

Alberta Freestyle Skiing Association

BYLAWS

Article 1 — Preamble

1.1 The Society

The name of the Association is Alberta Freestyle Skiing Association, which may be known or referred to as the Association or Freestyle Alberta.

1.2 The Bylaws

The following articles set forth the Bylaws of the Alberta Freestyle Skiing Association.

1.3 Head Office

The head office of the Association will be located within the Province of Alberta as determined by the Board.

1.4 No Gain for Members

The Association is carried on without the purpose of gain for its Members, and any profits or other accretions to the Association will be used to further its objects.

1.5 Conduct of Meetings

Unless otherwise specified in the Act or these Bylaws, meetings of Members and of the Board will be conducted in accordance with Robert's Rules of Order (current edition).

Article 2 — Defining and Interpreting the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings:

- a) Act means the Societies Act of Alberta, as amended from time to time, or any statute substituted for it.
- b) Annual General Meeting means the annual general meeting described in Article 5.1.
- c) Auditor, an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association. The Auditor will not be an Employee or a Director of the Association.
- d) Board means the Board of Directors of this Association.
- e) Bylaws means the Bylaws of the Association.
- f) Days will mean total days, irrespective of weekends or holidays.
- g) Director means any person elected or appointed to the Board.
- h) Member means a member of the Association.
- i) Officer means any Officer listed in Article 7.
- j) Special Meeting means the special meeting described in Article 5.2.
- k) Special Resolution means:
 - i. A resolution passed at the General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person.
 - ii. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote on the General Meeting must agree; or
 - iii. A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.2 Interpretation

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

- a) Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- b) Corporation: words indicating persons also include corporations.
- c) Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- d) Liberal Interpretation: these Bylaws must be interpreted broadly and generously.
- e) Ruling on Bylaws: Except as provided in the Act, the Board has the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided the interpretation is consistent with the objects of the Association.

Article 3 — Objects of the Association

3.1 The objects of the Association are detailed in the Article of Incorporation.

Article 4 — Membership

4.1 Categories

The Association has the following categories of membership:

- a) Member Club, an organized freestyle skiing club that has bylaws and policies that are consistent with those of the Association, who has been granted membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered and sanctioned with Freestyle Canada specifying Freestyle Alberta as the provincial body.
- b) Volunteer Member, any individual who supports the Association and/or a Member Club with volunteer service, is not a participant in the Association's and Member Club's athletic programs or events, who has been granted membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered as a volunteer with Freestyle Canada specifying Freestyle Alberta as the provincial body.
- c) Athlete Members, any individual participating in freestyle skiing programs and activities delivered by a Member Club and is registered as an athlete with both Freestyle Canada and Freestyle Alberta.
- d) Special Event Participant, any individual who is not a member of a Member Club who participates in the Association's competitions or events using a temporary Freestyle Canada license.
- e) Coach, any licensed individual who coaches freestyle skiing within the Association or a Member Club, who has been granted membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered as a coach with Freestyle Canada specifying Freestyle Alberta as the provincial body.
- f) Official, any individual who officiates freestyle skiing within the Association's or a Member Club's competitions or events, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered as an official with Freestyle Canada specifying Freestyle Alberta as the provincial body.

4.2 Admission of Members

An individual or club may become a Member in the appropriate category by meeting the requirements in Article 4.1 and by approval of the Board, or of a committee or individual delegated this authority by the Board. Where an applicant is not admitted as a Member, the Board will provide written reasons. Once admitted, the individual or club will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Dues

- a) Year: Unless otherwise determined by the Board, the membership year of the Association will be July 1 - June 30.
- b) Duration: Membership is accorded on an annual basis and all Members will apply for membership each year.
- c) Dues: Membership dues for all categories of Membership will be determined annually by the Board of Directors and submitted to the Association no later than May 31st.

4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:

- a) Receive notice of meetings of the Association;
- b) Attend any meeting of the Association;
- c) Speak at any meeting of the Association; and
- d) Exercise other rights and privileges given to members in these Bylaws.

4.4.2 Member in Good Standing

A Member is in good standing when:

- a) the Member has complied with the Objectives, Bylaws, policies and rules of the Association;
- b) the Member has not disrupted meetings or functions of the Association, as determined by the Board following notice to the Member and a reasonable opportunity to respond;
- c) the Member has not done anything, or failed to do anything, deemed to be harmful to the Association, as determined by the Board following notice to the Member and a reasonable opportunity to respond;
- d) the Member 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
- e) the Member has paid all required membership dues and outstanding fees.

4.5 Withdrawal and Termination of Membership

- a) Resignation: A Member may resign from the Association by giving written notice to the Board. The Member's resignation will become effective on the date the request is approved by the Board. A Member may not resign while subject to a disciplinary investigation or action of the Association.
- b) Discipline: A Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.
- c) Arrears: A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association and/or a Member Club by the deadline dates prescribed by the Association, or for otherwise failing to comply with all other registration requirements of the Association.
- d) Removal: 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.

Article 5 — Meetings of the Association

5.1 Annual General Meeting

5.1.1 The Board sets the place, day and time of the meeting. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

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

5.1.3 Agenda

The agenda for the Annual General Meeting will at least include:

- a) Approval of the Agenda
- b) Declaration of any Conflicts of Interest
- c) Adoption of Minutes of the previous Annual Meeting
- d) Board, Committee and Staff Report
- e) Review of the financial statements and the Auditor's report
- f) Appointment of Auditors
- g) Election of new Directors
- h) Business as specified in the meeting notice

- i) Other specific motions that any Member has given notice of before the meeting is called

5.2 Special Meetings of the Association

5.2.1 A Special Meeting may be called at any time:

- a) by a resolution of the Board of Directors; or
- b) on the written request of at least four (4) Directors, stating the reason for the Special Meeting and the motion(s) intended to be submitted at it; or
- c) upon the written requisition of ten percent (10%) or more of the voting Members of the Association, stating the reason for the Special Meeting and the motion(s) intended to be submitted at it.

5.2.2 Notice: The Secretary delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, and time of the Special Meeting, and any business requiring a Special Resolution.

5.2.3 Agenda: Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

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

5.3 Proceedings at the Annual General Meeting or a Special Meeting

5.3.1 Attendance: Member Clubs are required to send a delegate to serve as a voting member. Special Event Participants, Coaches and Officials are entitled to attend and participate in meetings but are not entitled to vote.

5.3.2 Electronic Meetings: Meetings of the Association may be held by telephone, video conference, or other electronic means that permit all participants to communicate adequately with each other. Participation in such a meeting constitutes presence at a meeting.

5.3.3 Quorum: Attendance by at least 60% of Member Clubs at the Annual General Meeting is quorum.

5.3.4 Presiding Officer: The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President.

5.3.5 Voting

- a) Member Clubs will appoint the Club President or Delegate who may attend and participate in meetings and is entitled to one (1) vote and one (1) additional vote for every twenty-five (25) Athletes registered with the Member Club during the fiscal year ending April 30th.
- b) A list of eligible Member Clubs and their associated number of votes will be determined by the Association and notified to the Member Club at least seven (7) days prior to the meeting of Members.
- c) Delegates: If the Club President is not representing the Member Club at a meeting of Members, Club Members will appoint in writing to the Association, three (3) days prior to the meeting of members, one delegate to represent and vote on behalf of the Member Club. Delegates must be a member of the Member Club in good standing and must be eighteen (18) years of age or older.
- d) Volunteer Members, Special Event Participants, Coaches and Officials are entitled to attend and participate in meetings but are not entitled to vote.
- e) 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.
- f) Proxy Voting: There will be no voting by proxy.
- g) Determination of Votes: Voting will be by a show of hands, orally, or by means of other telecommunications technology. Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members who vote will decide each issue. In the case of a tie, the President presiding at the meeting will cast a vote to break the tie.

5.3.6 Appointment of the Auditor

- a) At each Annual General meeting, the Member Clubs shall appoint a qualified accountant to audit and review the financial records of the Association for the ensuing fiscal year, as required by applicable legislation and these Bylaws.
- b) The auditor shall hold office until the conclusion of the next Annual General meeting, unless the auditor resigns, is removed, or is otherwise unable to act.

- c) The Member Clubs may remove the auditor by Special Meeting before the expiry of their term and appoint another qualified accountant to serve the remainder of their term.
- d) If the auditor resigns, is removed, becomes unable to act, or a vacancy otherwise occurs, the Board may appoint a qualified accountant to fill the vacancy until the next Annual General Meeting.

Article 6 — The Board of Directors

6.1 The Board will consist of up to twelve (12) Directors.

6.2 Composition of the Board

The Board of Directors of the Association will consist of the following:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) Four (4) Directors-at-Large
- f) The Immediate Past President
- g) North Club Representative: representative on behalf of clubs located in Red Deer and north of Red Deer
- h) South Club Representative: representative on behalf of clubs located south of Red Deer
- i) All Club Representative: representative on behalf of all clubs

6.3 Council of Presidents and Club Representation

- a) All currently sitting Member Club Presidents together constitute the Council of Presidents.
- b) The Council of Presidents elects a Member Club President to schedule and chair its meetings, and meets together with the Board of Directors at least twice per year.
- c) The Council of Presidents elects, in accordance with a process approved by not less than two-thirds (2/3) of Member Clubs, the North Club Representative, South Club Representative and All Club Representative (together the "Club Representatives"). Club Representatives serve terms of one or two years and take office at the Annual General Meeting.

6.4 Eligibility: Any Member who is twenty-one (21) years of age or older, has the power under law to contract and is a member in good standing can be nominated as a candidate for the Board of Directors.

6.5 Nominating Committee: The Nominating Committee is comprised of three (3) Members appointed by the Board. The Nominating Committee is responsible for soliciting nominations for the election of Directors.

6.6 Nomination: Any nomination of an individual for election will be submitted to the Secretary fourteen (14) days prior to the Annual General Meeting. Valid nominations will be circulated to voting Members at the Annual General Meeting prior to elections.

6.7 Term: Elected Directors 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. The maximum number of consecutive terms on the Board will be 4 terms.

6.8 Election: The election of Directors will take place annually at the Annual General Meeting and follow the rules as outlined in 5.3.5.

6.9 Election of Officers: The election of officers will take place at the first Board of Directors meeting following the Annual General Meeting.

6.10 Immediate Past President

- a) Definition: The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

- b) Term: The Immediate Past President will serve a maximum term of two years, unless they resign, are removed from or vacate their office.
- c) Vacancy: If there is no Immediate Past President, as defined in section 6.10(a), the position of Immediate Past President will remain vacant.

6.11 Resignation of Directors: A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

6.12 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; or
- c) upon the Director's death.

6.13 Removal: An elected Director may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

6.14 Vacancy: Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

6.15 Meetings of the Board

- a) Call of Meeting: The meetings of the Board of Directors will be held at any time and place as determined by the President, the Vice-President or any four (4) Directors.
- b) Notice: Written notice and electronic notification, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the 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.
- c) Number of Meetings: The Board will hold at least four (4) meetings per year.
- d) Quorum: At any meeting of the Board of Directors, quorum will be two-fifths (2/5) of the voting Directors holding office but not less than four (4).
- e) Voting: Each Director is entitled to one vote. Voting will be by a show of hands, orally, or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President of the Association is entitled to a second vote upon a tie.
- f) No Proxies: Directors may not vote via proxy at meetings of Directors.
- g) Meetings: Meetings of the Board will be closed to Members and the public unless upon invitation by the Board.
- h) Electronic Meetings: Meetings of the Board may be held by telephone, video conference, or other electronic means that permit all participants to communicate adequately with each other. Participation in such a meeting constitutes presence at a meeting.

6.16 Powers and Duties of the Board: The Board has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Board include:

- a) implementing policies, procedures and rules for managing the affairs of the Association;
- b) implementing policies, procedures and rules relating to the registration of Members and having the authority to register Members accordingly;
- c) implementing policies, procedures and rules relating to the discipline of Members, and having the authority to discipline Members accordingly;
- d) implementing policies, procedures and rules relating to the management of disputes within the Association and having the authority to deal with all disputes accordingly;
- e) implementing policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Association and having the authority to manage these accordingly;

- f) establishing committees, appointing members of committees, and delegating any of its powers, duties and functions to any committee; and
- g) appointing, engaging or employing such persons as it deems necessary to carry out the work of the Association.

6.17 Conflict of Interest: A Director, Officer, Executive Committee member 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 7 — Officers

7.1 Composition: The Officers will be comprised of the President, Vice-President, Treasurer and Secretary.

7.2 Duties: The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and Special Meetings of the Association and at meetings of the Board, 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 and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will attend all meetings of the Board, 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 disbursement of the Association's funds, when required will provide the Board with an account of the financial transactions and financial position of the Association, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will attend all meetings of the Board, 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, keeps accurate minutes of all meetings of the Members, Board of Directors and Committees of the Association, and will perform such other duties as may from time to time be established by the Board.

7.3 Removal: An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members 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.

Article 8 — Committees

8.1 Appointment of 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, the Constitution or these Bylaws.

8.2 Quorum: A quorum for any committee will be the majority of its voting members.

8.3 Terms of Reference: The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

8.4 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.

Article 9 — Finance and Management

9.1 Fiscal Year: The fiscal year of the Association ends on April 30th of each year, or such other period as the Board may from time to time determine.

9.2 Auditors: There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting, the auditor submits a complete statement of the books for the previous year. The Members, by Special Resolution at a Meeting of Members, may remove the auditor before the expiration of their term.

9.3 Books and Records: The Association's books and records must be properly kept. Members may inspect the books and records of the Association at the Association's head office, upon fourteen (14) days' written notice, during the Association's regular business hours.

9.4 Signing Authority: All written agreements and financial expenditures over \$10,000.00 entered into in the name of the Association will be authorized by two individuals, being any two of the President, Vice-President, Treasurer, Secretary or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.

9.5 Minute Book: The Association's minute book may be kept in electronic format and shall contain all records required by law. Electronic records are considered the official records of the Association.

9.6 Borrowing Powers: The Association may borrow or raise funds to meet its objectives and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

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

9.8 Limitation of Liability: No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, or employee; nor for any loss or damage to the Association due to title defects, bankruptcy, insolvency, or tortious acts of any person or other entity dealing with the Association; nor for any oversight, error of judgement, or act performed in good faith on behalf of the Association, except where the act is fraudulent, dishonest or in bad faith.

9.9 Indemnity and Protection of Directors and Officers

- a) To the extent permitted by the Societies Act (Alberta), the Association shall indemnify and hold harmless every current and former Director, Officer, employee, or other volunteer acting on behalf of the Association (and their heirs, executors and legal representatives) from and against all costs, charges and expenses, including legal fees and amounts reasonably incurred in connection with any civil, criminal, administrative or investigative action or proceeding, or any settlement thereof, to which they are made a party or become involved by reason of being or having been such Director, Officer, employee or volunteer, provided that they acted honestly and in good faith in what they reasonably believed to be the best interests of the Association, and in the case of criminal or administrative proceedings, had reasonable grounds for believing their conduct was lawful.
- b) No indemnity shall be provided for any costs, charges or expenses arising from fraud, dishonesty, willful neglect or bad faith.
- c) 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 10 — Amendment of Bylaws

10.1 These Bylaws may only be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Association.

10.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.

10.3 The amended bylaws take effect after approval of the Special Resolution at any Annual General or Special Meeting of the Association and acceptance by the Corporate Registry of Alberta.

Article 11 — Notice

11.1 Written Notice: In these Bylaws, written notice means notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

11.2 Date of Notice: The 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 provided by mail, five days after the date the mail is postmarked.

11.3 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 12 — Distributing Assets and Dissolving the Association

12.1 The Association does not pay any dividends or distribute its property among its Members.

12.2 If the Association is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects similar to that of the Association. Members are to select the organization to receive the assets by Special Resolution.

These Bylaws were 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 [INSERT DATE OF RATIFICATION MEETING]. 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.