

## **Alberta Skipping Association Society Bylaws**

### **ARTICLE I. DEFINITIONS**

- A. The organization:
1. Known as “Alberta Skipping Association”, shall be hereafter referred to as ASA or the Society, and;
  2. Shall be considered an autonomous society.
- B. Annual General Meeting
1. Shall be hereafter referred to as AGM.
- C. Athlete
1. A person of any age residing in Alberta, or from time to time in British Columbia or Saskatchewan, who is registered with the ASA or with an ASA registered recreational club as a skipping athlete;
  2. Is considered an Associate Member if under the age of majority;
  3. Is considered a Full Member if over the age of majority.
- D. Board of Directors
1. The ultimate governing body of the affairs of ASA;
  2. Holds the certificate of incorporation;
  3. Hereafter referred to as BOD;
  4. Consists of all Executive Members at a General Meeting or AGM;
  5. Are defined by Bylaw I - TERMS AND POWERS OF THE BOARD OF DIRECTORS.
- E. Closed Session
1. Shall be considered meetings at which only Officers and Directors of the BOD may be present.
- F. Chief Returning Officer
1. Shall be hereafter referred to as CRO;
  2. Shall be designated for the AGM by the BOD in the meeting of the Board prior to the AGM;
  3. Shall be a non-voting member of the Society.
- G. Canadian Rope Skipping Federation
1. Shall be hereafter referred to as CRSF.
- H. Director
1. Member of the Executive of the BOD.
- I. Executive
1. Those people who are either Officers or Directors of the BOD.

- J. General Meeting
  - 1. Any meeting of the Executive of the ASA where quorum is met.
- K. Membership/Member
  - 1. Indicates those with Full Memberships, and Associate Memberships.
- L. Officers
  - 1. Shall consist of the President, Vice-President, Secretary, and Treasurer, or;
  - 2. Shall consist of the President, Vice-President, and Secretary-Treasurer.
- M. Proxy Vote
  - 1. Shall be considered a vote cast on behalf of an absent Executive Member of ASA
- N. Proxy Trustee
  - 1. Shall be any Full Member who is in possession of a valid Proxy Vote.
- O. Quorum
  - 1. The minimum number of Executive Members required in attendance at a General Meeting.
  - 2. The minimum number of Executive Members and Full Members required in attendance at the AGM.
- P. Special Resolution
  - 1. Shall be made in order to change the ASA constitution, or bylaws, or;
  - 2. Shall be made in order to remove a Full Member, Officer or Director from his/her seat.

## **ARTICLE II. MEMBERSHIP**

- A. Full Membership
  - 1. All individuals with vested interests residing in Alberta, from time to time in Saskatchewan or British Columbia, are eligible to apply for Full Membership with the exception of those with outstanding debt to the Society or whose membership has been expunged.
  - 2. Full Members shall be considered:
    - a. Those who have been granted Full Membership status by the BOD, or;
    - b. Those athletes over the age of majority who have registered as athletes with the ASA, or;
    - c. Those individuals who have paid the Full Membership fee, or;
    - d. **One representative from each registered recreational club.**

3. All Full Members of the ASA shall have the right:
    - a. To access any audited financial records of the society, under conditions subject to Bylaw II. E. of the Alberta Skipping Association Bylaws, and;
    - b. To attend at all General Meetings and vote at the AGM during said fiscal year, and;
    - c. To access the minutes of General Meetings and AGMs excluding those meetings declared closed session in accordance to Article III. A. 8. c., and;
    - d. To join the numerous committees that may be struck throughout the fiscal year, and;
    - e. To propose motions at meetings, and;
    - f. To withdraw from Membership.
  4. Expulsion from the society
    - a. In the case of questionable behaviour, withdrawal of Full Membership may occur in accordance with Bylaw II. G. 1.
    - b. The withdrawal of membership privileges shall result in the forfeit of all right, claim, and interest arising from or associated with membership in the society.
  5. Resignation of any individual from the society shall:
    - a. Result in the forfeit of all right, claim, and interest arising from or associated with Full Membership in the society, and;
    - b. Be accompanied by the submission of a written notice by the individual to any member of the BOD.
  6. Proxy
    - a. Full Members may vote by proxy:
      - i. Provided their vote is given, using an acceptable proxy form as set out by the BOD, and;
      - ii. Provided their vote is given to a Full Member PRIOR to a General Meeting or AGM.
    - b. No Full member may be in possession of more than two Proxy Votes during any single meeting.
    - c. A Proxy Vote must be registered through the President or the Secretary PRIOR to the meeting.
    - d. A person in possession of a valid Proxy Vote may vote on all issues at said meeting
- B. Associate Membership
1. Associate Members shall be considered athletes registered with the ASA or with a recreational member club under the age of majority.
  2. Associate Members shall be considered coaches, volunteers and judges for an ASA registered recreational club over the age of majority.
- C. Executive Membership
1. Shall be held by individuals with Full Membership only
  2. Consists of Officers and Directors

3. Shall be privy to all rights and responsibilities outlined in Article II A.

### **ARTICLE III. MEETINGS**

#### A. General Meetings

1. Quorum for BOD meetings shall consist of 50% plus 1 of all Directors and Officers.
  - a. If quorum for any General Meeting is not met, all decisions must be ratified at the following meeting where quorum is met, or the decisions shall be considered null and void.
2. General Meetings shall be held at any time deemed necessary by the BOD, and at least once every three months.
3. The President shall preside at all General Meetings. In the President's absence the Vice President will preside at General Meetings. In the absence of both the President and the Vice President the executive will select a Chairperson to preside at the meeting.
4. Notice of General Meetings shall be forwarded by the Secretary to Officers and Directors via:
  - a. Telephone and email between 5 and 10 working days prior to the meeting, or;
  - b. Mail postmarked between 10 and 15 working days prior to the meeting.
5. Notice of General Meetings shall be forwarded by the Secretary to all **Full Members**:
  - a. Telephone and email between 5 and 10 working days prior to the meeting, or;
  - b. Mail postmarked between 10 and 15 working days prior to the meeting.
6. An agenda for meetings of the BOD shall be distributed prior to the date on which the meeting is to occur via email, fax or mail.
7. Minutes
  - a. Minutes for General Meetings will be transcribed and typed by the Secretary, to be distributed within 3-weeks of the meeting via email, fax or mail to all persons in attendance and all ASA registered clubs.
  - b. Minutes for General Meetings will be transcribed and typed by the Secretary of the BOD, to be distributed in conjunction with the agenda at the following meeting.
  - c. Minutes excluding those declared Closed Session shall be made accessible to all Full Members and Associate Members of the Society via the ASA website, or within 5 working days or the request, sent via email, fax or mail.
  - d. Minutes are to be taken in all open session meetings.
8. All General Meetings shall be open unless declared "closed session".
  - a. General Meetings shall move into closed session at any time throughout a meeting.

- b. Some or all Full Members may be asked to leave closed session meetings if such is deemed necessary by a simple majority vote by the Executive.
    - c. Some of the Executive Members may be asked to leave closed session meetings if conflicts of interest may arise.
  - 9. Meetings shall follow Robert's Rules of Order.
- B. Annual General Meeting (AGM)
  - 1. The society shall hold an AGM within the months of April, May, June, July, or August.
  - 3. Quorum shall consist of:
    - a. 50% plus 1 of all Directors and Officers, and;
    - b. Representation from at least 25% registered clubs.
  - 4. Notice of AGMs shall be forwarded via stipulations outlined in Article III. A. 4. and Article III. A. 5.
  - 5. The agenda for the AGM shall be distributed prior to the date on which the meeting is to occur via email, fax or mail to all Executives and Coaches, for distribution to all Full Members.
  - 6. The Annual Report shall be approved by a simple majority of the Executives and Full Members at the AGM.
  - 7. The President shall preside at the AGM. In the President's absence the Vice President will preside at the AGM. In the absence of both the President and the Vice President the BOD will select a Chairperson to preside at the AGM.
  - 8. Minutes of the AGM shall be taken by the outgoing Secretary.
  - 9. AGMs shall follow Robert's Rules of Order.

**ARTICLE IV. GOVERNING RULES AND REGULATIONS**

- A. The ASA Society and its members shall abide by the rules and regulations outlined in the Constitution and Bylaws of the Alberta Skipping Association and the Alberta Societies Act.

**ARTICLE V. CESSATION OF BUSINESS OR OPERATIONS**

- A. In the event that the ASA ceases to exist or operate, all remaining assets after debts have been paid will become the property of the current registered ASA clubs. Division of these assets will be consistent with the number of full ASA members within each club. Cessation of Business shall follow all pertinent legal guidelines.

**ARTICLE VI. BYLAW CHANGES**

- A. Voting members of the ASA must pass a special resolution, as defined in Section 1(d) of the Societies Act, to alter, rescind, or add bylaws.
  - 1. Changes must be distributed at least 30 days prior to the date of the vote via email, fax or mail to all ASA Full Members and Executives.

## **BYLAW I. TERMS, POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

- A. Executive Composition
1. The Executive shall be comprised of no less than 3 Officers and 0 Directors, and no more than 4 Officers and 5 Directors. The number of Director's positions to be filled at the AGM will be decided by a simple majority vote at the last General Meeting prior to the AGM. If a qualified candidate wishes to sit as Secretary-Treasurer, the motion may be accepted by a simple majority vote.
- B. The term lengths of the Executive are:
1. Officers
    - a. President, Vice President, Secretary and Treasurer – one year.
    - b. President, Vice President and Secretary-Treasurer – one year.
  2. Directors – one year.
  3. An individual shall not remain in the same position for more than three consecutive years.
- C. Executive Duties and Rights
1. President
    - a. When present shall preside at meetings of the Society;
    - b. Shall be an ex-officio member of all committees;
    - c. Shall instruct the Secretary to call General Meetings and the AGM in conjunction with protocol set forth in Article III A. 3. and Article III A. 4;
    - d. Shall have the authority to sign the official Society Seal;
    - e. Will be vested with signing authority as per Bylaw II B. 1.;
    - f. Shall ensure all Officer's duties are being carried out.
    - g. Shall authorize legitimate Proxy Votes.
    - h. Shall be privy to the rights and obligations described in Article II A.
    - i. Other duties from time to time as directed by the BOD.
  2. Vice President
    - a. Shall preside over meetings in the absence of the President as per Article III A. 3.;
    - b. Shall have the authority to authenticate the use of the official Society Seal in the event that the President is unable to do so.
    - c. Shall be privy to the rights and obligations described in Article II A.
    - d. Other duties from time to time as directed by the BOD.
  3. Treasurer
    - a. Shall keep the books of the Society in order, including current bank balances, accounts receivables, accounts payables;
    - b. Shall present a report of the financials of the Society at each meeting;

- c. Shall assist the auditor(s) with all their questions in order to give them a full and clear picture of the financial position of the Society;
- d. Shall have signing authority for the Society;
- e. Shall receive from the Secretary, and deposit all incoming money into a designated bank, Trust Company, Credit Union or Treasury Branch account for the Society.
- f. Shall keep full records of all Associate Members, Full Members and Executives, including, but not limited to, full mailing addresses, telephone numbers, email addresses, and birth certificates if applicable
- g. Shall receive payments for ASA memberships
- h. Shall be privy to the rights and obligations described in Article II A.
- i. Other duties from time to time as directed by the BOD.

4. Secretary

- a. Shall accept and file any resignation from the Executive of Full Membership;
- b. Shall attend all General Meetings and the AGM in order to keep full and accurate minutes of said meeting;
- c. Shall have charge of all the Society's correspondence and be under the direction of the President and the Board;
- d. Shall send notices of all upcoming meetings as outlined in Article III A. 4., Article III A. 5., Article III B. 4. and Article III. B. 5.;
- e. Shall authorize legitimate Proxy Votes.
- f. Shall be privy to the rights and obligations described in Article II A.
- g. Other duties from time to time as directed by the BOD.

5. Treasurer-Secretary

- a. Shall take on all duties described in Bylaw 1 C. 3. & Bylaw 1 C. 4.

6. Administrative Coordinator

- a. Should the ASA employ a person in an administrative capacity, the BOD shall appoint a committee to develop a contract of responsibilities and salary structure.

- b. The administrative coordinator can be assigned executive tasks as per contract expectations.

This would fall under staff and would not be considered part of the board. Any staff stuff should fall under policy, not bylaw. In the event of a having a staff person, it wouldn't be their job to take over duties of the directors. It would be to do things that the directors aren't able to do.

D. BOD Elections

- 1. Nominations for Officers and Directors shall be accepted from any Full Member and will be submitted to the Secretary or President;
- 2. Nomination forms must be submitted at least 7 days prior to the distribution of the agenda for the AGM;
- 3. Nominations will be appear in the agenda for the AGM;
- 4. Nominations may also be accepted from the floor at the time of the AGM;

5. The CRO shall be appointed by the BOD prior to the AGM;
  6. All elected positions shall be selected by a simple majority vote of those present, or;
  7. A “Yes” vote of 50% plus 1 is required for all positions where one person is running for said position.
- E. In the case that an Officer or Director is unable to carry out their duties, or a position is not filled at the AGM, the BOD may appoint a Full Member to fill that position at any General Meeting.
1. The appointed Full Member will be considered an interim Officer or Director
  2. An interim Officer or Director will have the same powers and responsibilities as elected Officers and Directors, as defined in BYLAW 1.
  3. The term of an interim Director will extend from the time of appointment until the following AGM.
- F. Three consecutive unexcused absences by an Officer or Director may be considered resignation from the Executive.
- G. In those cases where it is the will of the BOD that an Officer or Director be removed:
1. Removal of an Officer or Director will be implemented by a 2/3 majority of those present at a General Meeting in Closed Session.
- H. Powers of the BOD  
The BOD shall:
1. Always rule in accordance with the ASA mandate;
  2. Complete an annual report on the operation and financial dealings of the Society to be submitted to the BOD in the agenda for the AGM;
  3. Shall submit a yearly outline of operations including meetings, special events, and competitions;
  4. Approve all expenditures;
  5. Shall not authorize expenditures that will place ASA in a deficit situation;
  6. Review all ASA committee findings and recommendations;
  7. Arrange and review an annual audit of the financial statements, and;
  8. Authorize all contracts.
- I. All positions on the BOD shall be filled on a volunteer basis.
- J. The BOD shall cause an audit of the financial records of the society on an annual basis or as directed by a motion of the BOD.
- K. The Executive shall maintain a complete set of financial records.

## **BYLAW II. FINANCE**

- A. ASA’s fiscal year shall run from September 1 to August 31.

- A. Signing authority shall be vested in three individuals:
  - 1. The President, and;
  - 2. The Treasurer, and;
  - 3. One other person from the Executive.
- B. Cheques must require two of the three signatures.
- C. For the purpose of carrying out its objectives, the Society may borrow, raise, or secure the payment of money in such a manner as it sees fit.
- D. All persons may be granted access to any audited financial records approved by the BOD of the Society under the following conditions:
  - 1. A minimum of 10 working day's written notice must be given to the President of the BOD, and;
  - 2. The records must not be duplicated nor leave the premises without the written consent of the BOD.

### **BYLAW III. AUDITS**

- A. Appointment and qualifications of auditors:
  - 1. The BOD may from time to time appoint an auditor or auditors to hold office for such period as the BOD may determine;
  - 2. The auditor must hold a professional accounting designation and be qualified to perform audits, or;
  - 3. Two to four members of the BOD who do not currently, and have not in past 24 months, held signing authority, and;
  - 4. The presentation of the financials to the BOD must be approved by a simple majority vote.
- B. Rights and duties of auditors:
  - 1. The auditors shall make a report to the BOD of the society on the financial records examined by them;
  - 2. The auditor shall examine all records in accordance with generally accepted accounting principles (GAAP) and provide a statement of opinion based on their examination, and;
  - 3. Every auditor of the Society shall have a right:
    - a. Of access at all times to all records, documents, books, vouchers, and accounts of the Society and is entitled to require from the Executive of the Society such information and explanations as may be necessary for the performance of the duties of auditor, and;
    - b. To attend any General Meeting of the Society when audited accounts will be examined by the BOD so that the auditor may make statements or explanations regarding the accounts or findings.

### **BYLAW IV. SEAL OF THE SOCIETY**

- A. The BOD may adopt a Seal, which shall be the common Seal of the ASA.
- B. The common Seal of the Society shall be under the control of the Executive and the responsibility for its custody and use from time to time shall be determined by the Executive.

**BYLAW VIII. MEMBERSHIP FEES**

- A. A membership fee will be collected from Associate and Full Members of the ASA in accordance with ASA policies.