



*Bowls Alberta*



## BYLAWS

### ARTICLE 1: PREAMBLE

**1.1 Name of the Association** - The legal name of the organization will be “The ASSOCIATION OF BOWLS ALBERTA”, hereinafter referred to as Bowls Alberta (BA) or the Association.

#### 1.2 Seal of the Association

1.2.1 A corporate seal with the association name may be adopted and may be changed by resolution of the Board of Directors.

1.2.2 The seal of the of the association shall be under the control of the Board of Directors and the person(s) responsible for its custody and use from time to time shall be determined by the Board of Directors.

**1.3 Head Office of the Association** - The head office of the Association will be located in the province of Alberta at such address as the Board of Directors may, by resolution, determine.

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

**1.5 Ruling on By-laws** - Except as provided in the Act, the Board of Directors will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision, and values of the Association.

### ARTICLE 2: ORGANIZATION AND MEMBERSHIP

#### 2.1 Administrative Zones

2.1.1 The Province of Alberta shall be divided into three (3) Administrative Zones. Member Clubs within a Zone may form a District Association for operative and administrative convenience.

2.1.2 The three (3) Administrative Zones are: Alberta North, Alberta Central, and Alberta South.

2.1.3 New Member Clubs which qualify for entry into the Association shall be included within the appropriate Administrative Zone as assigned by the Board of Directors.

#### 2.2 Classification of Membership

2.2.1 Member Clubs – Membership in the Association shall consist of Lawn Bowling Clubs in Alberta which have ten (10) or more members and which agree to abide by the rights and obligations of Member Clubs as contained in the current Bylaws and Policies of the Association.

2.2.2 Affiliated Members – All registered members of Member Clubs, with the exception of non-playing social and honorary members, shall automatically be classified as Affiliated Members of the Association, and must abide by the current Bylaws and Policies of the Association.

#### 2.3 Application for Membership

2.3.1 Each club seeking admission to the Association shall make application in writing to the Secretary of the Association and include the following with the application:

2.3.1.1 The name, address, and telephone number of the club.

2.3.1.2 Names and addresses of club Executive Officers.

2.3.1.3 A Membership List, including specific member information as required by our funding organizations.

- 2.3.1.4 Stipulation in writing that they agree to be governed by the Bylaws and Policies of the Association.
- 2.3.1.5 Payment of membership fees as established by the Board of Directors of the Association.
- 2.3.2 All applications for membership shall be reviewed by the Board of Directors of the Association.
- 2.3.3 The Board of Directors shall have the power to accept or reject any application for membership. Upon approval of an application, said club shall be entitled to all rights and privileges of a Member Club.

## **2.4 Withdrawal from Membership**

- 2.4.1 Any Member Club wishing to withdraw from the Association may do so by forwarding a written notice to the Secretary of the Association.
- 2.4.2 Any club wishing to reapply for membership may do so by following the procedures shown above, in 2.3 Application for Membership.

## **2.5 Suspension or Expulsion from Membership**

- 2.5.1 The Board of Directors of the Association may suspend or expel a Member Club from taking part in the activities of the Association for continuous breach of the Bylaws or conduct detrimental to the Association.
- 2.5.2 The Board of Directors of the Association may suspend or expel a Member Club should the Member Club fail to pay its membership fees by the due date. Said club shall be suspended until all dues owing to the Association are paid in full.
- 2.5.3 A Member Club shall have the right to issue a written notice of appeal of the decision of the Board of Directors. Within 14 days of the receipt of said notice of appeal, a Special Meeting shall be convened by the President of the Association, and any result thereof shall be binding on all parties involved.
- 2.5.4 Affiliated Members may be suspended from participating in activities of the Association if:
  - 2.5.4.1 They have been suspended or have had other membership restrictions imposed by a member club;
  - 2.5.4.2 They have been sanctioned from Bowls Canada Boulingrin activities;
  - 2.5.4.3 They are subject to a disciplinary investigation or action by the Association;
  - 2.5.4.4 They have an outstanding debt to the Association.
- 2.5.5 Affiliated Members shall have the right to issue a written notice of appeal of the decision of the Board of Directors as outlined in the Association Policies.

## **2.6 Reinstatement of Membership** - Any club that had been expelled may reapply for membership after a period of one (1) year from the date of expulsion.

## **2.7 Membership Fees**

- 2.7.1 Member Clubs shall pay membership fees as fixed annually by the Board of Directors.
- 2.7.2 Membership fees shall include per capita dues for Affiliated Members plus a club membership fee.
- 2.7.3 The membership year of the Association shall be May 1st to April 30th.
- 2.7.4 Fees for the membership year must be paid by June 30th each year, November 30<sup>th</sup> for Indoor Clubs, based on the current year's membership. If said fees are not received by the deadline, the violating Member Club shall be suspended until all dues are paid.
- 2.7.5 Member Clubs that acquire new individual members subsequent to the respective deadline shall report all additional memberships and submit all related dues for the current year, no later than September 30<sup>th</sup>, or March 1<sup>st</sup> for Indoor Clubs.
- 2.7.6 Member Clubs must submit membership information annually as per the Policies of the Association.

**2.8 Limitation on the Liability of Members** - No Member of the Association is, in his or her individual capacity, liable for debt or liability of the Association.

### **ARTICLE 3: MEETINGS OF THE ASSOCIATION**

#### **3.1 Annual General Meeting**

- 3.1.1 The Annual General Meeting (AGM) of the Association shall be held each October at a time and place determined by the Board of Directors.
- 3.1.2 All Affiliated Members are eligible to attend the AGM.
- 3.1.3 Notice of the AGM shall be electronically mailed to all Member Clubs and members of the Board of Directors no less than 30 days in advance of the meeting. Said notice shall designate the date, time, and location of the meeting, and shall include an Agenda for the meeting.
- 3.1.4 In order to be included on the Agenda of the AGM, any Notice of Motion must be received, in writing, at the BA Office a minimum of thirty-five (35) days prior to the date of the AGM.

#### **3.2 Special Meetings**

- 3.2.1 A Special Meeting may be called by the President in order to deal with urgent business.
- 3.2.2 A Special Meeting shall be called by the President following the receipt of a signed petition requesting the meeting, by the President or Secretary. Said petition must be signed by a minimum of one-third (1/3) of the total number of Member Clubs in the Province. Said meeting shall be held within twenty-one (21) days of receipt of the petition.
- 3.2.3 Notice of a Special Meeting shall be given by electronic mail to all Member Clubs and members of the Board of Directors no less than fourteen (14) days prior to the meeting date. Said notice shall designate the date, time, and location of the meeting, and shall include an Agenda for the meeting.
- 3.2.4 Items of business for any Special Meeting shall be restricted to only those items on the Agenda, unless a motion to add New Business items is made at the meeting and receives unanimous approval.

**3.3 Failure to Give Notice of Meetings** - The accidental failure to give notice of a meeting, or the failure of a notice to be reviewed by a member, does not invalidate any proposed meeting.

#### **3.4 Meeting Quorums**

- 3.4.1 At all General or Special Meetings, a quorum shall consist of one-third (1/3) of the eligible delegates from Member Clubs, plus a minimum of three (3) members of the Board of Directors.
- 3.4.2 A quorum for a meeting of the Board of Directors shall be a majority of its members (greater than 50 percent).

#### **3.5 Meetings of the Board of Directors**

- 3.5.1 Notice of a Board Meeting shall be given to all Board Members by mail, email, or by phone, a minimum of seven (7) days in advance of the meeting.
- 3.5.2 Special Meetings of the Board of Directors may be called by the President in order to deal with emergency issues. In the case of an emergency, the President shall attempt to notify all Board Members a minimum of 24 hours in advance of the meeting.

**3.6 Conduct of Affairs of the Association** - All meetings of the Association shall be conducted in a respectful and orderly fashion.

## **ARTICLE 4: VOTING PROCEDURES**

- 4.1** Delegates entitled to vote at all meetings of the Association include the members of the Board of Directors and all eligible delegates from each Member Club.
- 4.2** All delegates and members of the Board of Directors are entitled to one vote only.
- 4.3** The number of voting delegates from each Member Club is determined according to its registered membership:
- |                      |                    |
|----------------------|--------------------|
| Membership 10 – 100  | 2 Voting Delegates |
| Membership 101 – 200 | 3 Voting Delegates |
| Membership Over 200  | 4 Voting Delegates |
- 4.4** The President shall not vote at all meetings, except in the case of a tie, when the President shall have a casting vote only.
- 4.5** Voting at all meetings shall be by show of hands. At the discretion of the President, a secret ballot may be held.
- 4.6** Election of Officers shall be by secret ballot.
- 4.7** Voting by proxy is not permitted.
- 4.8** Unless otherwise specified, any ordinary resolution may be passed by a simple majority of votes.

## **ARTICLE 5: BOARD OF DIRECTORS OF THE ASSOCIATION**

- 5.1** A minimum of one Affiliated Member from each administrative zone shall sit on the Board of Directors.
- 5.2** The Board of Directors shall be a general board of management, with full powers to:
- 5.2.1 Transact the normal business of the Association;
  - 5.2.2 Resolve all disputes that may occur;
  - 5.2.3 Perform an annual performance review and prepare a three-year Strategic Plan for the Association;
  - 5.2.4 Hire any employee(s) or contractor(s) it feels necessary, to assist with the operations of the Association and the implementation of its programs.
  - 5.2.6 Appoint such committees with such powers as it deems necessary for managing the affairs of the Association.
  - 5.2.7 Fill any vacancies on the Board for any term up to the next AGM.
  - 5.2.8 Make decisions by a majority vote of the Officers present at the meeting.

## **ARTICLE 6: OFFICERS OF THE ASSOCIATION**

### **6.1 Election of Officers**

- 6.1.1 The Officers of the Association shall form the Board of Directors and their positions shall be:
- President
  - 1<sup>st</sup> Vice President
  - Secretary
  - Treasurer
  - Director at Large (3)
  - Zone Representative(s) (if required)

- 6.1.2 All Officers of the Association shall be elected at the AGM, as shown below, for a two (2) year term of office:
- President: Elected in even numbered years;
  - Vice President: Elected in odd numbered years;
  - Treasurer: Elected in odd numbered years;
  - Secretary: Elected in even numbered years;
  - Directors at Large: 1 elected in odd numbered years; 2 elected in even numbered years
- 6.1.3 A Zone Representative shall be appointed by the Board of Directors for a One (1) Year term in any administrative zone not already represented on the Board.
- 6.1.4 The elected officers shall assume office at the conclusion of the AGM.
- 6.1.5 To be eligible for election, an individual must be a registered Affiliated Member in good standing with both a Member Club and the Association.
- 6.1.6 If an Affiliated Member is presented by the Nominating Committee for a position on the Board, then he or she need not be present at the meeting.
- 6.1.7 Any eligible Affiliated Member not present at the meeting may still put his or her name forward as a candidate for election, by informing the Secretary in writing of his or her willingness to stand for election.
- 6.1.8 If an individual is nominated from the floor, then no seconder is required, but the individual must be present at the meeting.
- 6.1.9 If there is only one (1) candidate for a position, that candidate shall be declared elected by acclamation.

**6.2 Removal of Officers** - Any Officer or Director may be expelled by the Board of Directors for reasons of proven dishonesty, gross misconduct, or for failing or refusing to carry out his or her duties as assigned by the Board.

### **6.3 Number of Terms**

- 6.3.1 President: An individual shall serve a maximum of two (2) consecutive terms as President of the Association.
- 6.3.2 All other officers: An individual shall serve a maximum of two (2) consecutive terms in the same position.

### **6.4 Duties of Officers**

#### **6.4.1 President**

6.4.1.1 The President shall supervise and direct the affairs of the Association.

6.4.1.2 The duties of the President shall be to:

- Call all meetings of the Association and the Board of Directors;
- Prepare the Agenda for all meetings in collaboration with the E.D. and chair all meetings of the Association and Board of Directors;
- Present a written report at all General Meetings of the Association;
- Be an ex-officio member of all committees of the Association;
- Sign all official documents of the Association;
- Be one (1) of the cheque signing authorities for the Association;
- Represent the Association in dealings with other groups, associations, agencies, and different levels of Government as required;
- Ensure that all resolutions or orders passed by the membership or Board of Directors are carried out.

#### **6.4.2 Vice President**

- 6.4.2.1 The Vice President shall be assigned duties and responsibilities by the Board of Directors.
- 6.4.2.2 The Vice President shall assume the duties of the President when he or she is absent, or if the President's position is vacant.

#### **6.4.3 Secretary**

- 6.4.3.1 The Secretary shall be responsible for the correspondence and recording functions of the Association.
- 6.4.3.2 The duties of the Secretary shall be to:
  - Record the minutes of all meetings;
  - Ensure that the minutes of all meetings are circulated in a timely fashion;
  - Ensure that all correspondence is prepared for approval by the President on matters arising out of all meetings;
  - Ensure that files of minutes and correspondence of the Association are maintained.
  - And other duties as assigned by the Board of Directors.

#### **6.4.4 Treasurer**

- 6.4.4.1 The Treasurer shall be responsible for the financial affairs of the Association.
- 6.4.4.2 The duties of the Treasurer shall be to:
  - Assist with the preparation of the annual budget of the Association;
  - Ensure the collection of all dues and fees as set by the Board of Directors;
  - Ensure the payment of all accounts and bills accrued by the Association;
  - Ensure the payment of the affiliation fees to Bowls Canada Boulingrin (BCB);
  - Ensure that complete and accurate financial records of all transactions are maintained;
  - Present a financial report at all General Meetings of the Association;
  - Ensure that all funds are used in accordance with any spending restrictions that are placed upon the Association by granting or funding agencies or regulatory bodies;
  - Be the Chairperson of the Finance Committee.

#### **6.4.5 Directors at Large**

- 6.4.5.1 One Director-at-large shall be the Chairperson of the Nominating Committee. The duties of this Director at Large shall be to:
  - Represent the Association at General Meetings of BCB, in the absence of the President and both Vice Presidents;
  - Other duties as assigned by the Board of Directors.
- 6.4.5.2 The other Directors-at-large shall chair one of the Committees of the Association as required and appointed by the Board of Directors.

### **ARTICLE 7: EXECUTIVE DIRECTOR**

**7.1** The Board may hire an Executive Director (E.D.) to carry out assigned duties.

**7.2** The E.D. is responsible to the Board of Directors and shall act in advisory capacity only to the Board and to all Committees.

**7.3** The E.D. is not an elected Officer of the Association or Board of Directors and therefore shall not vote at any meetings of the Association or the Board of Directors.

#### **7.4 The Executive Director shall:**

- Attend all meetings of the Board of Directors;
- Attend all General and Special Meetings of the Association;
- Ensure that notices of meetings as well as notices of motions are sent to the Board of Directors and all Member Clubs in a timely fashion;
- Ensure that all correspondence received from Bowls Canada Boulingrin, Government agencies, and other sources, is prepared for appropriate review and action by the Board of Directors;
- Ensure that a complete annual return is filed with Alberta Corporate Registries;
- Prepare the annual budget with the assistance of the Treasurer;
- Assist the Committees of the Association with the performance of their duties as required;
- Establish and maintain relationships with Member Clubs and provide administrative assistance through the preparation and distribution of printed material, handling of mail, and ensuring the completion and updating of membership lists;
- Other duties and responsibilities as assigned by the Board of Directors.

### **ARTICLE 8: FINANCES OF THE ASSOCIATION**

**8.1 Finance Committee** - The Treasurer shall be responsible for the financial operations of the Association and as such, shall serve as Chairperson of the Finance Committee.

**8.2 Auditor** - An Auditor shall be approved by the Board of Directors to prepare annual Audited Statements of the financial records of the Association.

**8.3 Fiscal Year** - The fiscal year of the Association shall be January 1st to December 31st.

**8.4 Bank Accounts** - The Treasurer, with the assistance of the E.D., shall maintain bank accounts on behalf of the Association. All monies received by or on behalf of the Association shall be deposited into the accounts of the Association.

**8.5 Signing Authorities** - All financial disbursements shall be signed by any two (2) of the following Officers: the President, the Treasurer, or one (1) other member of the Board of Directors as designated by the Board. The Board may give approval through Association Policies to have the Treasurer pay bills online.

**8.6 Affiliation Fees** - Affiliation fees shall be paid to BCB as dictated by its membership fee structure.

**8.7 Remuneration** - No remuneration shall be paid to any member of the Board of Directors for duties performed therein.

**8.8 Expense Reimbursement** - Reimbursement shall be paid to all Affiliated Members of the Association for travel, meal, and accommodation expenses incurred in order to fulfill specific duties or attend authorized functions on behalf of the Association as specified in the Association Policies.

**8.9 Provincial Contingents** - Participants in National Championship events shall receive financial assistance when representing the Association. The amount of said financial assistance shall be determined by the Board of Directors and specified in the Association Policies.

**8.10 Borrowing Powers** - For the purpose of carrying out its stated objectives, the Association may borrow, or raise, or secure the payment of money in such a manner as is best, and in particular, by the issue of debentures.

This power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the authorization of the membership, by way of a Special Resolution.

**8.11 Inspection of the Records** - Any Affiliated Member of the Association may arrange with the Treasurer to inspect the financial records of the Association, provided a written request for the inspection is received by the Treasurer, specifying a valid reason(s) for said inspection. Providing the request is approved by the Board of Directors, the Treasurer shall have fourteen (14) days to provide the financial records for inspection.

## **ARTICLE 9: COMMITTEES OF THE ASSOCIATION**

### **9.1 Standing Committees**

9.1.1 The Board of Directors may appoint such Standing Committees as it deems necessary to manage the affairs of the Association.

9.1.2 All decisions made by Standing Committees are subject to final approval by the Board of Directors.

9.1.3 All Standing Committee Chairpersons shall present a written report to the membership at the AGM.

9.1.4 All Standing Committees shall abide by their Terms of Reference as approved and reviewed regularly by the Board of Directors.

9.1.5 A quorum for all committees is 50% of its members.

### **9.2 Special or Ad Hoc Committees**

9.2.1 Other Special or Ad Hoc Committees may be appointed by the President or Board of Directors as may be required.

9.2.2 All decisions made by all Special or Ad Hoc Committees are subject to the approval of the Board of Directors.

9.2.3 Any Special or Ad Hoc Committees shall cease to exist once their purpose is fulfilled, and a final report has been submitted to the Board of Directors.

## **ARTICLE 10: AMENDMENTS TO THE BYLAWS**

**10.1** The Board of Directors shall, from time to time, appoint a Bylaws Review Committee.

**10.2** The Bylaws of the Association may be amended only by Special Resolution.

**10.3** A Notice of Motion to amend the Bylaws must be received at least thirty-five (35) days prior to a General or Special Meeting of the Association. This Notice must be sent in writing, complete with the original signatures of a mover and seconder, to the Executive Director of the Association.

**10.4** A copy of the Notice of Motion to amend the Bylaws shall be sent to all members of the Board of Directors and all Member Clubs at least thirty (30) days prior to the date of the meeting at which the amendment is to be considered.

**10.5** In order to be passed, a Special Resolution must receive the approval of at least three quarters (3/4) of the voting delegates present at the meeting.

**10.6** Special Resolution shall also mean: A resolution proposed and passed as a Special Resolution at a General Meeting for which less than thirty (30) days notice was given, if all voting delegates present at the General Meeting unanimously approve.



**10.7** Following the adoption of any amendments to the Bylaws, the Executive Director of the Association shall register the changes with Alberta Corporate Registries within the specified time allowed, notify all Board members and Member Clubs, and make the amended Bylaws available to the Membership via the BA website.

#### **ARTICLE 11: LIQUIDATION OR DISSOLUTION**

**11.1** If at any time the Association is liquidated or dissolved, any and all assets shall be held in trust by an appointed trustee, for a period of up to five (5) years. If, at the end of the five (5) years, no arrangements have been made to transfer the assets to another Provincial Association, then any remaining assets shall either be given to an association with similar interests, or to a reputable Charitable Organization.