

Volleyball Alberta Bylaws

June 29, 2021

ARTICLE I: GENERAL

1.1 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the *Alberta Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
- b) *Association* - Volleyball Alberta Association (commonly known as Volleyball Alberta).
- c) *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the *Association* for a report to the Members at the Annual General Meeting.
- d) *Board* – the Board of Directors of the *Association*.
- e) *Days* – will mean days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the *Association* pursuant to these Bylaws.
- h) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive Committee, meeting of a Committee, or a meeting of Members.
- i) *Registrar* - means the *Registrar of Corporations* or a *Deputy Registrar of Corporations* appointed under section 263 of the *Alberta Business Corporations Act*;
- j) *Special Resolution* –
 - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which thirty (30) days' notice has been given specifying the intention of the resolution; or
 - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than thirty (30) days' notice has been given provided all the Members entitled to attend and vote at the Members meeting so agree; or
 - iii. A resolution consented to in writing by all voting Members who would have been entitled at a Members meeting to vote on the resolution.

1.2 Head Office – The head office of the *Association* will be located at all times within the Province of Alberta as determined by the Board by ordinary resolution. The *Association* may establish other offices or places of business as determined by the Board. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act.

1.3 Corporate Seal - The *Association* will have a corporate seal which will be adopted by resolution of the Board. Custody of the seal is the responsibility of the Secretary.

1.4 No Gain for Members – The *Association* will be carried on without the purpose of gain for its Members and any profits or other accretions to the *Association* will be used in promoting its objectives.

1.5 Ruling on Bylaws – Except as provided in the *Act*, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the *Association*.

1.6 Conduct of Meetings – Unless otherwise specified in the *Act* or these Bylaws, meetings will be conducted according to *Roberts Rules of Order* (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.8 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II: MEMBERSHIP

- 2.1 Categories – The *Association* has six (6) categories of membership:
- Active Members
 - Associate Members
 - Club Members
 - Director Members
 - Honorary/Life Member
 - Special Interest Group Members
- 2.2 Qualifications for Membership
- Active Members – Any individual who is an athlete, coach, manager, official, or administrator who has been accepted as member of the *Association*, and who has agreed to abide by the *Association's* bylaws, policies, procedures, rules and regulations.
 - Associate Members – Any individual that is either a member of a recreational team or league, a club board member, or program participant who has been accepted as a member of the *Association*, and who has agreed to abide by the *Association's* bylaws, policies, procedures, rules and regulations.
 - Club Members – A volleyball club or league composed of Active or Associate Members that is registered as a member of the *Association* and has agreed to abide by the *Association's* bylaws, policies, procedures, rules and regulations.
 - Director Members – Any individual elected as a Director of the *Association* who has agreed to abide by the *Association's* bylaws, policies, procedures, rules and regulations.
 - Honorary/Life Member – An individual or organization approved by majority vote of the Board of Directors who has contributed greatly to the development or promotion of the sport of volleyball in Alberta.
 - Special Interest Group Member – Special Interest Groups will include any group that has agreed to abide by the *Association's* bylaws, policies, rules and regulations and is registered with the *Association*.
- 2.3 Admission of Members – No individual, club or group will be admitted as an Active, Associate, Club, Director, Honorary/Life or Special Interest Group Member of the *Association* unless:
- The candidate has made an application for membership in a manner prescribed by the *Association*;
 - The candidate qualifies for membership as stated in these Bylaws;
 - The candidate has agreed to comply with the Bylaws, policies, procedures, rules and regulations of the *Association*;
 - If the candidate was at any time previously a Member and was a Member in Good Standing at the time of ceasing to be a Member, unless approved otherwise by the Board;
 - The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board; and
 - The candidate member has paid dues as prescribed by the Board.
- 2.4 Admission of Director Member – An individual will be admitted as a Director Member upon being elected or appointed as a Director in accordance with these Bylaws.
- 2.5 Year – Unless otherwise determined by the Board, the membership year of the *Association* will be September 1st – August 31st.
- 2.6 Duration – Active, Club and Associate Membership is accorded on an annual basis and all Active, Club and Associate Members must re-apply each year.
- 2.7 Dues – Membership dues for all Members will be determined annually by the Board and submitted to the *Association* no later than March 31st.
- 2.8 Resignation – A Member may resign from the *Association* by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.
- 2.9 May Not Resign – A Member may not resign from the *Association* when the Member is subject to disciplinary investigation or action of the *Association*.
- 2.10 Arrears – A Member will be expelled from the *Association* by way of ordinary resolution of the Board for failing to pay membership dues or money owed to the *Association* by the deadline dates prescribed by the *Association* or otherwise

fails to comply with all other registration policies of the *Association*. Notwithstanding expulsion of membership, a former member remains liable for any membership dues owing prior to expulsion.

2.11 Discipline - In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the *Association* in accordance with the *Association's* policies and procedures relating to discipline of Members.

2.12 Removal by Members - A Member may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given proper notice of and the opportunity to be present and to be heard at such a meeting.

2.13 Removal by Board - A Member may be removed by ordinary resolution of the Board at a properly constituted Board Meeting, provided the Member has been given at least five (5) business days notice of and the opportunity to be present and to be heard at such a meeting.

2.14 Termination – Membership will terminate immediately upon:

- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws.
- c) Dissolution of the entity; or
- d) The Member's death in the case of an individual.

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

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents and certifications, if necessary, as required by the *Association*;
- d) Has complied with the Bylaws, policies, procedures, rules and regulations of the *Association*;
- e) Is not subject to a disciplinary investigation or action by the *Association*, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership dues.

2.16 Privileges – Subject to these Bylaws and other governing documents of the *Association*, Members in good standing may be entitled to the following privileges:

- a) To hold office, subject to these Bylaws;
- b) To vote, subject to these Bylaws.
- g) To attend and participate in the meetings and affairs of the *Association*, subject to these Bylaws;
- h) Participate in sanctioned competitions/activities, training camps, or clinics of the *Association*; or
- i) Participate in other events associated with the *Association*.

2.17 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, and where the Member is a member of a Committee, at meetings of Committees, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: MEETINGS OF MEMBERS

3.1 Types of Meetings - Meetings of Members will include an Annual General Meeting and Special General Meetings.

3.2 Annual General Meeting - The Annual General Meeting will be held annually in or near the month of December but no later than fifteen (15) months from the last Annual General Meeting.

3.3 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President and/or Vice-President, by the Executive Committee, or by the Board. Notice to all voting Members will be given in accordance with the Act before the date of such meeting (currently 21 days). Agenda of special meetings will be limited to the subject matter for which the meeting was duly called. The *Association* shall file every "Special Resolution" passed by the *Association* with the Registrar of Companies in accordance with the Act.

- 3.4 Location and Date - The *Association* will hold meetings of Members at such date, time and place as determined by the Board.
- 3.5 Meetings by Telephone/Telecommunication - A meeting of voting Members may be held by telephone conference call or by means of another telecommunications technology. Any voting Member who is unable to attend a meeting of members may participate in the meeting by telephone or other telecommunications technology. Voting members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 3.6 Notice - Notice of meetings of Members will be posted on the *Association's* Website at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice (e-mails) will be given to all voting Members at least thirty (30) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.7 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these Bylaws.
- 3.8 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.9 Agenda – The agenda for the Annual General Meeting will at least include:
- a) Call to order
 - b) Establishment of Quorum
 - c) Approval of the Agenda
 - d) Declaration of any Conflicts of Interest
 - e) Adoption of Minutes of the previous Annual Meeting
 - f) Board, Committee and Staff Reports
 - g) Report of Auditors
 - h) Appointment of Auditors
 - i) Business as specified in the meeting notice
 - j) Election of new Directors
 - k) Adjournment
- 3.10 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the *Association* at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.
- 3.11 Quorum - At any meeting, quorum will consist of a majority of the Directors holding office.
- 3.12 Closed Meetings - Meetings of Members will be closed to the public except by invitation of the Board.
- 3.13 Voting at Meetings – Members will have the following voting rights at all meetings of Members:
- a) Active Members do not have a vote.
 - b) Associate Members do not have a vote.
 - c) Club Members do not have a vote.
 - d) Director Members have one vote each.
 - e) Honorary/Life Member do not have a vote.
 - f) Special Interest Group Members do not have a vote.
- 3.14 Determination of Votes - Votes will be determined by a show of hands, in writing (in the case of elections for Directors), or orally unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.15 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. Tied votes are defeated.
- 3.16 Proxy Votes - There will be no voting by proxy at meetings of the *Association*.

3.17 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the voting Members present.

ARTICLE IV: GOVERNANCE

4.1 Directors - The Board will consist of twelve (12) Directors.

4.2 Composition of the Board - The Board of Directors of the *Association* will consist of individuals elected or appointed to the following positions:

Elected

- a) President
- b) Vice-President
- c) Secretary/Treasurer
- d) Two (2) Directors at Large

Appointed

- e) Two (2) Volleyball Alberta Officials (VAO)
- f) Five (5) Directors who represent youth and adults for both indoor and outdoor volleyball

Elected Directors (President, Vice-President, Secretary/Treasurer and Two (2) Directors at Large)

4.3 Eligibility - Any individual who is eighteen (18) years of age or older, who meets one or more of the skills and attributes defined in the following section, who has the power under law to contract, is a member of the *Association* in good standing, have not been declared incapable by a court in Canada or in another country and not have the status of bankrupt may be nominated for election as a Director.

4.4 Skills and Characteristics - Potential elected Directors will have one or more of the following skills and/or attributes:

Attributes:

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director.
- b) Knowledge about roles and responsibilities of a Director, Board and Staff.
- c) Experience in formulating policy.
- d) Experience in thinking strategically.
- e) Knowledge about the sport of volleyball.
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks.
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report.
- h) Strategic connectivity to key clients.
- i) Ethical and values-based behavior.
- j) Representative of client population (athlete, coach and official).
- k) Other attributes valued by the Board of Directors.

Skills:

- l) Accounting designation (CA, CMA, CGA).
- m) Legal designation (LL.B).
- n) Professional qualifications (MD, PhD, MBA, Sport Science).
- o) Personnel Management (Human Resource Professional designation).
- p) Media/Marketing/Public Relations contacts/experience.
- q) Fundraising and funding source contacts.
- r) Administration/Management experience.
- s) Government relations/contacts.
- t) Organizational development/Strategic Planning experience.
- u) Other skills valued by the Board of Directors.

4.5 Nominating Committee - The Board may appoint a Nominating Committee which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in the previous section for the election of the Directors and may nominate additional candidates for the election of Directors.

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

- a) Include the written consent of the nominee by signed signature;
 - b) Include a cover letter and resume of the nominee;
 - c) Be submitted to the Head Office of the *Association* seven (7) days prior to the Annual General Meeting.
- Nominations will not be accepted from the floor.

4.7 Incumbents - Individuals currently on the Board of Directors as an elected Director wishing to be re-elected are not subject to nomination but must notify the Nominating Committee seven days before the election of their interest for re-election.

4.8 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.9 Election - The election of Directors shall take place at each annual meeting of members. The elections shall take place in two parts:

- a) The President, Secretary/Treasurer and a Director-at-Large will be elected to the Board at alternate Annual General Meetings in even years.
- b) The Vice-President and a Director-at-Large will be elected in alternate Annual General Meetings in odd years.

4.10 Decision - Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by Ordinary Resolution.

4.11 Term - Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Appointed Directors

4.12 Eligibility - Any individual who is eighteen (18) years of age or older, who has the power under law to contract, is a member of the *Association* in good standing may be appointed as a Director of the Association.

4.13 Appointment – After the election of Directors, the Board will appoint the following directors by way of Ordinary Resolution:

- a) Two (2) Volleyball Officials (VAO)
- b) Five (5) Directors who represent youth and adults for both indoor and outdoor volleyball

4.14 Recommendations – Recommendations for the appointment of Directors can be made to the Board at any time.

4.15 Term - Appointed Directors will serve terms of one (1) year and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

All Directors

4.16 Resignation – A Director may resign from the board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.

4.17 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director is found by a court to be of unsound mind;
- b) The Director becomes bankrupt;
- c) The Director being suspended/expelled from the *Association*;

- d) Upon the Director's death; or
- e) Upon the Director being absent from three (3) consecutive Board meetings without permission of the President.

4.18 **Removal** – A Director may be removed by Special Resolution at a meeting of the Members, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

4.19 **Vacancy** – Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified member to fill the vacancy with an Ordinary Resolution for the remainder of the unexpired term.

Meetings of the Board

4.20 **Types of Meetings** – The meetings of the Board of Directors will include a Meeting in or near June in conjunction with the Annual General Meeting, a meeting in or near December and at any time and place as determined by the President or a majority of the Board of Directors.

4.21 **Notice** - Written notice, served other than by mail, of Board Meetings will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. In the event that the Board establishes a regular date or dates, or day or days in each calendar month with a regular place and time, no notices will thereafter be required.

4.22 **Quorum** - At any meeting of the Board of Directors, quorum will consist of fifty percent (50%) of the Directors holding office.

4.23 **Voting** - Each Director is entitled to one vote unless otherwise stated in these bylaws. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. Tied resolutions are defeated.

4.24 **No Proxies** - Directors will not vote via proxy at meetings of the Board of Directors.

4.25 **Meetings by Telecommunications** - The Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or teleconference meetings have been approved by resolution passed by the Directors at a meeting of the Directors.

4.26 **Meetings by Other Electronic Means** - The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.27 **Closed Meetings** - Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.28 **Powers of the Board** - Except as otherwise provided in the *Act* or these Bylaws, the Board has all the powers of the *Association* and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:

- a) Implement policies, procedures and rules for managing the affairs of the *Association*;
- b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d) Implement policies, procedures and rules relating to the management of disputes within the *Association* and shall have the authority to deal with all disputes accordingly;
- e) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the *Association* and shall have the authority to manage these accordingly;
- f) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee;

- g) Appoint, engage or employ such persons as it deems necessary to carry out the work of the *Association* and may delegate certain powers, duties and functions to staff; and
- h) Except as provided in the *Act*, the Board shall have the authority to interpret any word, term or phrase in these Bylaws that is ambiguous, contradictory or unclear.

4.29 **Borrowing Powers** - 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 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*.

4.30 **Validity of Acts of Directors** - No act of the Board or a Director will be nullified if it is discovered after the fact that the Director was improperly appointed or elected.

4.31 **No Remuneration** - Directors will serve as such without remuneration and no Director will directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving *Association* as an officer or in any other capacity and receiving compensation therefore.

4.32 **Conflict of Interest** – Any Director who has 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; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 **Composition** - The Officers will be comprised of the President, Vice-President, Secretary/Treasurer, and two (2) Directors at Large.

5.2 **Duties** – the duties of Officers are as follows:

- a) The **President** will be responsible for the general supervision of the affairs and operations of *Association*, will preside at the Annual General and Special Meetings of the *Association* and at meetings of the Board and the Executive Committee, will be the official spokesperson of the *Association*, will oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.
- b) The **Vice President** will support and assist the President in all duties, will chair a standing committee and will perform such other duties as may from time to time be established by the Board.
- c) The **Secretary/Treasurer** will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the *Association* in the *Association's* bank account; will supervise the management and the disbursement of funds of the *Association*; when required will provide the Board with an account of financial transactions and the financial position of *Association*; will aid in the preparation of the annual budget; will be responsible for the documentation of all amendments to the *Association's* constitution and Bylaws, will ensure that all official documents and records of the *Association* are properly kept, cause to be recorded the minutes of all meetings and ensure that they are delivered to the President, Directors and all Member *Associations* within three (3) weeks, will prepare and submit to each General Meeting and other meetings a report of all activities since the previous General Meeting or other meetings, will give due notice to all Member *Associations* of all General Meetings of *Association*, will chair a standing committee and will perform such other duties as may from time to time be established by the Board.
- d) The **Directors at Large** (2) will chair a standing committee and perform other duties as may from time to time be established by the board.

5.3 **Terms** – Officers will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Decisions of the Executive Committee will be ratified by the Board at the next meeting of the Board.

5.4 **Removal** – An Officer may be removed by Special Resolution of the Board in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

5.5 **Executive Committee** – The Executive Committee will be comprised of the Officers.

5.6 Authority – The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, conduct the business of the *Association* between Board meetings, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.7 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee members.

5.8 Notice - Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee members at least forty-eight (48) hours prior to the scheduled meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence, or if the Executive establishes a regular date or dates, or day or days in each calendar month with a regular place and time.

5.9 Meetings by Telephone - A meeting of the Executive may be held by telephone conference call or by means of other telecommunications technology. Any Executive Committee member who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Executive Committee members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

5.10 Number of Meetings – The Executive Committee will meet in or near March and September and prior to the June Annual General Meeting and the December Board of Directors meeting.

5.11 Quorum – Quorum will consist of a majority of the Executive Committee’s voting members.

5.12 Voting - Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, electronically or orally unless a majority of Executive Committee members present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

5.13 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Executive Committee.

ARTICLE VI: OTHER COMMITTEES

6.1 Appointment of Other Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the *Association* and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.

6.2 Reports - At each regular meeting of the Board, each Committee will report its progress since the last meeting and a final report will be tabled for the benefit of the Board and then for review and acceptance by the voting Members.

6.3 Quorum - A quorum for any committee will be the majority of its voting members.

6.4 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.

6.5 President Ex-officio – With the exception of the Executive Committee on which the President has a vote, the President will be an ex-officio and non-voting member of all Committees of the *Association*.

6.6 Committee Chairs – An Executive Committee member will be appointed Chair of each committee.

6.7 Removal - The Board may remove any member of any Committee.

6.8 Debts – No committee will have the authority to incur debts in the name of the *Association*.

6.9 No Remuneration - All Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

6.10 Conflict of Interest - Any Officer or member of a Committee who has 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; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VII: FINANCE AND MANAGEMENT

7.1 Fiscal Year – The fiscal year of the *Association* will be September 1st to August 31st, or such other period as the Board may from time to time determine.

7.2 Bank - The banking business of the *Association* will be conducted at such financial institution as the Board may designate and all monies received by or on behalf of the *Association* shall be deposited into the accounts of the *Association*.

7.3 Auditors - At each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts, and records of the *Association*. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the *Association*. The financial statement shall be filed in accordance with the requirements of the Act.

7.4 Books and Records - The necessary books and records of the *Association* required by these Bylaws or by applicable law will be necessarily and properly kept.

7.5 Inspection by Director - The books and records of the *Association* may be inspected by any Director at the head office of the *Association* upon giving reasonable notice and arranging a satisfactory time during the *Association's* business hours.

7.6 Inspection by Member - The books and records of the *Association*, as described in the Act, may be inspected by any member of the *Association* at the head office of the *Association* at any time upon giving reasonable notice and arranging a satisfactory time during the *Association's* business hours.

7.7 Signing Authority – Signing authority to bind the *Association* will include any two of the Officers and/or the Executive Director. The Board of Directors may authorize other persons to sign on behalf of the *Association*. Staffing agreements may be signed by the Executive Director.

7.8 Property - The *Association* may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.9 Borrowing - For the purposes of carrying out its objects, the *Association* may borrow or raise or secure the payment of money in such manner as it thinks fit, but in no case shall debentures or charges on real or personal property be issued or made without the sanction of a Special Resolution.

ARTICLE VIII: AMENDMENT OF BYLAWS

8.1 Voting – These Bylaws may only be amended, revised, repealed, or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote and registration in accordance with the Act, any amendments, revisions, addition, or deletions will be effective immediately.

8.2 Notice in Writing – Notice in writing is to be delivered to voting Members twenty-one (21) days or more prior to meeting at which it is to be considered at a General Meeting.

ARTICLE IX: NOTICE

9.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail courier, or other similar technologies so used in the future to the address of record of the *Association*, Director, or Member, as the case may be.

9.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

9.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X: DISSOLUTION

10.1 Dissolution – In the event of dissolution, the *Association* will comply with the requirements of the Act and all proceeds after payment of all debts and liabilities will be donated to another not-for-profit organization or organizations, which have been voted upon by the Board of Directors.

ARTICLE XI: INDEMNIFICATION

11.1 Will Indemnify - The *Association* will indemnify and hold harmless out of the funds of the *Association* each Director and 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.

11.2 Will Not Indemnify - The *Association* will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

11.3 Insurance - The *Association* will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XII: ADOPTION OF THESE BYLAWS

12.1 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the *Association* present and entitled to vote at a Meeting of Members duly called and held on June 29, 2021.

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