

ALBERTA SPORTS AND RECREATION ASSOCIATION FOR THE BLIND

BYLAWS

Restated and Adopted

14 April 2013

Revised in regard to Alberta Societies Act Requirements

21 August 2013

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ALBERTA SPORTS AND RECREATION ASSOCIATION FOR THE BLIND BYLAWS

ARTICLE I NAME

The Name of this Association shall be “Alberta Sports and Recreation Association for the Blind”. In these Bylaws the terms “ASRAB” and “Association” shall mean the Alberta Sports and Recreation Association for the Blind.

ARTICLE II MEMBERSHIP

A. Qualifications

1. Any person who supports the objects of the Association and agrees to abide by the Bylaws, Policies and Procedures is entitled to apply for membership in the Association.
2. A member is in good standing when the membership fee has been paid for the current fiscal year.

B. Withdrawal, Suspension or Expulsion

1. A member may terminate his/her membership by telephone or by written notice at any time during a fiscal year but shall not be entitled to any refund. Such member may be readmitted to membership in accordance with Article II.A.
2. The Board of Directors shall have the power by vote to suspend or expel any member for reasonable cause. No member shall be suspended or expelled without having an opportunity to appeal to the Board of Directors. Such member shall receive 14 days written notice of the meeting. In case of withdrawal, suspension or expulsion, a member shall be responsible for any liabilities he/she may have incurred.

C. Fees

1. Membership fees shall be established at the Annual General Meeting for the following fiscal year. Such fees shall be on a yearly basis and shall be due upon notification from the Association.

ARTICLE III FISCAL AND MEMBERSHIP YEAR

1. The fiscal and membership year of the Association shall be 01 January through 31 December.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

A. Annual General Meeting

1. The Annual General Meeting (AGM) shall be held within 150 days of the end of the Association's fiscal year at a time and venue designated by the Board of Directors.
2. A written notice of the Annual General Meeting shall be communicated to the Members not less than Thirty (30) days prior to the date of such meeting. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, a Member, shall not invalidate the proceedings at that General Meeting.
3. The AGM shall be open to the public, but only members in good standing shall be entitled to take part in debates or address the group.
4. All members in good standing in the previous fiscal year, currently in good standing and in attendance are entitled to vote at General Meetings. Proxy votes shall not be permitted.
5. The Association's auditor shall be appointed by the membership at the AGM.
6. The order of business at the AGM shall be:
 - a) Welcome
 - b) Introductions
 - c) Identification of Voting Members
 - d) Confirmation of Quorum
 - e) Minutes of the Previous Meeting
 - f) Report of the President
 - g) Presentation of the Audited Financial Statement
 - h) Report of the Director of Operations
 - i) Report of the Director of Competitive Sport
 - j) Report of the Director of Active Living
 - k) Report of the Director of Education and Awareness
 - l) Appointment of the Auditors
 - m) Establishment of Membership Fees
 - n) New Business
 - o) Election of Officers
7. A quorum shall be 10 percent of the membership or 15 members whichever is less.
8. When requested, voting shall be by objects in designated shapes in place of a secret ballot.

B. Special General Meetings

1. The President may call Special General Meetings at any time. He/she must call special general meetings upon receipt of a petition stating the reasons for the meeting that has been signed by 15 percent of the members in good standing. Business at such a meeting shall be limited to the subject of the call.
2. With the exception that a Special General meeting shall be limited to the subject of the call, all other requirements and procedures shall be the same as for an Annual General Meeting.

ARTICLE V BOARD OF DIRECTORS

A. Composition

The Board of Directors of the Association shall consist of:

President, Director of Operations, Director of Finance, Director of Competitive Sport, Director of Active Living and Director of Education and Awareness, elected at an Annual General Meeting.

B. Terms of Office

The Directors shall serve for terms of office of two (2) years or until their successors are elected or appointed, with such terms of office commencing and ending upon the adjournment of the respective Annual General Meeting.

A person may not serve as Director for more than three (3) consecutive terms. A person who has completed three (3) consecutive terms, shall - upon the expiration of one year thereafter - be eligible for election or appointment to the Board. The restrictions in this Bylaw section may be waived by the Members at a General Meeting in specific cases by a two-thirds (2/3) vote.

C. Elections at the Annual General Meeting

To qualify for election, a nominee must be at least 18 years old and a member in good standing as in Article IV.A.4. Members in good standing as in Article IV.A.4 and present at the Annual General Meeting shall elect:

1. The President, Director of Operations and Director of Active Living for a term of two consecutive years in even numbered years.
2. The Director of Finance, Director of Competitive Sport and Director of Education and Awareness for a term of two consecutive years in odd numbered years.

If an election is not by acclamation, a secret ballot shall determine the winner.

D. BOARD DUTIES

1. The Board is responsible for the management of the affairs of the Association and shall meet not less than twice each fiscal year. The Board is accountable to the membership and is responsible for:
 - a) Establishing and monitoring annual and long-term objectives for the Association
 - b) Providing the governance to achieve the objectives of the Association including the mediation and arbitration of disputes
 - c) Maintaining a Provincial Office
 - d) Establishing Policies and Procedures
 - e) Creating Committees
The President shall appoint committee members with the approval of the Board. All decisions made by committees will be limited to those matters specifically assigned to them and are subject to review by the Board.
 - f) Assuring the performance of committees
 - g) Interpreting and enforcing the Bylaws, Policies and Procedures
2. All issues, questions and disputes pertaining to the Policies and Procedures are within the jurisdiction of the Board. The Board is the sole and final authority with respect to the resolution of such issues, questions, or disputes.

E. BOARD PROCEDURES

1. Any member of the Board may withdraw or resign his/her position upon written notice to the Board.
2. Any member of the Board of Directors who fails to fulfill his duties or without just cause does not attend two consecutive meetings or ceases to be a member in good standing shall be removed from the Board.
3. The Board shall assure that the Provincial Office maintains proper custody of all financial records, pertinent documents and the corporate seal.
4. Vacancies on the Board shall be filled by majority vote of the Board of Directors. The person selected shall hold office until the term of the person being replaced expires.
5. A quorum of the Board shall be four members of the Board.
6. Upon notice to the President, any member may attend and address issues at meetings of the Board.
7. Any contracts, which require the Seal of the Association, are to be authenticated by the signatures of the President and the Director of Finance or other persons as the Board may determine by resolution.

8. No member of the Board of Directors shall receive any remuneration from the Association with the exception of reasonable expenses for his/her Board services.
9. From time to time appoint ad hoc committees to complete the goals of the Association.

F. Duties of Directors

1. THE PRESIDENT is the official spokesperson for the Board and the Association and shall chair all meetings throughout the year. The President shall be responsible for hiring and supervising the Executive Director of the Association. He/she shall ensure that the files, records and general administrative business of the Association are current and correctly maintained. He/she shall ensure sound program and financial planning. He/she shall appoint members to committees with the approval of the Board. The President shall be an ex-officio member of all committees.
2. THE DIRECTOR OF OPERATIONS shall be responsible for the Association Bylaws and policies. He/she shall chair the Human Resources Committee. He/she shall be responsible for all communications of the Association, including the Website and Social Media. He/she shall establish the Association Planning process, and Program Review processes. He/she shall perform other duties as designated by the President.
3. THE DIRECTOR OF FINANCE will serve as the Treasurer of the Association. He/she shall ensure that the financial records of the Association are maintained in accordance with Generally Accepted Accounting Principles. He/she shall be responsible for the financial policies of the Association. He/she will ensure financial accountability and oversight. He/she will provide oversight of Fund Development. He/she shall ensure funding partner financial requirements are met. He/she shall have oversight of Fund Development. He/she shall perform other duties as designated by the President.
4. THE DIRECTOR OF COMPETITIVE SPORT shall be responsible for the competitive sport programs of the Association. He/she shall appoint committee chairs for each sport. He/she shall be responsible to ensure annual plans are developed for each competitive sport. He/she shall liaise with other competitive sport organizations who have visually impaired or blind athletes. He/she shall be responsible for the development of policy related to competitive sport. He/she shall be responsible sport program development and review. He/she shall perform other duties as designated by the President.
5. THE DIRECTOR OF ACTIVE LIVING shall be responsible for implementation of the Active Living Strategy. He/she shall ensure the provision of active living programs. He/she shall perform other duties as designated by the President.

6. THE DIRECTOR OF EDUCATION AND AWARENESS shall be responsible for the promotion of the Association. He/she shall liaise with strategic partners. He/she shall perform other duties as designated by the President.

ARTICLE VI FINANCIAL PROVISIONS

A. Banking Authority

Two Directors of the Board and the Executive Director shall be authorized to sign cheques on behalf of the Association. Two of the three signing authorities must sign all cheques. All monies received by the Association shall be deposited in the designated bank.

B. Examination of the Books

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 satisfactory to the officer or officers in charge of the books.

C. Acquisition of Funds

For the purpose of carrying out its objectives, the Association may raise or secure monies, goods or services in such a manner as it thinks fit, but this power shall be exercised only under the authority of the Board of Directors. In no case shall any money be borrowed, debt contracted or debentures issued in the name of the Association unless by special resolution of the members. No member shall solicit any individual or organization on behalf of ASRAB for any donation in the form of money, goods, or services unless the Board of Directors has first granted permission.

D. Financial Review

The auditors appointed at the Annual General Meeting shall audit the books, accounts and records of the Association and issue a complete and proper statement of the standing of the books of the Association at the Annual General Meeting.

ARTICLE VII AMENDMENT OF BYLAWS

Special Resolution may amend the Bylaws of the Association. A Special Resolution is a motion passed by a majority of not less than three-fourths of the Association's membership present and voting at a General Meeting. Notice of the proposed Special Resolution and purpose of the resolution must be distributed to members not less than 30 days prior to the meeting at which the resolution will be proposed.

ARTICLE VIII INDEMNIFICATION

All Directors and Officers of the Association (their heirs, executors, administrators, assigns and estates) shall at all times be indemnified and held harmless, out of the Association's funds, from and against all costs, charges and expenses which such Directors or Officers sustain or incur in or about any motion, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter of this whatsoever made, done or permitted by them in or about the execution of the duties of their offices, and also from and against all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect, fraud, dishonesty or default.

ARTICLE IX PARLIAMENTARY AUTHORITY

Except as provided in the Bylaws and by local, provincial, or federal law, the most recent edition of Robert's Rules of Order shall be the parliamentary authority for all meetings of the Association.

ARTICLE X SOCIETY SEAL

The Society shall not be adopting a seal.

ARTICLE XI DISSOLUTION

In the event of the dissolution of the Association, its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.

ARTICLE XII TRANSITION PROVISIONS

For the purposes of making a transition from the governance structure in force and effect under "Bylaw Restated and Adopted 11 June 2000" ('existing bylaws') to the governance structure prescribed in "Bylaw Restated and Drafted 5 March 2013" ('revised bylaws'), the following will occur:

A. Transition of Positions

1. The current President will continue in office until the conclusion of his/her normal term in 2014, and thereafter the position of President will be filled pursuant to the revised bylaws

2. The current Vice President will conclude his/her term at the 2013 AGM and thereafter the position of Vice President will cease to exist.
3. The current Treasurer will conclude his/her term at the 2013 AGM and thereafter the position will be retitled to Director of Finance. The position will be filled at the 2013 AGM pursuant to provisions of the existing bylaws pertaining to the election of the Treasurer.
4. The current position of Secretary (vacant) will be retitled to Director of Operations at the 2013 AGM. The position will be filled at the 2013 AGM pursuant to the provisions of the existing bylaws pertaining to the election of the Secretary.
5. The current Sport and Recreation Director will conclude his/her term at the 2013 AGM and thereafter the position will be retitled to be Director of Competitive Sport or Director of Active Living. The position will be filled at the 2013 AGM pursuant to the provisions of the existing bylaws pertaining to the election of Sport and Recreation Director.
6. The three Regional positions (Directors of North, Central and South Regions) will cease to exist after the 2013 AGM.
7. The Athlete Representative position will cease to exist after the 2013 AGM.
8. The Director of Active Living and Director of Education and Awareness positions will come into existence after the 2013 AGM. They will be filled by appointment by the Board for the initial two-year term, and thereafter will be filled pursuant to the revised bylaws.

B. Interim Status of Positions

The new board structure contemplated in the "ASRAB New Bylaws 2013-04-14" cannot take effect until the revised bylaws are approved by the Alberta Registrar of Societies. As a result, the new positions identified in 3, 4, 5 and 8 above will be deemed to exist and to be filled on a 'provisional basis', until such time as the revised Bylaws receive approval.

C. Term Limits

The term limits set out in the revised Bylaws will be partially implemented beginning at the 2013 AGM to ensure that no incumbent director is denied the opportunity to serve a final term. For further clarity, if a director has served three or more terms prior to the 2013 AGM, that director will be nonetheless be permitted to serve one further and final term. Directors who have served two terms or fewer before the 2013 AGM will count these terms already served as part of their three term limit.

D. Resolving disputes

The Executive Committee in place prior to the 2013 AGM will have the full discretion to determine any transition matter that is not adequately resolved by the provisions of this Article.