



BYLAWS OF THE EDMONTON ADAPTIVE SPORTS ASSOCIATION

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Edmonton Adaptive Sports Association Bylaws

Article 1 – Preamble

Section 1 - The Society

- 1.1** The name of the society is the Edmonton Adaptive Sports Association, which may also be known or referred to as EASA or the Society.

Section 2 – The Bylaws

- 1.2** The following articles set forth Bylaws of the Edmonton Adaptive Sports Association.

Section 3 – Parliamentary Procedure

- 1.3** Except where these Bylaws otherwise provide, the most recent published edition of *Robert's Rules of Order* shall govern procedure at every Meeting of the Society and every meeting of the Board of Directors.
- 1.3.1** The membership or Board, as the case may be, may follow the procedure set forth in *Robert's Rules of Order* to adopt “special orders” to override procedures in *Robert's Rules*. Where these Bylaws and special orders conflict, the Bylaws prevail.

Article 2 – Defining and Interpreting the Bylaws

Section 1 - Definitions

- 2.1** In these Bylaws, the following words have these meanings.
- a. *Act* means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
 - b. *Annual General Meeting* means the annual general meeting described in Article 5.1.
 - c. *Board* means the Board of Directors of this Society.
 - d. *Bylaws* means the Bylaws of this Society as amended.
 - e. *Director* means any person elected or appointed to the Board.
 - f. *General Meeting* means both the Annual General Meeting and any Special Meetings.
 - g. *Member* means a Member of the Society, regardless of their membership class.
 - h. *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the Society.
 - i. *Society* means the Edmonton Adaptive Sports Association.
 - j. *Special Meeting* means the special meeting described in Article 5.2.
 - k. *Voting Member* means a Member entitled to vote at the meetings of the Society.

- I. *Special Resolution* means:
- i. a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
 - ii. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
 - iii. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

Section 2 - Interpretation

2.2 The following rules of interpretation must be applied in interpreting these Bylaws.

2.2.1 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

Article 3 – Objects of the Society

3.1 The objects of the society are detailed in the Articles of Incorporation.

Article 4 – Membership

Section 1 – Registration of Members

Standard Members

4.1.1 Any individual may register as a Member of the Society by:

- 1. Submitting a complete Membership Registration Form as prescribed by the Board or its designate, and
- 2. Paying the prescribed annual membership fee, if any.

The individual becomes a Member of the Society on receipt of all items by the Board.

Participant Members

4.1.2 Any individual that registers for participation in the activities of the Society in the manner prescribed by the Board becomes a Member of the Society when:

- 1. The individual pays the prescribed registration fees, if any, or
- 2. establishes a plan for payment to the satisfaction of the Treasurer.

4.1.2.1 There is no additional membership fee for Members registered under this section.

4.1.2.2 An individual that is or would be registered as a Member under this section may terminate their membership at any time. Such termination will not, by itself, affect their registration as a participant in the Society's activities.

Definitions

4.1.3 In these Bylaws,

- “Standard Member” means a Member registered under Section 4.1.1
- “Participant Member” means a Member registered under Section 4.1.2.

Section 2 – Membership Year and Fees

4.2.1 The membership year is October 1 to September 30.

4.2.2 The Board prescribes the annual membership fee for Standard Members. If the Board has not prescribed a fee, the fee is deemed to be \$0. The annual fee is due by December 31 in each membership year.

4.2.2.1 Any change to the annual membership fee takes effect as of the start of the next membership year.

Section 3 - Rights and Privileges of Members

4.3 Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.

Voting

4.3.1 All Members of the Society are entitled to vote at meetings of the Society, provided

- a. they are at least eighteen (18) years old, and
- b. they are in good standing at the time of the meeting.

4.3.1.1 A Member under the age of eighteen (18) may appoint a representative to vote on their behalf, provided that person is at least eighteen (18) years old. No other transferring of votes is permitted.

Definition of good standing

4.3.2 A Member is in good standing when:

- a. the Member has no outstanding membership fees for a previous or current membership year, and
- b. the Member is not suspended by operation of section 4.4.

4.3.2.1 A Participant Member maintains good standing even if they have outstanding registration fees relating to their participation, as long as the Board allows them to continue participating in the Society’s activities.

Section 4 – Suspension of Membership

Decision to Suspend

4.4.1 The Board, at a meeting called specifically for that purpose, may suspend a Member’s membership for not more than one (1) year, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Society;
- c. if the Member has disrupted meetings or functions of the Society; or
- d. if the Member has done or failed to do anything judged to be harmful to the Society.

Notice to the Member

4.4.2 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the meeting.

4.4.2.1 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.

4.4.2.2 The notice will state the reasons why suspension is being considered.

Decision of the Board

4.4.3 The Member will have an opportunity to appear before the Board to address the matter. The Member is entitled to have another person accompany them.

4.4.3.1 The Board will determine how the matter will be dealt with and may limit the time given the Member to address the Board.

4.4.3.2 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.4.3.3 The decision of the Board is final.

Section 5 – Termination of Membership

Resignation

4.5.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.5.1.1 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

Death

4.5.2 The membership of a Member is ended upon his death.

Deemed Withdrawal

4.5.3 If a Standard Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is deemed to have submitted his resignation.

4.5.3.1 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

Expulsion

4.5.4 The Society may, by Special Resolution at a Special Meeting called for that purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.5.4.1 This decision is final.

4.5.4.2 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.5.4.3 The expelled Member may not become a Member of the Society until such time as the Society, by a second Special Resolution, withdraws the expulsion order.

Expiry

4.5.5 Membership in the Society expires in the following situations:

- For Standard Members, if the Member fails to attend any Meeting of the Society for two (2) consecutive membership years.
- For Participant Members, if, at the conclusion of each membership year, the Member is not registered as a participant in any activities of the Society.

4.5.5.1 When a Member's membership expires under this section, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.5.5.2 A Member whose membership expires under this section may re-register as a Member at any time by following the requirements of Section 4.1.

Section 6 – Transferability of Membership

Membership not transferable

4.6 No right or privilege of any Member is transferable to another person, except as provided for in these Bylaws. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

Section 7 – Liabilities

4.7 A Member that ceases to be a Member, regardless of the reason, is liable for any debts owing to the Society at the date of ceasing to be a Member.

4.7.1 No Member is, in his individual capacity, liable for any debt or liability of the Society.

Section 8 – Transitional Provisions

4.8 On the date this Article goes into effect, the membership of all existing Members of the Society are continued as follows:

- Associate Members become Standard Members.
- Player Members become Participant Members.

Article 5 – Meetings of the Society

Section 1 – The Annual General Meeting

5.1 The Society holds its Annual General Meeting no later than September 30 of each calendar year. The Board sets the place, day and time of the meeting.

Notice to Members

5.1.1 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

Meeting Agenda

5.1.2 The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report;
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. electing the Members of the Board;
- f. considering matters specified in the meeting notice;
- g. other specific motions that any members have given notice of before the meeting is called.

Quorum

5.1.3 Attendance by 20% of the Members at the Annual General Meeting is a quorum.

Section 2 – Special Meetings of the Society

Calling of Special Meeting

5.2 A Special Meeting of the Society is called

- a. by a resolution of the Board of Directors to that effect,
- b. on the written request of at least fifty percent (50%) of the Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting, or

- c. on the written request of at least 20% of the Members of the Society, stating the reason for the Special Meeting.

Notice of Special Meeting

- 5.2.1** The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

Special Meeting Agenda

- 5.2.2** Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

Procedure at Special Meeting

- 5.2.3** Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

Section 3 – Procedure at Meetings

Failure to Reach Quorum

- 5.3.1** If a quorum is not present within one-half (1/2) hour after the set time, the Chair shall adjourn and reschedule the meeting.

Presiding Member

- 5.3.2** The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

- 5.3.2.1** If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

Adjournment

- 5.3.3** The Chair may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

Voting at General Meetings

- 5.3.4** Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting.

- 5.3.4.1** The Chair does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

- 5.3.4.2** A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.4.3 The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution, except as provided in Article 5.3.5.

Recorded Vote

5.3.5 A voting Member may request a recorded vote on any motion after the result has been declared by the Chair. This request must be made immediately after the declaration.

5.3.5.1 The request for a recorded vote must be supported by at least four (4) other voting Members.

5.3.5.2 If the request has the required support, then the vote on the motion shall be taken again, and the number of Members voting in favor of and against the motion shall be recorded in the minutes.

Article 6 – The Governance of the Society

Section 1 - The Board of Directors

Governance and Management of the Society

6.1.1 The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

Powers and Duties of the Board

6.1.2 The Board has the powers of the Society, except as stated in the *Act*. The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Making policies for managing and operating the Society;
- j. Approving all contracts for the Society;
- k. Maintaining all accounts and financial records of the Society;
- l. Appointing legal counsel as necessary;
- m. Making policies, rules and regulations for operating the Society and using its facilities and assets;
- n. Selling, disposing of, or mortgaging any or all of the property of the Society.

Composition of the Board

6.1.3 The Board consists of a minimum of five (5) and a maximum of nine (9) Directors.

6.1.3.1 A maximum of seven (7) Directors will be elected at the Annual General Meeting from among the Voting Members. Prior to the meeting, the Board will determine the number of Directors to be elected at the next meeting.

6.1.3.2 Two (2) player representatives will be voted on by the Participant Members and appointed to the Board by the Board for a term of one (1) year. Current Directors may also be appointed to this role, provided they are Participant Members. This would not affect their term length as an elected Director.

Resignation, Death or Removal of a Director or Officer

6.1.4 A Director or Officer including the President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.4.1 Voting Members may remove any director or officer before the end of his term. There must be a majority vote at a Special Meeting called for this purpose.

6.1.4.2 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

Meetings of the Board

6.1.5 The Board holds at least four (4) meetings each year.

6.1.5.1 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

6.1.5.2 Ten (10) days' notice for Board meetings is communicated to each Board member by telephone or email. This notice period may be waived by the unanimous consent of all Directors.

Quorum

6.1.5.3 A majority of the Directors present at any Board meeting is a quorum.

6.1.5.4 If there is no quorum, the President adjourns the meeting and another date is set.

6.1.5.5 Each Director, including the President, has one (1) vote.

6.1.5.6 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.5.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

E-Mail Motions

6.1.6 Any Director may present a motion outside of an in-person meeting by e-mailing the motion to all other Directors. A motion presented in this fashion is debatable, but not amendable, and does not require a second.

6.1.6.1 If a majority of the Directors vote in favor of the motion by replying to all Directors with their vote, the motion is carried and has the same effect as if it were presented at an in-person meeting.

6.1.6.2 At each in-person meeting of the Board of Directors, the Secretary will table a list of all motions that were carried under this section since the last in-person meeting.

Section 2 - Election of the Directors and Term of Office

6.2 The Society shall elect the directors at the Annual General Meeting of the Society.

- a. there shall be an election every year;
- b. the term of office shall be for two (2) years; and
- c. when circumstances create an imbalance, implementation of one (1) year terms may be used to restore the balance.

Nomination of Candidates

6.2.1 Members may nominate themselves or another individual as a candidate for the Board of Directors. The nominated individual must consent to the nomination.

6.2.1.1 Nominations shall take place only at the Annual General Meeting in accordance with *Robert's Rules*. The nominated individual must be present at the meeting, unless a majority of Members agree to waive this requirement.

Contested Election

6.2.2 If there are more nominees than Directors to be elected, then a vote will take place among the voting Members by secret ballot:

- a. Each Member may vote for as many nominees as there are positions available but may vote for fewer if desired.
- b. Nominees are then declared elected in order of their vote totals, until all positions have been elected.
- c. In the event of a tie that affects who would finally be declared elected, a run-off vote shall be conducted between the tied nominees. If the run-off vote also ends in a tie, the tie shall be broken by a random selection method.
- d. The vote count for each nominee shall be read out by the Secretary and entered in the minutes.

Uncontested Election

- 6.2.3** If there are equal or fewer nominees than Directors available, then all nominees shall immediately be declared elected.

Section 3 – Officers of the Board

- 6.3.1** The Officers of the Society are the President, Vice-President, Secretary and Treasurer.
- 6.3.2** At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.
- 6.3.3** The Officers hold office until re-elected or until a successor is elected.

Section 4 - Duties of the Officers of the Society

6.4.1 The President:

- a. Supervises the affairs of the Board,
- b. When present, chairs all meetings of the Society and the Board;
- c. Acts as the spokesperson for the Society; and
- d. Carries out other duties assigned by the Board.

6.4.2 The Vice President:

- a. Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- b. Replaces the President at various functions when asked to do so by the President or the Board; and
- c. Carries out other duties assigned by the Board.

6.4.3 The Secretary:

- a. Attends all meetings of the Society and the Board;
- b. Keeps accurate minutes of these meetings;
- c. Has charge of the Board's correspondence;
- d. Makes sure all notices of various meetings are sent;
- e. Keeps the Seal of the Society; and
- f. Carries out other duties assigned by the Board.

6.4.4 The Treasurer:

- a. Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- b. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- c. Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- d. Makes sure annual fees are collected and deposited;

- e. Makes sure a record of names and addresses of all Members of the society is kept;
- f. Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- g. Carries out other duties assigned by the Board.

Section 5 – Board Committees

6.5. The Board may appoint committees to advise the Board.

General Procedures for Committees

6.5.1 A Board Member chairs each committee created by the Board.

6.5.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members
- provides reports to each Board member at the Board's request.

6.5.2.1 The meeting Notice must be e-mailed ten (10) business days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting.

6.5.2.2 A majority of the committee members present at a meeting is a quorum.

6.5.2.3 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie. In the case of a tie vote, the motion is defeated.

Article 7 – Finance and Other Management Matters

Section 1 - The Registered Office

7.1 The Registered Office of the Society is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to the Corporate Registry.

Section 2 - Finance and Auditing

7.2 The fiscal year of the Society ends on May 31 of each year.

7.2.1 There must be an audit of the books, accounts and records of the Society at least once each fiscal year.

7.2.2 The audit must be performed by either:

- a. Two (2) Full Members in good standing of the society and who are not Directors of the Board, or
- b. An independent, external professional accountant.

- 7.2.3** At each Annual General Meeting of the Society, the treasurer submits a complete financial statement for the previous year.
- a. This statement sets out the Society's income, disbursements, assets and liabilities.
 - b. This statement must be signed by the appointed auditors.
 - c. The auditors are appointed either at the Society's Annual General Meeting or by the Board when deemed necessary.

Section 3 - Seal of the Society

- 7.3.1** The Board may adopt a seal as the Seal of the Society.
- 7.3.2** The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 7.3.3** The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

Section 4 - Cheques and Contracts of the Society

- 7.4.1** The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
- 7.4.2** All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

Section 5 - The Keeping and Inspection of the Books and Records of the Society

- 7.5.1** The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 7.5.2** The Secretary keeps the original Minute Books at the Registered Office of the Society or in an otherwise secure location. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 7.5.3** The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- 7.5.4** A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- 7.5.5** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.
- 7.5.6** All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

Section 6 - Borrowing Powers

- 7.6.1** The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2** The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

Section 7 - Payments

- 7.7.1** No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- 7.7.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

Section 8 - Protection and Indemnity of Directors and Officers

- 7.8.1** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.
- 7.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – Amending the Bylaws

- 8.1** These Bylaws may be cancelled, altered or added to by a Special Resolution at any General Meeting of the Society.
- 8.2** The twenty-one (21) days notice of the General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3** The amended bylaws take effect after approval of the Special Resolution at the General Meeting and acceptance by the Corporate Registry of Alberta.

Article 9 – Dissolution of the Society and Other Matters

- 9.1** The Society does not pay any dividends or distribute its property among its Members.
- 9.2** If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects similar to those of EASA.
- 9.3** Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Society.