ALBERTA RHYTHMIC SPORTIVE GYMNASTICS FEDERATION

BYLAWS

(Updated as of September 2026)

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ARTICLE I GENERAL

1.1 Purpose

These Bylaws relate to the general conduct and affairs of Alberta Rhythmic Gymnastics Federation, operating as Rhythmic Gymnastics Alberta (hereinafter, the "**Society**").

1.2 Definitions

The headings used throughout these Bylaws shall not affect the construction hereof and are for convenience only. In these Bylaws, unless context otherwise requires, expressions defined in the *Act* (as defined below) or any statutory amendment or modification thereof shall have the meaning so defined, and:

a) *"Act"* means the *Societies Act*, R.S.A. 2000, c S-14 of the Province of Alberta, as amended from time to time, and any legislation that may be substituted therefore;

b) *"Annual General Meeting"* is a General Meeting of Members held once a calendar year as described in Section 3.1;

c) *"Auditor"* means an individual, partnership, or corporation appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Society for a report to the Members at the next Annual Meeting in accordance with the *Act*;

d) *"Board", "Board of Directors" and "Directors"* means the Directors of the Society;

e) *"Bylaws"* means these bylaws of the Society as amended from time to time;

f) *"days"* means days including weekends and holidays;

g) *"Director"* means an individual elected or appointed to serve on the Board pursuant to these Bylaws;

h) *"General Meeting"* has the meaning set out in Section 3.2;

i) *"Good Standing"* has the meaning set out in Section 2.17;

j) *"in writing" or "written"* means both hard copy and electronic communication and any other modes of representing or reproducing words in visible form determined appropriate by the Board;

k) *"Member"* has the meaning set out in Section 2.1;

l) *"New Club Member"* means an organization whose application for membership has been accepted by the Board of Directors and which is undergoing a probationary review period prior to acceptance as a Club/League Member.

m) *"Officer"* means an individual elected or appointed to serve as an Officer of the Society listed in Section 5.1;

n) *"Ordinary Resolution"* means a resolution passed by a majority of the votes cast by the Members present at the meeting on that resolution or consented to by all Members entitled to vote on that resolution;

o) *"Registered Office"* means the office as described in Section 1.3;

p) *“Registrar”* means the Registrar of Corporations or a Deputy Registrar of Corporations appointed under section 263 of the *Business Corporation Act* (Alberta).

q) *“Society”* has the meaning set out in Section 1.1;

r) *“Special Meeting”* has the meaning set out in Section 3.3;

s) *“Special Resolution”* means:

i. a resolution passed by no less than three-fourths (3/4) or 75% of the votes cast at a meeting of Members for which at least twenty-one (21) 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 no less than twenty-one (21) days’ notice has been given provided all the Members entitled to attend and vote at the meeting so agree; or
iii. a resolution consented to in writing by all Members who would have been entitled at a meeting of the Members to vote on that resolution.

1.3 Registered Office
The registered office of the Society will be located within the Province of Alberta. The Registrar shall be notified of any change in location of the head office in accordance with the *Act*.

1.4 Seal of the Society
The Society may have a seal, which may be adopted and may be changed by Ordinary Resolution of the Board. The seal will be in the custody of the Secretary.

1.5 No Pecuniary Gain for Members
The Society will be carried on without the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objects.

1.6 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 Society.

1.7 Conduct of Meetings
Unless otherwise specified in these Bylaws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition) / in accordance with recognized standards as determined by the Board.

1.8 Interpretation
Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

2.1 Categories

The Society has the following categories of Members:

a) Club/League Member (Voting Member) – A local or regional gymnastics organization operating within the Province of Alberta, including nonprofit organizations, sole proprietorships and incorporated companies, that provides or facilitates rhythmic gymnastics programming.

b) Affiliate Member (Non-Voting Member) – An organization that supports, sponsors, or otherwise has similar interests in the enhancement of the Society or its purpose.

c) Individual Member – Any individual who is registered with a Club/League Member or directly with the Society as a participant, coach, official, referee, volunteer, or administrator. Individual Members shall be categorized as follows:

   i) Attached Individual Member (Non-Voting Member) – An individual whose membership is held through, or who is affiliated with, a registered Club/League Member. Attached Individual Members may participate in Society activities and programs but shall not have individual voting rights, as voting rights are held by the Club/League Members in accordance with these Bylaws.

   ii) Unattached Individual Member (Voting Member) – An individual who is registered directly with the Society, is not affiliated with a Club/League Member, and has an active and ongoing connection to the Society through participation in, contribution to, or support of the sport of rhythmic gymnastics in Alberta. This category may include judges, officials, coaches, volunteers, administrators, or other individuals who are actively engaged with the Society but are not represented through a Club/League Member. Eligibility for this membership category shall be subject to approval by the Board of Directors.

d) Director Member (Voting Member) – Any individual that is eighteen (18) years old or older and who is elected or appointed as a Director of the Society in accordance with these Bylaws.

e) Honorary Member (Non-Voting Member) – The Board of Directors may, from time to time, recognize an individual who has made significant contributions to the Society, the sport of rhythmic gymnastics, or the advancement of the Society's purpose by granting Honorary Member status. Honorary Membership is an honorary, non-voting membership category and does not provide voting rights. Honorary Members may participate in Society activities and events as determined by the Board of Directors.

2.2 Registration

Each category of Member must register with the Society and agree to abide by the Society's Bylaws, policies, procedures, rules and regulations or, if the Member is under the age of eighteen (18), have a parent or guardian agree to abide by the Society's Bylaws, policies, procedures, rules and regulations on behalf of the Member.

Authority of Members

2.3 Membership Authority

The Members of the Society will have the following powers:

a) to appoint the Auditor
b) to approve the Bylaws
c) to elect Directors; and
d) as provided in the *Act* and in these Bylaws.

Admission and Renewal of Members

2.4 Admission and Renewal of Members

Any candidate will be admitted or renewed as a Member if:

a) the candidate member makes an application for membership in a manner prescribed by the Society;

b) the candidate member was previously a Member, the candidate member was a Member in Good Standing when the candidate ceased to be a Member;

c) the candidate member has paid fees as prescribed by the Board, if any;

d) for Director Members, the candidate member is not an employee or contractor of the Society receiving more than $1,000 in compensation for services provided to the Society, with the exception of compensation received for delivering or facilitating coaching training, judging training, workshops, clinics or other educational and development activities;

e) the candidate member agrees to uphold and comply with the Society's governing documents;

f) the candidate member meets any other condition of membership determined by the Board;

g) the candidate member has met the applicable definition listed in Section 2.1; and

h) the candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

2.5 <u>Duration</u>

Unless otherwise determined by the Board, membership with the Society begins as described below and ends as described below or when the Member resigns or is terminated from membership:

a) <u>Club Member</u> – begins on the date the Board accepts the member's registration and ends on a date determined by the Board common to all Club Members.

b) <u>New Club Member</u> – begins on the date the Board accepts the member's registration and ends when the New Club Member has been accepted as a Club/League Member following a probationary review. The duration and requirements of the probationary review period shall be determined by the Board of Directors and may be established through Society policies and procedures. During the probationary review period, the New Club Member shall demonstrate compliance with the Society's membership requirements, policies, standards, and expectations. Upon successful completion of the review period and approval by the Board of Directors, the New Club Member may be accepted as a Club/League Member in accordance with these Bylaws.

c) <u>Affiliate Member</u> – begins on the date the Board accepts the member's registration and continues indefinitely.

d) <u>Individual Member</u> – begins on the date the Board accepts the member's registration and ends on a date determined by the Board common to all Individual Members.

e) <u>Director Member</u> – begins on the date the Director assumes office in accordance with these Bylaws and ends when the individual ceases to be a Director.

f) <u>Honorary Member</u> – begins on the date the Board grants Honorary Member status and ends on a date determined by the Board.

2.6 Fees

To be eligible to exercise voting rights at the Annual General Meeting, all applicable Membership Fees must be paid in full by the prescribed deadlines. Club/League Membership Fees must be paid on or before October 15 of the applicable membership year. Individual Membership Fees must be paid in full by the deadline established by the Board of Directors.

2.7 Deadline

Members shall be notified of the applicable Membership Fees and the deadlines for payment as determined by the Board of Directors. Any Member who fails to pay the applicable Membership Fees in full within sixty (60) days of the applicable payment deadline or written notice of default shall automatically cease to be a Member of the Society, unless otherwise determined by the Board of Directors.

Compliance, Transfer, Withdraw, Suspension and Termination of Membership

2.8 Policy Compliance

As a condition of membership, a Member must comply with the Society's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Society's policies and procedures may result in discipline, or suspension or termination of membership.

2.9 Transfer

Membership in the Society is non-transferable.

2.10 Withdrawal

Any Member wishing to withdraw from membership shall provide written notice to the Board through the President. The Board may, in its sole discretion, accept or refuse the request for withdrawal and may impose such conditions as it considers appropriate. A withdrawal becomes effective on the date the Board accepts the request, or on a later date as may be determined by the Board. Upon the effective date of withdrawal, the Member shall cease to have any rights or privileges of membership.

Withdrawal does not relieve the Member of any debts, obligations, disciplinary proceedings, or other responsibilities owing to the Society that arose prior to the effective date of withdrawal.

2.11 Suspension

A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Society's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.11.1 Effects of Suspension

A suspended Member is not in Good Standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Society, and may be subject to a probationary period before being reinstated to Good Standing.

2.12 Termination

Membership in the Society will terminate immediately upon:

a) the expiration of the Member's membership, unless renewed in accordance with these Bylaws;

b) the Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these Bylaws;

c) resignation by the Member by giving written notice to the Society;

d) dissolution of the Society;

e) a decision made by the Board (or designate) or a disciplinary panel in accordance with these Bylaws or the Society's policies;

f) the Member's death or dissolution, as applicable;

g) by Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination; or

h) The authority to suspend or terminate a Member rests solely with the Board, its designate, or a disciplinary panel acting in accordance with these Bylaws and the Society's policies.

2.13 Restriction on Resignation

A Member's request to withdraw from the Society is not effective unless accepted by the Board. The Board may refuse to accept a request for withdrawal while the Member is subject to a disciplinary investigation or disciplinary proceeding.

2.14 Arrears

A Member will be expelled from the Society for failing to pay membership dues or monies owed to the Society by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Society by suspended or expelled Members will remain due.

2.15 Discipline

A Member may be disciplined in accordance with the Society's policies and procedures relating to the discipline of Members. Where disciplinary action or termination of membership is proposed for violating any provision of the articles, these Bylaws, or the Society's policies, the Disciplinary Committee shall provide the Member with fifteen (15) days' written notice of the proposed disciplinary action or termination. The notice shall set out the reasons for the proposed disciplinary action or termination. The Member receiving the notice shall be entitled to provide the Disciplinary Committee with a written submission opposing the proposed disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day notice period. The Disciplinary Committee shall consider the Member's written submission and any other relevant information before making a final decision regarding the disciplinary action or termination of membership. The decision of the Disciplinary Committee shall be final, subject to any appeal rights established in the Society's policies.

Good Standing

2.16 Definition

Subject to these Bylaws and the other governing documents of the Society, a Member will be considered to be in Good Standing provided that the Member:

a) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

b) has completed and submitted all documents required by the Society;

c) has complied with these Bylaws and all other governing documents of the Society;

d) is not subject to a disciplinary investigation or action by the Society, or if previously subject to disciplinary action, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

e) has paid all required membership fees, if any.

2.17 Privileges of Good Standing

Subject to these Bylaws and other governing documents of the Society, Members in Good Standing may be entitled to the following privileges:

a) to attend, participate, and vote at meetings of the Members;

b) to participate in the Society's activities; and

c) to participate in other events associated with the Society.

2.18 Cease to be in Good Standing

Subject to these bylaws and other governing documents of the Society members may be determined to not be in good standing or cease to be in good standing.

Members who are determined by the Board of Directors or a disciplinary panel to not be in Good Standing shall not be entitled to vote at meetings of the Members or to receive the benefits and privileges of membership until they have met the definition of Good Standing set out in these Bylaws and the other governing documents of the Society.

ARTICLE III MEETINGS OF MEMBERS

3.1. Annual General Meeting

The Board shall call an Annual General Meeting within six (6) months of the Society's fiscal year end at such date, time and place as determined by the Board within the Province of Alberta.

3.2. Agenda

The Annual General Meeting may deal with the following matters:

a) adoption of the agenda;
b) adoption of the minutes of the previous Annual General Meeting;
c) presentation and acceptance of the year-end financial statements, as presented;
d) appointment of the auditor(s), if required;
e) election of Directors;

3.3. Special Meeting

A Special Meeting may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten (10) voting Members or more of the voting Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, with a minimum of twenty-one (21) days' notice from the Board or from the date of the deposit of the requisition. No business other than the reasons for calling the meeting shall be conducted at a Special Meeting. Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

3.4. Participation/Holding by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Society makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5. Notice

Written or electronic notice of the date, time and place of the Annual General Meeting will be given to all Members in Good Standing, Directors, and the Auditor (if appointed) at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided five (5) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions.

3.6. 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.

3.7. Error or Omission in Giving Notice

No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8. New Business

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual General Meeting.

3.9. Quorum

Fifty percent (50%) of the Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10. Failure to Reach Quorum

The President cancels the meetings of the Members if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

3.11. Scrutineers

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12. Adjournments

With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.13. Attendance

The only persons entitled to attend a meeting of the Members are the Members, delegates representing Members, the Directors, the auditors of the Society (or the person who has been appointed to conduct a review engagement, if any), 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 Members present.

3.14. Chair

The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance in person or by electronic means.

Voting at Meetings of Members

3.15. Voting Rights

Members in Good Standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

a) Club/League Members are entitled to vote in accordance with the weighted voting structure established by the Society. Each Club/League Member shall exercise its voting rights through its duly appointed delegate;

b) Affiliate Members are not entitled to vote at any meeting of the Society;

c) Individual, Attached Members are not entitled to vote at any meeting of the Society;

d) Individual, Unattached Members are entitled to one (1) vote each; and

e) Director Members are entitled to one (1) vote each.

f) Honorary Members are not entitled to vote at any meeting of the Society;

3.16. Weighted Voting Structure

For the purposes of determining voting entitlement under these Bylaws, **registered Individual Members** means only those Individual Members who are registered with the Society through a Club/League Member and whose membership is active as of the date established by the Board of Directors. Individuals who are not registered with the Society through a Club/League Member shall not be included in the calculation of a Club/League Member's voting entitlement.

The voting entitlement of each Club/League Member shall be determined based on the number of registered Individual Members as follows:

- Fewer than 50 registered Individual Members – 1 vote
- 50 to 74 registered Individual Members – 2 votes
- 75 to 99 registered Individual Members – 3 votes
- 100 to 124 registered Individual Members – 4 votes
- 125 or more registered Individual Members – 5 votes, plus 1 additional vote for each additional 25 participants (or portion thereof)

3.17. Voting Powers

Each Member or delegate entitled to vote under Sections 3.15 and 3.16 may cast the votes to which that Member is entitled on each matter submitted to a vote of the Members.

Notwithstanding any other provision of these Bylaws, no individual shall be entitled to cast more than one (1) vote on any matter before the Members. An individual who qualifies to vote in more than one membership category or capacity shall exercise voting rights in one capacity only, as determined in accordance with these Bylaws or by the Board of Directors.

3.18. Record Date for Voting

The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.19. Delegates

Members will appoint in writing (inclusive of electronic notice) to the Society, seven (7) days prior to the meeting of Members, the name of the delegate(s) to represent the Member. Delegates must be at least eighteen (18) years of age, of sound mind, and be acting as the Member's representative. Delegates have only one vote and may not vote by proxy.

3.20. Proxy Voting

There will be no voting by proxy.

3.21. Absentee Voting

There will be no absentee voting.

3.22. Voting by Electronic Means

A Member may vote by telephonic or electronic means if:

a) the Society has established procedures that permit voting by telephonic or electronic means;

b) votes may be verified as having been made by the Member entitled to vote; and

c) the integrity and confidentiality of the voting process are maintained in a manner consistent with these Bylaws.

3.23. Determination of Votes

Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. The President 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.

3.24. Majority of Votes

Except as otherwise provided in these Bylaws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors

The Board of Directors shall consist of nine (9) Directors elected or appointed in accordance with these Bylaws.
The Board shall be comprised of:

- Four (4) Officers:
    - President
    - Vice-President
    - Treasurer
    - Secretary

- Up to five (5) Directors-at-Large.

  The Officers identified above are Directors of the Society and shall have the same rights, responsibilities, and obligations as other Directors, subject to the additional duties and responsibilities associated with their respective offices.

  Executive Committee

  The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary. The Executive Committee is a committee of the Board established by the Board and shall exercise only those powers and duties delegated to it by the Board. The Executive Committee shall report all actions taken to the Board at its next meeting.

Eligibility of Directors

4.2 Eligibility

To be eligible to serve as a Director, an individual must:

a) be eighteen (18) years of age or older;

b) not be a paid employee of the Society;

c) have the power under law to contract;

Election of Directors

4.3 Nominations Committee

The Board may appoint a Nominations Committee. If appointed, the Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.4 Nomination

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

a) include the written consent of the nominee by signed or electronic signature;

b) comply with the procedures established by the Nominations Committee (if appointed); and

c) be submitted to the Registered Office of the Society ten (10) days prior to the Annual General Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 Incumbents

Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election ten (10) days prior to the Annual General Meeting.

4.6 Nominations from the Floor

An individual will be permitted to be nominated from the floor for elections as a Director at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.7 Circulation of Nominations

Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.

4.8 Election of Directors

At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.9 Assumption of Office

The Directors will be elected at each Annual General Meeting. A person elected or appointed a Director becomes a Director if they were present at the meeting when being elected or appointed, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election or appointment, or within ten (10) days after the appointment or election, or if they acted as a director pursuant to the election or appointment.

4.10 Election Procedures

Elections will be decided by Ordinary Resolution of the Members in accordance with the following:

a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.

b) More Nominations than Available Positions – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

4.11 Post-Election Eligibility

An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Society.

4.12 Terms

Directors shall serve a term of two (2) years and may serve a maximum of five (5) consecutive terms. A Director shall hold office until the expiry of the Director's term or until the Director resigns, is removed, dies, or otherwise vacates office in accordance with these Bylaws. A Director who has served the maximum number of consecutive terms is eligible for election again after a break in service of at least one (1) year.

Resignation and Removal of Directors

4.13 Resignation

A Director may resign from the Board of Directors at any time by providing written notice of resignation to the Board of Directors or the Secretary of the Society. The resignation shall be effective on the date the notice is received by the Society, or on any later date specified in the notice.

A Director who resigns from the Board remains a Member of the Society unless their membership is otherwise terminated, suspended, or restricted in accordance with these Bylaws and the other governing documents of the Society.

A Director who resigns, or whose term expires, while subject to a disciplinary investigation, disciplinary proceeding, appeal, or review by the Society remains subject to the jurisdiction of the Society with respect to such matter and any resulting decision, order, sanction, or requirement imposed by the Society.

4.14 Vacate Office

The office of any Director shall be vacated automatically if the Director:

a) resigns in accordance with these bylaws;

b) is removed from office in accordance with these bylaws; or

c) dies.

4.15 Removal

An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. If the Director is removed by the Members, their position as an Officer will automatically and simultaneously be terminated.

Filling a Vacancy on the Board

4.16 Vacancy

When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Meetings of the Board

4.17 Call of Meeting

A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.18 Chair

The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.19 Notice

Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Society.

4.20 Board Meeting With New Directors

For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.21 Number of Meetings

The Board will hold at least four (4) meetings per year.

4.22 Quorum

At any meeting of the Board, quorum will be a majority of Directors.

4.23 Voting

Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.24 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board.

4.25 Written Resolutions

A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.26 Attendance at Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.27 Meetings by Telecommunications

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally for an in-person meeting of the Board, a Director may, if all the Directors of the Society consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties and Responsibilities of Directors

4.28 Standard of Care

Every Director will:

a) act honestly and in good faith with a view to the best interests of the Society, and without personal conflict of interest;

b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances to make informed decisions;

c) comply with the bylaws of the Society;

d) comply with the law, including the Act; and

e) act toward the purposes of the Society.

4.29 Duties of Directors:

a) The President is the chief officer of the Society and shall preside over all meetings of the Board and Members. The President shall provide leadership to the Board, ensure the effective governance of the Society, and be responsible for ensuring that decisions of the Board are implemented. The President shall, in consultation with the Executive Director, set agendas for meetings of the Board. The President shall serve as the official spokesperson for the Board of Directors on governance matters, unless otherwise delegated by the Board. The President shall be an ex-officio member of all committees of the Society.

b) The Vice President shall, in the absence or incapacity of the President, perform the duties and exercise the powers of the President. The Vice-President shall chair the Nominations Committee, oversee updates to the Society's Policies and Procedures Manual, and perform such other duties as may be assigned by the Board from time to time.

c) The Secretary shall ensure the accurate recording and maintenance of the Society's corporate records, including the register of Members, minutes of meetings, and amendments to these Bylaws. The Secretary shall ensure that all required filings are completed with the Corporate Registry, and provide notice of meetings of the Members in accordance with these Bylaws. The Secretary shall report on matters as required by the Board and perform such other duties as may be assigned by the Board from time to time.

d) The Treasurer shall provide financial oversight of the Society and report to the Board on the financial position of the Society. The Treasurer shall ensure that proper accounting records are maintained in accordance with the Act and applicable legislation, review financial statements and budgets prior to presentation to the Board, and monitor the financial administration of the Society. The Treasurer shall present or cause to be presented an account of the financial affairs of the Society at each Annual General Meeting and at such other times as may be required by the Board, and shall perform such other duties as may be assigned by the Board from time to time.

e) Directors-at-Large shall participate in meetings of the Board, contribute to the governance and strategic direction of the Society, and perform such duties as may be assigned by the Board from time to time. Directors-at-Large may serve on committees of the Society as appointed or directed by the Board

4.30 Powers of the Society

Except as otherwise provided in the *Act* or these Bylaws, the Board has the powers of the Society and may delegate any of its powers, duties, and functions.

4.31 Board Authority

The Board has the authority to exercise all powers necessary to manage the affairs of the Society, including but not limited to:

a) make policies and procedures or manage the affairs of the Society for the purpose of furthering the objects and purposes of the Society in accordance with the *Act* and these Bylaws;

b) provide governance oversight of the Society's affairs, including strategic direction, financial stewardship, risk management, and compliance with the Act, these Bylaws and the Society's policies;

c) make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;

d) make policies and procedures relating to the management of disputes within the Society and deal with disputes in accordance with such policies and procedures;

e) employ or engage under contract such persons as it deems necessary to carry out the work of the Society;

f) determine registration procedures, determine membership fees, and determine other registration requirements;

g) enable the Society to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Society;

h) make expenditures for the purpose of furthering the objects and purposes of the Society;

i) invest funds for the purpose of furthering the objects and purposes of the Society;

j) manage the Society's assets and resources expenditures for the purpose of furthering the objects and purposes of the Society;

k) borrow money upon the credit of the Society as it deems necessary in accordance with these Bylaws; and

l) perform any other duties and exercise any other powers that are consistent with the objects and purposes of the Society and in the best interests of the Society.

ARTICLE V OFFICERS

5.1 Composition

The Officers of the Society shall be the President, Vice President, Secretary, and Treasurer.

5.2 Term

The term of the Officers will be two (2) years or until they or their successors are elected or appointed.

5.3 Election

The Officers of the Society will be elected by the voting Members in accordance with section 4.10. They shall take office immediately.

5.4 Voting

Elections will begin with the election for President. Once an Officer has been elected, they may not nominate themselves for another Officer or Director position.

5.5 Delegation of Duties

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Society, or to another Officer or Director.

5.6 Removal

An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

5.7 Other Officers

The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

Committees

6.1 Appointment of Standing and Ad-Hoc Committees

The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Society. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

6.2 Zone Committee

The Board may establish a Zone Committee to provide guidance and recommendations to the Board on matters affecting the North Zone, Central Zone, and South Zone (collectively, the "Zones") through feedback from Members. If established, the Members shall elect one (1) representative from each Zone to serve on the Zone Committee in accordance with these Bylaws and any policies or procedures approved by the Board. The Board shall appoint a Director to serve as Chair of the Zone Committee. The Zone Committee is advisory only.

6.3 Composition

The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

6.4 President Ex-officio

The President will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Society.

6.5 Debts

No committee will have the authority to incur debts in the name of the Society.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Society will be October 1 to September 30.

7.2 Bank

The banking business of the Society will be conducted at such financial institutions as the Board may determine.

7.3 Auditors

At each Annual Meeting the Members will appoint an auditor to audit the books, accounts and records of the Society in accordance with the *Act*. The auditor will hold office until the next Annual Meeting.

7.4 Annual Financial Statements

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Society of the last fiscal year of the Society but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual General Meeting. The Financial Statements will include:

a) the financial statements;

b) the auditor's report; and

c) any further information respecting the financial position of the Society.

7.5 Books and Records

The necessary books and records of the Society required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records of the Society may be inspected by any Member of the Society at any time upon giving reasonable notice and arranging a time and place satisfactory to the Board. Directors shall at all times have access to such books and records. The books and records include, but are not limited to:

a) the Society's articles and Bylaws;

b) the minutes of meetings of the Members and of any committee of Members;

c) the resolutions of the Members and of any committee of Members;

d) the minutes of meetings of the Directors or any committee of Directors;

e) the resolutions of the Directors and of any committee of Directors;

f) a register of Directors;

g) a register of Officers;

h) a register of Members; and

i) account records adequate to enable the Directors to ascertain the financial position of the Society on a quarterly basis.

7.6 Board Minutes and Resolutions

Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in Good Standing by request to the Board. (was Minutes of meetings of the Board and Board Resolutions)

7.7 Signing Authority

The authorized signatories of the Society are the President, Vice-President, Treasurer, and such other Directors, Officers, or employees, including the Executive Director, as may be authorized by Ordinary Resolution of the Board. Where a vacancy exists in the office of the President, Vice-President, or Treasurer, or where any authorized signatory is unavailable to act, the Board may appoint another Director or Officer to act as an authorized signatory until the vacancy is filled or the authorized signatory is able to resume their duties. Unless otherwise authorized by the Board, all financial instruments and other documents requiring execution on behalf of the Society shall be signed by any two (2) authorized signatories.

7.8 Property

The Society may acquire, lease, sell, or otherwise dispose of real or personal property, or any interest therein, upon such terms and conditions as the Board may determine. The Board may authorize Officers, Directors, employees, or agents of the Society to execute such transactions.

7.9 Expenditures

The Board shall approve an annual budget for the Society and may establish financial policies, including spending limits and approval authorities, from time to time. The Executive Director may authorize expenditures within the approved budget and in accordance with such financial policies. Any expenditure not included in the approved budget, or any expenditure exceeding limits established by Board policy, requires prior approval of the Board.

7.10 Member Oversight

The Board of Directors may report to the Members at the Annual General Meeting on material financial transactions of the Society, including borrowing, acquisitions or dispositions of real property, and significant expenditures. The Board of Directors shall determine what constitutes a material financial transaction in accordance with the Society's financial policies and procedures. The Board shall ensure that such policies establish appropriate guidelines for financial oversight, approval, and reporting requirements.

Remuneration

7.11 Remuneration and Expenses

All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Society under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these Bylaws.

Conflict of Interest and Disclosure

7.12 Conflict of Interest

A Director, Officer, employee, or committee member who has an actual, potential, or perceived conflict of interest relating to the affairs of the Society shall promptly disclose the nature and extent of such conflict to the Board or Committee, as applicable. Any individual with a conflict of interest shall not participate in discussion, decision-making, or voting on any matter in which they have a conflict and shall not attempt to influence the outcome of such matter. Directors, Officers, employees, and committee members shall comply with the requirements of the Act and any Conflict of Interest Policy established by the Society

The Board may establish policies and procedures for identifying, disclosing, managing, and resolving conflicts of interest.

ARTICLE VIII AMENDMENT OF BYLAWS

8.1 Voting

These Bylaws may only be amended, revised, repealed or added to by Special Resolution of the Members.

8.2 Effective Date

By-law amendments are effective from the date they are registered with the Registrar.

8.3 Review of Bylaws

The Board shall initiate a review of these Bylaws at intervals not exceeding five (5) years, and at such other times as the Board considers necessary or advisable in response to changes in applicable legislation, sport governance requirements, or the operations of the Society. The Board shall make recommendations to the Members regarding any proposed amendments

ARTICLE IX NOTICE

9.1 Written Notice

In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

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 emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) 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 Board or of 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

110.1 Dissolution

Upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed to a non-for-profit organization with objects that are similar to those of the Society and which carry on their work solely in the province of Alberta. 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.

ARTICLE XI INDEMNIFICATION

11.1 Indemnification

To the extent permitted by the *Alberta Societies Act*, the Society may indemnify a Director, officer, committee member, volunteer, employee, or other individual acting on behalf of or at the request of the Society against any claim, liability, cost, charge, or expense incurred in the good-faith performance of their duties, provided that the Board, acting in good faith, determines that:

a) indemnification is permitted by law;

b) the individual acted honestly and in good faith in carrying out their duties;

c) the Society has sufficient unrestricted financial resources to provide the indemnification without materially impairing its ability to carry out its purposes or meet its financial obligations; and

d) providing the indemnification is in the best interests of the Society.

Nothing in these Bylaws requires the Society to provide indemnification in any particular circumstance or creates an entitlement to indemnification. Any decision to provide indemnification shall be made by resolution of the Board and recorded in the minutes.

11.2 Limits on Indemnification

Notwithstanding section 11.1, the Society shall not indemnify a Director, officer, committee member, volunteer, employee, or other individual acting on behalf of or at the request of the Society unless the Board has determined that the requirements of section 11.1 have been met.

Without limiting the foregoing, the Society shall not indemnify any individual for any act or omission involving fraud, dishonesty, bad faith, wilful misconduct, or a breach of any duty or responsibility imposed under the *Alberta Societies Act* or any other applicable law.

In addition, the Society shall not provide indemnification unless:

a) the individual acted honestly and in good faith with a view to the best interests of the Society; and

b) if the matter is a criminal, regulatory, or administrative proceeding that may result in a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

11.3 Insurance

The Society will maintain in force Directors and Officers liability insurance at all times, unless special circumstances prohibit the Society from attaining such protection.

ARTICLE XII ADOPTION OF THESE BYLAWS

12.1 Ratification

These Bylaws were ratified by the Members of the Society.

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