present, preside at all meetings of the Board of Directors, Executive Committee, Special Meetings, and Annual General Meetings. In his/her absence, a Vice Chair shall preside at any such meetings.
- 4.2 In the absence of the Chair, a Vice Chair shall act as the chair of meetings of the Board of Directors, Executive Committee, Special Meetings, and Annual General Meetings. In the absence of the Chair and Vice Chair, an alternate Officer may be appointed to preside.
- 4.3 It shall be the duty of the Secretary to oversee the keeping of accurate minutes of the meetings of the Annual General Meeting, Special Meetings, Board of Directors Meetings, and Executive Committee Meetings. In case of the absence of the Secretary, his/her duties shall be discharged to another Officer appointed by the Board. The Secretary shall also ensure that all regulatory files are made in accordance with deadlines. The Secretary is responsible for maintaining all minutes, records, policies, and files of the Association.
- 4.4 The Treasurer shall oversee all financial matters related to the Association. He/she shall present a detailed account of receipts and disbursements to the Board whenever requested and shall prepare audited financial statements of the Association for approval at the Annual General Meeting, and submit approved financial statements and records to the Secretary.

ARTICLE 5: REMUNERATION

- 5.1 All Officers and Directors of the Board shall serve without remuneration. All services performed by a Member of the Association on behalf of the Association are without remuneration unless approved by the Board of Directors.

ARTICLE 6: BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE MEETINGS

- 6.1 When present, the Chair shall preside at all meetings of the Board of Directors, Executive Committee, Special Meetings, and Annual General Meetings. In the Chair's absence, a Vice Chair shall preside at these meetings.
- 6.2 Meetings of the Board of Directors shall be held as often as may be required, but at least once every three months, and shall be called by the Chair or by any two Officers. Meetings of the Board of Directors shall be called by ten days notice with each member of the Board of Directors receiving notice by mail, fax, telephone, or electronically. Meetings of the Board of Directors may be held without notice if a quorum of the Board of Directors is present provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board of Directors. A quorum of the Board of Directors shall be fifty percent plus one of the Directors, including the meeting chair.
- 6.3 Meetings of the Executive Committee shall be held as often as required. Meetings of the Executive Committee shall be called by ten days notice with each member of the Executive Committee receiving notice by mail, fax, telephone, or electronically. Meetings of the Executive Committee may be held without notice if a quorum of the Executive Committee is present provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Executive Committee. A quorum for a meeting of the Executive Committee shall be fifty percent plus one of the Executive Committee members, including the meeting chair.
- 6.4 The following procedures shall be followed at Board of Directors and Executive Committee meetings.
- a. Voting shall be by a show of hands, electronic ballot, or by voice at the discretion of the meeting chair. A vote by a secret ballot shall be taken if so requested by a member of the Board of Directors.
 - b. At the discretion of the Chair, a resolution, duly moved and seconded, may be voted by mail, e-mail, electronic communication system, or voice ballot.
 - c. There shall be no voting by proxy at a Board of Directors meeting or an Executive Committee meeting.
 - d. Teleconferencing or other technology based communication system may be used in lieu of a face-to-face Board of Directors or Executive Committee meetings.
 - e. The meeting chair may only vote in order to break a tie.
- 6.5 All meetings of the Board of Directors are open only to members of the Board of Directors, and to guests approved as a component of approving the agenda. Guests may only attend for the relevant agenda item.
- 6.6 All meetings of the Executive Committee are open only to members of the Executive Committee, and to guests approved as a component of approving the agenda. Guests may only attend for the relevant agenda item.

ARTICLE 7: COMMITTEES

- 7.1 The Board of Directors may establish, constitute, or dissolve committees, working groups, and task groups as it deems necessary.

- 7.2 The Board will establish the terms of reference and budgets for all committees, working groups, and task groups, and may delegate any of its powers, duties, or functions to any committee, working group, or task group. No committee, working group, or task group will have the authority to incur debt on behalf of the Association.
- 7.3 The Chair of the Board of Directors shall be an ex-officio member of all committees, working groups, and task groups.
- 7.4 The members of each committee, working group, and task group are approved by the Board of Directors. When a vacancy occurs on any committee, working group, or task group, the Board of Directors may appoint a qualified individual to fill the vacancy for the remainder of the term.
- 7.5 A quorum of any committee, working group, and task group shall be fifty percent plus one of its members, including the meeting chair.
- 7.6 The meeting chair for any committee, working group, or task group meeting may only vote in order to break a tie.
- 7.7 All committee meetings are open only to members of the committee, and to guests approved as a component of approving the agenda. Guests may only attend for the relevant agenda item.

ARTICLE 8: FINANCE

- 8.1 The Chair, Treasurer, and one other Officer as appointed following each Annual General Meeting by the Board of Directors have signing authority for the Association, with any two signatures being required to complete a financial transaction.
- 8.2 The Finance Committee will propose an annual budget to Board of Directors for approval. The Finance Committee shall liaise with each committee, task group, or work group to identify anticipated revenues and expenses in programs for which they hold responsibility. The Board of Directors shall approve an annual budget prior to the Annual General Meeting.
- 8.3 The financial statements of the Association shall be audited annually by a duly qualified accountant or by two individuals approved for that purpose at the Annual General Meeting. Financial statements shall include a balance sheet, statement of revenues and expenses, and statement of cash flows. These financial statements shall be presented by the Treasurer or designate at the Annual General Meeting for approval by the membership. No remuneration will be received by members who complete the audit.
- 8.4 The fiscal year end of the Association in each year shall be December 31.
- 8.5 The books and records of the Association may be inspected by any member of the Association at any time upon giving reasonable notice and arranging a time and location satisfactory to the Officers having charge of same. Each member of the Board shall at all times have access to such books and records. The Board of Directors may open any accounts at credible financial institutions as it deems necessary.

- 8.6 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

ARTICLE 9: ANNUAL GENERAL MEETINGS AND SPECIAL MEETINGS

- 9.1 The Board of Directors of the Association shall set the date and location of the Annual General Meeting. It shall be held after January 1 and prior to July 1 each year. Annual General Meetings shall only be face-to-face meetings, and all attendees must register in-person prior to the meeting to be recognized.
- 9.2 A Special Meeting of the Association may be called by the Board of Directors or by the Chair. A Special Meeting of the Association shall also be called at any time upon receipt of a petition signed by one-third of the members in good standing. Such request shall express the object of the meeting and shall be sent by mail or electronic notice to the Chair and Secretary. The only items to be discussed at a Special Meeting are those specified in the request.
- 9.3 Teleconferencing or electronic means of communication may be used instead of a face-to-face meeting for Special Meetings at the discretion of the Chair. If a Special Meeting has been called at a physical location, all attendees must register in-person prior to the meeting to be recognized.
- 9.4 The following procedures shall be followed at Annual General Meetings and Special Meetings.
- a. Each member of the Association shall be notified at least twenty-one days prior to the actual date of the Annual General Meeting or Special Meeting by mail or electronic notice. The notice shall specify the place or meeting method, date and hour of the meeting, a summary of the business to come before the meeting and a list of all nominations to date to the Board of Directors for an Annual General Meeting. The accidental omission to give notice of any meeting to, or the non-receipt of any notice by a member, shall not invalidate any resolution passed or any proceeding taken at the meeting.
 - b. Quorum for the transaction of business at an Annual General Meeting or Special Meeting shall be representation by delegates and proxies received in writing from fifteen percent of the members who are eligible to vote.
 - c. At an Annual General Meeting or Special Meeting, votes shall be determined by a show of hands unless a secret ballot is requested by the Chair or by at least twenty-five percent of the members present.
 - d. If a Special Meeting is held via teleconference, voting may be done by voice or other electronic means at the discretion of the meeting Chair.
 - e. Abstaining voters are not counted in determining a majority. A tie vote is defeated. A majority of the votes cast by the voting delegates shall determine the questions.
- 9.5 Annual General Meetings and Special Meetings shall be open to all members.
- 9.6 The general public may attend Annual General Meetings or Special Meetings; however, the members in attendance by majority vote may close all or part of the meeting to anyone who is not a member. The minutes of Annual General Meetings or Special Meetings where part or all of the meeting is closed to the general public will record only the decisions made during that portion of the meeting.

- 9.7 Any member in good standing eighteen years of age or older has the right to vote at any Annual General Meetings and Special Meetings. The Association's Chair, or in the absence of the Association's Chair the chair of the meeting, is eligible to vote on all motions at Annual General Meetings and Special Meetings.
- 9.8 Each member eligible to vote at a meeting of members may appoint a proxy holder to attend and act as the member's representative at the meeting in the manner and to the extent authorized by the proxy. A proxy holder must be a member who is eligible to vote. No voting member may hold more than three proxy votes. Absentee voting is not permitted.
- 9.9 Proxies must be submitted prior to the Annual General Meeting or Special Meeting being called to order. The process for executing proxy voting is approved by the Board of Directors and communicated to the membership in the notice of meeting.
- 9.10 The agenda for the Annual General Meeting shall be as follows:
- (a) Approval of the agenda
 - (b) Approval of the minutes of the last Annual General Meeting and/or Special Meeting
 - (c) Receipt of the reports of the Board of Directors
 - (d) Approval of the audited financial statements
 - (e) Appointment of auditors
 - (f) Approval of the decisions of the Board of Directors
 - (g) Elections of members of the Board of Directors when their terms have expired
 - (h) Consideration of matters specified in the notice of meeting

ARTICLE 10: CONFLICT OF INTEREST

- 10.1 A Director or a member of a committee who has an interest, or who may be perceived as having an interest in a proposed decision or transaction will disclose fully and promptly the nature and extent of such interest to the Board of Directors or committee as the case may be, will refrain from voting or speaking in debate on such decision or transaction, and will refrain from influencing the decision on such decision or transaction.

ARTICLE 11: DISPUTE RESOLUTION

- 11.1 The Association is committed to prompt and fair resolution of all disputes of any nature which may arise. This includes all aspects of dispute resolution, including all legal claims that the Member may have against the Association, and any claims of discrimination based upon race, color, sex, disability, religion, national origin, age or any other protected attribute, or any claims arising under any federal, provincial, local law, or any common law. Agreement with the Association dispute resolution policies and procedures is a condition of membership with the Association and a condition of serving on the Board of Directors.

ARTICLE 12: ROBERT'S RULES OF ORDER

- 12.1 The rules contained in "Robert's Rules of Order" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of this Association.

ARTICLE 13: BYLAW CHANGES

13.1 Amendments to the Association bylaws must be approved by the Board of Directors of the Association before presentation at any Annual General Meeting or Special Meeting. Bylaws of the Association may be amended at any Annual General Meeting or Special Meeting provided that such amendments have been specified in the notice of the meeting issued a minimum of twenty-one days prior to the date of the meeting. To enact any amendment, seventy-five percent of voting Members present must vote in favour of the Special Resolution.

ARTICLE 14: INDEMNIFICATION

14.1 The Association will indemnify and hold harmless out of the funds of the Association each Director, their heirs, executors, and administrators from and against any and all claims, demands, actions, or costs that may arise or be incurred as a result of occupying the position or performing the duties of a Director. The Association will not indemnify a Director or any other person for acts of fraud, dishonesty, or bad faith.

ARTICLE 15: DISSOLUTION

15.1 The Association may be dissolved by a Special Resolution of the Association at a Special Meeting called for that purpose. Any assets remaining after paying all debts and liabilities will be disbursed to an eligible charitable organization as determined by the Board.

ARTICLE 16: TRANSITION

16.1 To enable a transition from the former version of the Bylaws to this version, at the Annual General Meeting all members of the Board of Directors will vacate their positions so that elections may occur pursuant to these bylaws.

- a. The following positions will be elected for two-year terms pursuant to these bylaws:
 - Chair (elected in even-numbered years);
 - Vice Chair (elected in even-numbered years);
 - Treasurer (elected in even-numbered years);
 - Up to two Directors-at-Large (elected in even-numbered years)
- b. The following positions will be elected for a one-year term to facilitate a complete transition to these bylaws in the subsequent year:
 - Vice Chair (elected in odd-numbered years);
 - Secretary (elected in odd-numbered years);
 - Up to two Directors-at-Large (elected in odd-numbered years)
 - Rope Skipping Canada Representative (elected in odd-numbered years)
- c. All elected Directors, including those elected according to 16.1.b, will be considered to have been elected for their first term in their current position.

16.2 These Bylaws are hereby enacted and will come into force upon their acceptance and filing as the official bylaws by Corporate Registry.