

**Rope Skipping Alberta Association  
Bylaws  
Approved by the General Membership on July 21, 2021**

**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.
- 1.3 The Board of Directors is elected to act on behalf of the members of the Association.

**ARTICLE 2: MEMBERSHIP**

- 2.1 Register – The Association will keep a register of its members, together with address, date admitted to the membership, date of termination of membership and class of membership.
- 2.2 Admittance – The Board of Directors of the Association may admit an applicant to membership subject to such terms and conditions as may be imposed by resolution of the Board of Directors.
- 2.3 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.

**Categories of Membership**

- 2.4 The Association has the following classes of memberships
  - a) Athlete Member – full voting membership
  - b) Coach Member – full voting membership
  - c) Officials Member – full voting membership
  - d) Associate Member – full voting membership
  - e) Recreational Member – non-voting membership

**Description of Membership Categories**

- 2.5 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.
- 2.6 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.
- 2.7 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.
- 2.8 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.

- 2.9 Recreational Member - is any individual who engages in rope skipping activity but is not allowed to participate in any type of competitive event. Recreational membership is only open to individuals registering as athletes

### **Admission of Members**

- 2.10 Duration – membership is renewed annually, and all Members, shall re-apply for membership each year.
- 2.11 Admission – Members will be admitted if:
- a) the candidate member has made an application for membership in a manner prescribed by the Association
  - b) the candidate member has been approved as a member by the Board of Directors, the Members, or by any committee or individual delegated this authority by the Board of Directors
  - c) the candidate member is re-applying and the Member is in good standing
  - d) the candidate member has paid dues as prescribed in these Bylaws.
- 2.12 Failure to be Admitted - Where a candidate member is not admitted to membership, written reasons will be provided.

### **Dues**

- 2.13 Year - Unless otherwise determined by the Board of Directors, the Membership year of the Association is the same as the Fiscal year of the Association.
- 2.14 Dues - Dues for all categories of Members and fees for participant registration will be as determined by the Board of Directors.
- 2.15 Deadline - The Board of Directors will determine the deadline date by which dues or fees must be paid.

### **Termination of Membership**

- 2.16 Resignation – To resign from the Association, a member will give written notice of said resignation to the Secretary. The resignation will come into effect immediately upon receipt of the written notice. 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.
- 2.17 Arrears - A Member may be suspended from the Association for failing to pay Membership dues or participant registration fees by the prescribed deadline date. 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. Suspension, expulsion, or resignation does not affect the right of the Association to pursue payment of monies owed.
- 2.18 Discipline - In addition to suspension or expulsion for failure to pay dues or fees, a member may have other Membership restrictions or sanctions imposed, in accordance with the Association's policies and procedures relating to conduct and discipline of Members.
- 2.19 Cease to be a Member – Any Member who is not an individual will cease to be a Member upon its dissolution or winding up of affairs.
- 2.20 Membership Not Transferable – The interest of a Member in the Association is not, directly or indirectly, transferable to any individual or organization.

### **Good Standing**

**2.21** Definition - A Member of the Association will be in good standing provided that the Member:

- a)* owes no outstanding Membership dues, participant fees or other debts to the Association
- b)* has not ceased to be a member
- c)* has not been suspended or expelled from Membership, or had other membership Restrictions or sanctions imposed
- d)* has complied with the Bylaws, policies, rules, and operating procedures of the Association
- e)* is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has either fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors.

**2.22** 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 of Directors is satisfied that the Member has met the definition of good standing at stated above.

### **Voting Rights**

**2.23** A full membership carries full voting rights. An individual with a full membership may compete and/or coach at all levels of competition, serve on committees, and/or become a qualified judge and official at all levels of competition. A full membership entitles those over the age of 18 full voting rights. An individual under the age of 18 who carries a full membership may transfer voting rights to one parent or guardian.

**2.24** A recreational membership carries no voting rights.

## **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 No more than 4 directors may be registered with the same Rope Skipping Alberta club at the time of the election. No one Rope Skipping Alberta club can hold a majority of votes on the Board of Directors.

3.4 During elections held at the Annual General Meetings, any member may nominate any eligible member in good standing for a director position provided that the individual has consented in advance in writing or is present at the Annual General Meeting to accept such nomination. If consent is given in writing it 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.

- 3.5 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.
- 3.6 The Board of Directors shall consist of no less than five voting Directors and no more than eleven voting Directors. The Board of Directors will include the following positions:
- Chair (elected in even-numbered years) for a two- year term
  - Vice Chair (elected in even-numbered years) for a two- year term
  - Vice Chair (elected in odd-numbered years) for a two-year term
  - Secretary (elected in odd-numbered years) for a two-year term
  - Treasurer (elected in even-numbered years) for a two- year term
  - One Director-at-Large (elected in odd-numbered years) for a two-year term
  - One Director-at-Large (elected in even-numbered years) for a two-year term
  - Up to three Directors-at-Large (elected every year) for a one-year term
  - Rope Skipping Canada Representative (elected in odd-numbered years) for a two-year term
- 3.7 All Directors shall be of legal age of majority. Directors shall be required to be members of the Association.
- 3.8 New Directors shall take office immediately following the Annual General Meeting. Directors shall not hold the same elected office for more than two successive terms or until successors are elected.
- 3.9 The Officers of the Association are the Chair, Vice Chairs, Secretary and Treasurer. The Officers collectively form the Executive Committee.
- 3.10 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 the following reasons:
- Non-attendance at three consecutive Board of Directors' meetings for which the required notice had been provided
  - Being convicted of a criminal offence
  - Bankruptcy
  - For non-performance of duties as outlined in these Bylaws
  - For any behaviour or speech that defames or slanders the Association or its Members.
- The resulting removal of the Board Member will result in a casual vacancy of that position.
- 3.11 Any casual vacancy occurring on the Board of Directors may be filled by appointment by the Board of Directors. Written consent from the appointee will be required before they fill that position.

#### **ARTICLE 4: DUTIES AND POWERS OF OFFICERS**

- 4.1 It shall be the duty of the Chair, when present, preside at all meetings of the Annual General Meeting, Special Meetings, Board of Directors Meetings, and Executive Committee Meetings. In the Chair's absence, a Vice Chair shall preside at any such meetings.
- 4.2 It shall be the duty of a Vice Chair, in the absence of the Chair, to act as the chair of meetings of the Annual General Meeting, Special Meetings, Board of Directors Meetings, and Executive Committee Meetings. In the absence of the Chair, the Board of Directors will determine, by vote, which Vice Chair will chair the meeting. In the absence of the Chair and Vice Chairs, 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, the Secretary's 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 It shall be the duty of the Treasurer to oversee all financial matters related to the Association. The Treasurer shall be present at the Annual General Meeting, Special Meetings, Board of Directors Meetings, and Executive Committee meetings, in order to present a detailed account of receipts and disbursements to the Board 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 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 over fifty percent of the Directors, including the meeting chair.
- 6.2 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 over fifty percent of the Executive Committee members, including the meeting chair.

- 6.3 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 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.
- 6.4 All meetings of the Board of Directors are open only to members of the Board of Directors, and to guests approved by the Board of Directors prior to the meeting. Guests may only attend for the relevant agenda item.
- 6.5 All meetings of the Executive Committee are open only to members of the Executive Committee, and to guests approved by the Executive Committee prior to the meeting. 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 of Directors will establish the terms of reference and budgets for all committees, working groups, and task groups. The Board of Directors may delegate any of its powers, duties, or functions to any approved 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 Any member 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 over fifty percent of its members, including the meeting chair.
- 7.6 All committee meetings are open only to members of the committee, and to guests approved by the committee prior to the meeting. Guests may only attend for the relevant agenda item.

**ARTICLE 8: FINANCE**

- 8.1 The Chair, Treasurer, and one other Officer following Annual General Meeting shall be appointed by the Board of Directors to have signing authority for the Association. Two signatures shall be required to complete a financial transaction. Two signing officers will be required to complete all online financial transactions.
- 8.2 The Finance Committee will propose an annual budget to Board of Directors for approval. The Finance Committee shall liaise with each committee, working group, or task group to identify anticipated revenues and expenses in programs for which they hold responsibility. The Board of Directors shall approve an annual budget within three months of the Annual General Meeting.
- 8.3 The financial statements and transactions of the Association shall be internally audited annually by two individual members chosen by the Board of Directors. At the discretion of the Board of Directors, a duly qualified accountant may be asked to perform a Notice to Reader, or a Review Engagement, or an Audit in addition to the internal audit. 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 internal audit.
- 8.4 The fiscal year end of the Association in each year shall be August 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.
- 8.6 The Board of Directors may open any accounts at credible financial institutions as it deems necessary.
- 8.7 The Association may borrow funds upon such terms and conditions as the Board of Directors may determine.

**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 September 1 and prior to March 1 each year.
- 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 Face to Face meetings, teleconferencing, or electronic means of communication with a video component may be used for Annual General Meetings and Special Meetings at the discretion of the Board of Directors. If an Annual General Meeting or a Special Meeting has been called at a physical location all attendees must register in person prior to the meeting being called in order to be recognized. If an Annual General Meeting or a Special Meeting has been called as a teleconference or electronically, all attendees must register electronically prior to the meeting being called in order 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, electronic notice, or public posting on the Association's website.
  - b. The notice shall specify the place or meeting method, date and time of the meeting, agenda or the summary of business to come before the meeting. A list of all nominations received for the Board of Directors may also be included.
  - c. 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.
  - d. Quorum for the transaction of business at an Annual General Meeting or Special Meeting shall be fifteen percent of the members of the Association eligible to vote and being represented by delegates registered and proxies received prior to the start of the meeting.
  - e. At a face-to-face 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.
  - f. If an Annual General Meeting or Special Meeting is held via teleconference or electronically, voting may be done by voice or other electronic means at the discretion of the meeting Chair. If secret ballot voting is requested, that shall be done by electronic means.
  - g. Abstaining voters are not counted in determining a majority.
  - h. A tie vote is a defeated vote.
- 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.
- 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) Presentation of the decisions of the Board of Directors
- (f) Elections of members of the Board of Directors when their terms have expired
- (g) Consideration of matters specified in the notice of meeting

#### **ARTICLE 10: CONFLICT OF INTEREST**

10.1 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 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; will otherwise comply with the requirements of the Act regarding conflict of interest and will adhere to any additional requirements as set out in the Association's policies for dealing with conflict of interest.

#### **ARTICLE 11: DISPUTE RESOLUTION**

**11.1** 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.

#### **ARTICLE 12: DISCIPLINE**

**12.1** 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.

#### **ARTICLE 13: ROBERT'S RULES OF ORDER**

13.1 Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

**ARTICLE 14: BYLAW CHANGES**

- 14.1 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. Seventy five percent of the members present must vote in favour in order for an amendment or bylaw change to be approved.

**ARTICLE 15: INDEMNIFICATION**

- 15.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director, Officer, their heirs, executors, and administrators 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 or Officer.
- 15.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other individual for acts of fraud, dishonesty, or bad faith.

**ARTICLE 16: DISSOLUTION**

- 16.1 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.