

AIRDRIE RINGETTE ASSOCIATION

SPECIAL RESOLUTION passed by the members of the AIRDRIE RINGETTE ASSOCIATION at a regular meeting of the Society held in the City of Airdrie on the 30th day of March, 2010

RESOLVED THAT the Bylaws of the Society be amended as follows:

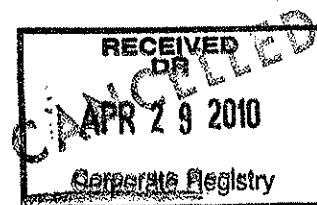
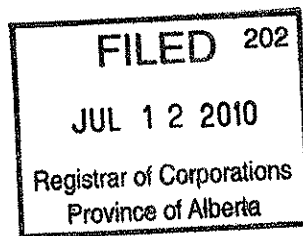
by deleting the Bylaws in their entirety and replacing them with the Airdrie Ringette Association By-laws attached hereto.

CERTIFICATE

I, Shelley McEwen, Secretary of the AIRDRIE RINGETTE ASSOCIATION hereby certify that the foregoing is a true and correct copy of a Special Resolution of the AIRDRIE RINGETTE ASSOCIATION duly passed by the members of the Society present at a regular meeting of the Society held in the City of Airdrie on this 30th day of March, 2010.

DATED at Airdrie this 27th day of April, 2010.

Shelley McEwen
Shelley McEwen, Secretary



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Airdrie Ringette Association

BYLAWS

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ARTICLE 1 INTERPRETATION

1.1 *Definitions* – In these Bylaws and all other Bylaws of the Association, unless otherwise defined or the context otherwise requires:

- (a) “**Act**” means the *Societies Act*, R.S.A. 2000, c. S-14, as from time to time amended, and every statute that may be substituted for such Act and, in the case of such substitution, any references in the Bylaws of the Association to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Association**” means the **Airdrie Ringette Association** hereinafter to be referred to as the “**ARA**”;
- (c) “**Board Meeting**” means a meeting of the Board of Directors of the Association;
- (d) “**Board of Directors**” or “**Board**”, means the Board of Directors of the Association;
- (e) “**Bylaws**” mean, collectively, these Bylaws and all other Bylaws of the Association from time to time in force and effect;
- (f) “**Director**” means any person occupying the position of Director by whatever name called;
- (g) “**Executive Committee**” means a committee comprised of:
 - (i) President,
 - (ii) Vice-President,
 - (iii) Secretary, and
 - (iv) Treasurer;
- (h) “**Harassment**” means words, conduct, or action, including but not limited to:
 - (i) the use of electronic devices and information, such as e-mail, instant messages, text messages, mobile phones, and web sites, to send or post messages or images about an individual or a group,

and is being directed at a specific person, annoys, alarms, or causes substantial emotional distress in that person and serves no legitimate purpose;
- (i) “**Head Coach**” means any Member of the Association, including Directors or Executive Committee Members;
- (j) “**In Writing**” and “**Written**” includes printing, typewriting and any other mode of representing or reproducing words in visible form including, without limitation, transmission in electronic form;

- (k) **"Meeting"** includes an Annual General Meeting, Special Meeting and an Emergency Meeting as outlined in Article 6, but does not include Board Meeting;
- (l) **"Member"** means, collectively, Individual Members, Associate Members, and Lifetime Members and, individually as defined below, any one of them as the context requires:
 - (i) **"Individual Member"** means a membership open to interested citizens/persons living within the geographic boundaries of the Airdrie area who wish to maintain an interest in the Association. An individual membership in the Association is acquired by a player or a parent/guardian to a child who is registered to play in the coming season. Membership may be granted upon payment of the prescribed registration fee. All memberships expire at the closing of the Annual General Meeting or at the end of the Playing Season, whichever is the latest. New memberships requested after the December 31st deadline shall be at the discretion of the Board of Directors and the Coach for the level applied for;
 - (ii) **"Associate Member"** means a membership open to organizations/players/parents outside the geographic boundaries of the Airdrie area that wish to be released to or affiliated with the Association and shall be accepted if openings are available. Membership may be granted upon payment of the prescribed registration fee. Pursuant to the current Ringette Alberta Rules and Operating Procedures regarding Releases, all Associate Members can become an Individual Member of the Association, if the Associate Member's release becomes permanent if not terminated by August 1st of the next year by either of the Association; and
 - (iii) **"Lifetime Member"** means a membership that may be bestowed upon deserving individuals who have contributed substantially to the sport of Ringette and or the Association for a period of not less than ten years. A lifetime member shall be appointed by the Board at a Board Meeting. The Membership shall be granted for the lifetime of the individual. Lifetime Members shall have voting privileges at Meetings of the Association;
- (m) **"Minor Official"** means any individual, appointed by the Executive Committee, who assists with a team in the position of:
 - (i) Head Coach;
 - (ii) Assistant Coach; or
 - (iii) Team Manager;
- (n) **"Notice"** means informing by a reasonable method, including but not limited to:
 - (i) delivery by post, courier or hand,

- (ii) telephone call,
 - (iii) newspaper advertisement,
 - (iv) electronic mail, or
 - (v) posting on the Association website;
- (o) “**Officers**” means collectively, the President, Vice-President, Secretary and Treasurer and, individually as defined in Article 4, any one of them as the context requires;
- (p) “**Official**” means referee;
- (q) “**Online**” means any actions performed over the Internet;
- (r) “**Ordinary Resolution**” means a resolution:
- (i) passed by a majority of the votes cast by the Members who voted in respect of that resolution; or
 - (ii) signed by all the Members entitled to vote on that resolution;
- (s) “**Registered Office**” means the registered office of the Association;
- (t) “**Registrar**” means Registrar as defined in the *Business Corporations Act* (Alberta), and any successor thereto;
- (u) “**Special Resolution**” means:
- (i) a resolution passed:
 - (A) at a Meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given; and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person;
 - (ii) a resolution proposed and passed as a special resolution at a meeting of which less than 21 days’ notice has been given, if all the members entitled to attend and vote at the meeting so agree; or
 - (iii) a resolution consented to in writing by all the members who would have been entitled at a meeting to vote on the resolution in person;
- (v) “**Start of the Season**” means July 1st of each year;
- (w) “**Zone 2**” means a geographic area within the Province of Alberta, as described by Ringette Alberta.

- 1.2 *Interpretation* – These Bylaws are to be interpreted broadly and generously.
- (a) Interpretation of these Bylaws shall be the domain of the Board of Directors. The Board of Directors shall maintain a book of policies that reflect the interpretation of the Bylaws.
 - (b) For greater certainty, all terms contained in the Bylaws which are not defined in the Bylaws and which are defined in the Act shall have the meaning given to such terms in the Act.
 - (c) Words importing “persons” shall include individuals, bodies corporate, societies, companies, partnerships, syndicates, trusts and any number of persons.
 - (d) Words importing the masculine gender shall include the neuter or the feminine gender and vice versa and the singular number shall include the plural and vice versa wherever the context requires.
- 1.3 *Headings* – The headings used throughout these Bylaws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these Bylaws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- 1.4 *Conflict with Bylaws* – To the extent of any conflict between the provisions of the Bylaws and the provisions of the Act, the provisions of the Act shall govern.
- 1.5 *Invalid provisions* – The invalidity or unenforceability of any provision of the Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

ARTICLE 2 MEMBERSHIP

- 2.1 *Membership* – There shall be three classes of membership in the Association, namely:
- (a) Individual Member;
 - (b) Associate Member; and
 - (c) Lifetime Member.
- A register of current Members shall be maintained in accordance with the Bylaws and the Act.
- 2.2 *Membership Fees* – The annual fees payable by Members, if any, shall be fixed by the Board of Directors at a Board Meeting. Annual fees shall be due and payable no later than September 1st. The Secretary shall send a notice of the fees payable at any time to each member promptly before the due date.

2.3 *Admission of Members* – To become a Member, an individual must:

- (a) reside in Alberta;
- (b) submit a completed application to the Association; and
- (c) pay any annual membership fee required by the Board.

The Board may, in its sole discretion, refuse to admit any applicant to the membership of the Association, in which case any membership fee tendered by such applicant shall be promptly returned to the applicant.

2.4 *Rights of Members* –

- (a) A Member, that has reached the age of majority, may vote at any Meeting.
- (b) A Member may bring business for consideration at any Annual General or Special Meeting by making a written submission to the President of the Association seven (7) days prior to the applicable meeting.
- (c) A Member has the right to inspect the books and records of the Association at a time and place convenient to both the Member and the person or persons with custody of the books and records, upon giving 14 days written notice to any Member of the Executive Committee.
- (d) A Member, whose account with the Association has become delinquent, shall have none of the rights that they would otherwise have and shall not be eligible to participate in the programs of the Association.

2.5 *Obligations of Members* –

- (a) A Member must participate in the functioning of the program by openly and actively participating, organizing, co-ordinating, directing, managing or coaching within the Association.
- (b) A Member is required to volunteer and fulfill a minimum number of volunteer hours,
 - (i) the minimum number of hours will be determined by the Executive Committee at a Board Meeting; and
 - (ii) Notice of said hours will be provided to the Members prior to the Start of the Season.
- (c) A Member must pay the set participation fee, which will be determined by the Executive Committee at a Board Meeting, by supplying a post-dated cheque with registration.
- (d) A Member is bound to honour the rules of a governing sport body that the Association belongs to.

- (e) A Member has an obligation to abide by the Bylaws of the Association and act in a manner that evidences their commitment to the principles of the Bylaws.
- (f) A Member must abide by these Bylaws.

2.6 *Conduct –*

- (a) A Member must not engage in any conduct, including but not limited to, verbal, physical or Online misconduct, that damages or may damage the interests or objectives of the Association, including but not limited to the Executive Committee, Board of Directors and Individual Members.
- (b) Private interests shall not provide the potential for or the appearance of an opportunity for benefit, wrongdoing, or unethical conduct. It is important to emphasize that conflict of interest relates to the potential for wrongdoing as well as to actual or intended wrongdoing.
- (c) Information or data entrusted to Members for use in their capacity or position shall not be disclosed or disseminated in a manner that may cause embarrassment to the Association and its Members, or that betrays a trust or confidence.
- (d) A Member must not engage in any conduct whatsoever, whether indirect or explicit, that harms or may harm another Member or the Association by actions that include, but are not limited to, verbal abuse, slander, libel, physical abuse, Harassment, invitations, requests, gestures, or physical contact.

2.7 *Suspensions and expulsions –*

- (a) Members may be suspended, and/or expelled from membership in the Association for failure to comply with clause 2.6, as determined by the Executive Committee.
- (b) The Executive Committee must give Notice to such offending Member of the proceedings against him and he is given a proper hearing with a full opportunity to explain his actions.
- (c) The hearing may be held by the Executive Committee or by a special committee struck by the Executive Committee to conduct such a hearing.
- (d) The Executive Committee shall schedule the matter to be heard at the first regular, or a special, meeting of the Executive Committee.
- (e) The President shall preside at such hearing and shall read the charges against such offending Member.
- (f) In all hearings conducted under this provision, the parties shall be accorded:
 - (i) Notice of the specific charges or alleged violations and possible consequences of the charges are found to be true;

- (ii) Notice of such hearing shall be given to all concerned by the Secretary, not less than seven (7) days before such hearings;
 - (iii) the right to have the hearing conducted at a time and a place so as to make it practicable for the person charged to attend;
 - (iv) the right to be assisted in the presentation of one's case at the hearing;
 - (v) the right to call witnesses, including the right to be provided the identity of witnesses in advance of the hearing;
 - (vi) the right to question opposing witnesses;
 - (vii) the right to have a record made of the hearing, if desired; and
 - (viii) a written decision, with reasons for the decision, based solely on the evidence of record, issued in a timely fashion.
- (g) If such offending Member does not attend the hearing after being duly notified by the Association, the Executive Committee, shall make a decision in his absence.
- (h) No person who has been expelled from the Association may have a new membership considered for a period of less than two (2) years. Reinstatement must go before the Executive Committee.

2.8 *Termination of Membership –*

- (a) A Member's rights, privileges and interests in the Association cease upon termination of membership in the Association. Termination of membership in the Association shall not relieve the withdrawing Member from the payment of any dues or fees then due or accrued.
- (b) On termination of membership in the Association, a Member is not entitled to a refund of any membership fees paid.
- (c) Membership in the Association is terminated:
 - (i) when the Member resigns as a Member of the Association;
 - (ii) when the Member is required to resign as contemplated herein;
 - (iii) when the Member fails to renew his or her membership and pay the prescribed annual membership fee within two (2) calendar months of expiry of the membership year;
 - (iv) any Member may resign from membership in the Association at any time by submitting a resignation, in writing, to the Secretary of the Association;
or
 - (v) when the Member is expelled from the Association pursuant to clause 2.7.

- (d) Membership in the Association shall not be transferable or assignable in any manner whatsoever.
- (e) For the purposes of determining whether an individual is registered for a team operated by the Association, a person shall be deemed to be registered from the date the person completes, and the Association receives, an application for registration on a team operated by a Association until the earlier of:
 - (i) the last date for registration for teams operated by the Association for the next ringette season; and
 - (ii) the date a person registers and plays for a ringette team, other than a team operated by the Association, against a team operated by the Association in a regularly scheduled game.

2.9

Appeals –

- (a) Any Member of the Association directly affected by a decision of the Association may appeal such decision. The denial or termination of membership in the Association may be appealed by a non-member.
- (b) A Member shall not appeal a decision made by the Board of Directors or Executive Committee regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Association's operations including, but not limited to, Director and Executive Committee Member.
- (c) Every appeal must be lodged in writing to the Secretary within 72 hours from a decision rendered.
- (d) Every appeal shall be held by the Appeals Board, which shall:
 - (i) be chaired by the President; and
 - (ii) consist of two (2) impartial Members of the Association, appointed by the President and who were not involved in original hearing.
- (e) Anyone directly affected by any such matter in an appeal shall have the right to be present and be heard at the hearing involving such appeal.
- (f) A decision on any appeal shall be made within seven (7) days of the receipt of such appeal.
- (g) The decisions imposed shall remain in effect until the decision is overturned by an appeal.

**ARTICLE 3
DIRECTORS**

3.1

Governance priorities – The Board of Directors are understood to act as fiduciaries with regard to the Association, and their duties include, but are not

limited to, the fiduciary duty of care and the fiduciary duty of loyalty. As a fiduciary the Directors are required to:

- (a) act with the utmost care, loyalty, and good faith towards the Association;
- (b) set self-interests aside and to act, in the matter at hand, in the best interests of the Association; and
- (c) respect the Association's right to confidentiality. The Directors shall maintain as confidential, and not divulge, any information or data not publicly available.

3.2 *Voting* – Each Director shall be entitled to one vote at all Board Meetings and Meetings.

3.3 *Composition* – The Board of Directors shall consist of a minimum of seven (7) and a maximum of 18 Directors elected and/or by appointment from and by the Members of the Association.

- (a) The number of Directors within such range shall be determined, from time to time, by Ordinary Resolution at a Meeting.
- (b) A Member may hold more than one Director position.
- (c) The directorship shall include, but not limited to:
 - (i) Referee-in-Chief;
 - (ii) Registrar;
 - (iii) Director of Coaching and Player Development;
 - (iv) Director of Publicity and Promotion;
 - (v) Director of Fundraising;
 - (vi) Director of Annual Tournament;
 - (vii) Zone 2 Director;
 - (viii) Equipment Manager;
 - (ix) Ice Scheduler;
 - (x) Volunteer Coordinator; and
 - (xi) Member-at-Large.

3.4 *Referee-in-Chief* – The Referee-in-Chief shall:

- (a) attend all Board Meetings and Meetings;

- (b) be responsible for all officials in the Association as well as the advancement of their skill levels;
- (c) be responsible for minor officials, specifically timekeepers and scorekeepers, as well as the advancement of their skill levels;
- (d) be responsible for scheduling of officials; and
- (e) have such powers and duties as the President may specify.

3.5 *Registrar* – The Registrar shall:

- (a) attend all Board Meetings and Meetings;
- (b) be responsible for making all necessary arrangements for registration;
- (c) be the sole keeper of waiting lists for each age group and be responsible for placing of a player from this list onto a team;
- (d) register all players with Ringette Alberta and Ringette Canada;
- (e) register all transfers with the necessary associations;
- (f) maintain an accurate list of the members of the ARA as outlined in the Act; and
- (g) have such powers and duties as the President may specify.

3.6 *Director of Coaching and Player Development* – The Director of Coaching and Player Development shall:

- (a) attend all Board Meetings and Meetings;
- (b) act on behalf of coaches regarding any complaints or protests in all divisions;
- (c) be responsible for the advancement of the skill levels of all coaches;
- (d) coordinate all coaches' clinics available from Ringette Alberta for skill development;
- (e) act on behalf of all players regarding complaints or protests in all divisions;
- (f) represent each player in all matters pertaining to suspensions or expulsions;
- (g) be responsible to coordinate the players, skill development clinics and tests available from Ringette Alberta; and
- (h) have such powers and duties as the President may specify.

3.7 *Director of Publicity and Promotion* – The Director of Publicity and Promotion shall:

- (a) attend all Board Meetings and Meetings;

- (b) be responsible for all promotions dealing with the Association, including but not limited to, press releases, advertising and notices of fundraising events;
 - (c) coordinate a ringette week campaign in conjunction with Ringette Alberta; and
 - (d) have such powers and duties as the President may specify.
- 3.8 *Director of Fundraising* – The Director of Fundraising shall:
- (a) attend all Board Meetings and Meetings;
 - (b) head fundraising committees;
 - (c) provide event(s) and financial report(s) at the Annual General Meeting; and
 - (d) have such powers and duties as the President may specify.
- 3.9 *Director of Annual Tournament* – The Director of Annual Tournament shall:
- (a) attend all Board Meetings and Meetings;
 - (b) chair the annual tournament committee;
 - (c) provide event(s) and financial report(s) at the Annual General Meeting; and
 - (d) have such powers and duties as the President may specify.
- 3.10 *Zone 2 Director* – The Zone 2 Director shall:
- (a) attend all Board Meetings and Meetings;
 - (b) be responsible for attending all Zone 2 meetings, or find a substitute if he is unable to attend;
 - (c) be responsible to record all necessary information from the Zone 2 and report said information to the Board;
 - (d) be available to answer any questions regarding Zone 2 issues; and
 - (e) have such powers and duties as the President may specify.
- 3.11 *Equipment Manager* – The Equipment Manager shall:
- (a) attend all Board Meetings and Meetings;
 - (b) keep written record(s) of equipment inventory and provide a copy to the Secretary;
 - (c) be responsible for the allocation and maintenance of all equipment of the Association;
 - (d) purchase equipment as approved in the budget;

- (e) be responsible for the education of all coaches, parents and players within the Association on the use and care of all equipment belonging to the Association; and
 - (f) have such powers and duties as the President may specify.
- 3.12 *Ice Scheduler* – The Ice Scheduler shall:
- (a) attend all Board Meetings and Meetings;
 - (b) be responsible for booking all required ice for the Association;
 - (c) be responsible to schedule ice times for the member teams;
 - (d) be responsible for the cancellation of all ice for the Association when necessary;
 - (e) inform the coaches of the member teams of any changes to the ice schedule; and
 - (f) have such powers and duties as the President may specify.
- 3.13 *Volunteer Coordinator* – The Volunteer Coordinator shall:
- (a) attend all Board Meetings and Meetings;
 - (b) be responsible for coordinating volunteers for all ARA events;
 - (c) be responsible for tracking Members' volunteer hours; and
 - (d) have such powers and duties as the President may specify.
- 3.14 *Member-at-Large* –
- (a) Is comprised of a minimum of one (1) directorship and a maximum of two (2) directorships.
 - (b) Will be appointed by the Board at the Annual General Meeting and shall:
 - (i) attend all Board Meetings and Meetings;
 - (ii) provide help and assistance in guiding the objects of the Association as outlined in clause **Error! Reference source not found.**; and
 - (iii) have such powers and duties as the President may specify.
- 3.15 *Qualification* – The following persons are disqualified from being a Director of the Association:
- (a) anyone who is less than 18 years of age;
 - (b) anyone who:

- (i) is a dependent adult as defined in the *Dependent Adults Act* (Alberta) or is the subject of a certificate of incapacity under that Act;
 - (ii) is a formal patient as defined in the *Mental Health Act* (Alberta);
 - (iii) is the subject of an order under the *Mentally Incapacitated Persons Act* (Alberta) appointing a committee of his person or estate or both; or
 - (iv) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
- (c) a person who is not an individual; or
- (d) a person who has the status of a bankrupt.

3.16 *Election –*

- (a) All Directors shall be elected at the Annual General Meeting.
- (b) The election of individual Directors shall be staggered as follows:
 - (i) election of the Referee-in-Chief, Registrar, Director of Coaching and Player Development, Director of Publicity and Promotion, and Director of Fundraising shall take place at the Annual General Meeting in years ending in odd numbers; and
 - (ii) election of the Director of Annual Tournament, Equipment Manager, Ice Scheduler, and Member-at-Large shall take place at the Annual General Meeting in years ending in even numbers.
- (c) Nominations for the election of a Director may be made at any time prior to the election of the position.
- (d) Nominations of a Director must be made by a Member and accepted by the nominee.
- (e) From all the nominees for Director, each Member shall select a list of names equal to the number of Board vacancies. Positions on the board will be filled according to the greatest number of votes until all positions are filled.

3.17 An individual must be provided with, and must read these Bylaws prior to accepting the position of Director.

3.18 *Vacancies* – The Executive Committee may appoint an individual to fill a vacant position on the Board of Directors at any Meeting.

3.19 *Term of Office* – Each Director elected or appointed shall hold office until the earlier of the date his resignation becomes effective, the date his successor is appointed or elected, or the date he is removed by the Board or otherwise ceases to be qualified for that office using the same criteria specified in clause 3.15. The Executive Committee, in its discretion, may remove any Director of the

Association from his position as Director, and may choose whether or not to appoint a successor.

- (a) An elected Director's term shall begin immediately after the conclusion of the Annual General Meeting at which he was elected.
- (b) An appointed Director's term shall begin immediately after being appointed.
- (c) The term of office for a Director shall be:
 - (i) a minimum of two (2) years from the date of the Annual General Meeting at which he is elected until the third Annual General Meeting of Members next following;
 - (ii) the balance of the term they are filling;
 - (iii) until he submits a written, signed resignation, which resignation is effective when received by the Association or at the time specified as the effective date in the resignation, whichever is later;
 - (iv) until the death of the Director; or
 - (v) until the Director is removed by an Ordinary Resolution, passed at a Meeting, to remove him from office.

There is no limit to the number of terms, successive or otherwise, that a Director may serve.

3.20 *Removal of Board Member* – A Director, who without cause (or Board permission):

- (a) breaches their fiduciary obligation to the Association;
- (b) fails to attend, or fails to submit a Written report in lieu of attendance, at three (3) consecutive Board Meetings; or
- (c) fails to complete the required duties of the position,

may at the discretion of the Board, be removed from the Board. Any Director or any number of Directors may be removed by a two-thirds vote of the Board by secret ballot. Proper Notice must be given in advance if the removal of a Director is to be considered at a Board Meeting. Thirty (30) days Written Notice that the Board is considering removal, and of the reasons for that consideration, shall be delivered to the Director whose removal is under consideration. That Director shall be given an opportunity to respond either In Writing or in person.

3.21 *Retiring Directors* – A retiring Director shall retain office until the adjournment or termination of the Meeting at which his successor is elected unless such Meeting was called for the purpose of removing him from office as a Director, in which case the Director so removed shall vacate office forthwith upon the passing of

the resolution for his removal. Retiring Directors, if qualified, are eligible for re-election.

- 3.22 *Failure to elect full number of Directors* – Whenever at any election of Directors of the Association the full number of Directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a Director or the death of any nominee or nominees, the Directors elected may exercise all powers of the Board so long as the number of Directors so elected constitutes a quorum.
- 3.23 *Vacancies* – Where there is a vacancy on the Board of Directors and:
- (a) Where there is a quorum of Directors, the remaining Directors:
 - (i) may exercise all the powers of the Directors; and/or
 - (ii) may fill the vacancy until the next annual meeting without undue delay; and
 - (iii) where there is no quorum of Directors, the remaining Directors shall call a Special Meeting of the Members for the purpose of electing Directors to fill any vacancies.
- 3.24 *Remuneration* – The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such. Notwithstanding the foregoing, Directors may be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as Directors.

ARTICLE 4 EXECUTIVE COMMITTEE

- 4.1 *Governance Priorities* – The Executive Committee Members are understood to act as fiduciaries with regard to the Association, and their duties include, but are not limited to, the fiduciary duty of care and the fiduciary duty of loyalty. As a fiduciary the Officers are required to:
- (a) act with the utmost care, loyalty, and good faith towards the Association;
 - (b) set self-interests aside and to act, in the matter at hand, in the best interests of the Association; and
 - (c) respect the Association's right to confidentiality. The Executive Committee Members shall maintain as confidential, and not divulge, any information or data not publicly available.
- 4.2 *Voting* – Each Officer shall be entitled to one vote at all Board Meetings and Meetings.

4.3 *Composition* – Executive Committee Members shall be elected by the Members at each Annual General Meeting in the following order:

- (a) President,
- (b) Vice-President,
- (c) Secretary; and
- (d) Treasurer,

unless a motion is adopted by the Members to elect Executive Committee Members in a different order.

4.4 *President* – The President shall be the chief operating and executive officer and, subject to the authority of the Board, and shall:

- (a) have general supervision of the affairs of the Association;
- (b) preside at all Meetings and Board Meetings of the Association;
- (c) act as spokesperson for the Association; and
- (d) have such other powers and duties as the Board may specify.

During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice-President.

4.5 *Vice-President* – A Vice-President shall have such powers and duties as the Board or the chief executive officer may specify.

4.6 *Secretary* – The Secretary shall:

- (a) cause the minutes of all Meetings and Board Meetings to be recorded;
- (b) be entitled to attend and be the secretary of all Meetings and Board Meetings and cause the minutes of all Meetings and Board Meetings to be recorded;
- (c) have charge of all books, papers, records, documents and instruments belonging to the Association, except when some other officer or agent has been appointed for that purpose;
- (d) attend to the legal matters of the Association, including the maintenance of all regulatory records, including annual reports, insurance documents and Bylaws;
- (e) maintain a record of the Association policies determined by the Board of Directors;
- (f) attend to correspondence of the Association; and
- (g) have such other powers and duties as the Board or the President may specify.

- 4.7 *Treasurer* – The Treasurer shall:
- (a) keep proper accounting records of the Association in compliance with the Act ;
 - (b) prepare and maintain cash flow budgets;
 - (c) supervise the bank accounts of the Association;
 - (d) be responsible for the deposit of money, the safe-keeping of securities and the disbursement of the funds of the Association;
 - (e) render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Association;
 - (f) maintain custody of the financial records, deposit books and cheques of the Association; and
 - (g) have such other powers and duties as the Board or the President may specify.
- 4.8 *Qualification* – The following persons are disqualified from being an Executive Committee Member:
- (a) anyone who is less than 18 years of age;
 - (b) anyone who:
 - (i) is a dependent adult as defined in the *Dependent Adults Act* (Alberta) or is the subject of a certificate of incapacity under that Act;
 - (ii) is a formal patient as defined in the *Mental Health Act* (Alberta);
 - (iii) is the subject of an order under the *Mentally Incapacitated Persons Act* (Alberta) appointing a committee of his person or estate or both; or
 - (iv) has been found to be a person of unsound mind by a court elsewhere than in Alberta;
 - (c) a person who is not an individual; or
 - (d) a person who has the status of a bankrupt.
- 4.9 *Election* –
- (a) All Executive Committee Members shall be elected at the Annual General Meeting.
 - (b) The election of individual Executive Committee Members shall be staggered as follows:
 - (i) election of the President and Secretary shall take place at the Annual General Meeting in years ending in odd numbers; and

- (ii) election of the Vice-President and Treasurer shall take place at the Annual General Meeting in years ending in even numbers.
 - (c) Nominations for the election of an Executive Committee Member may be made at any time prior to the election of the position.
 - (d) Nominations must be made by a Member, seconded by another and accepted by the nominee.
 - (e) Elections will be decided by majority vote of the Members in accordance with the following:
 - (i) in the event there is one nomination for an Executive Committee Member position then the nominee will be declared the winner by acclamation.
 - (ii) in the event there are two or more nominations for an Executive Committee Member position then the nominee receiving the greatest number of votes will be declared the winner.
 - (f) Voting for an Executive Committee Member position will be completed by secret ballot and tabulated by an independent group outside of the Association.
- 4.10 *Vacancies* – The Board of Directors may appoint an individual to fill a vacant position on the Executive Committee at any Board Meeting.
- 4.11 *Term of Office* – Each Officer elected or appointed shall hold office until the earlier of the date his resignation becomes effective, the date his successor is appointed or elected, the date he is removed by the Board or otherwise ceases to be qualified for that office using the same criteria specified in clause 4.8. The Board, in its discretion, may remove any Officer of the Association from his position as Officer, and may choose whether or not to appoint a successor.
- (a) An elected Officer's term shall begin immediately after the conclusion of the Annual General Meeting at which he was elected.
 - (b) An appointed Officer's term shall begin immediately after being appointed.
 - (c) The term of office for an Officer shall be:
 - (i) a minimum of two (2) years from the date of the Annual General Meeting at which he is elected until the third Annual General Meeting of Members next following;
 - (ii) the balance of the term they are filling;
 - (iii) until he submits a written, signed resignation, which resignation is effective when received by the Association or at the time specified as the effective date in the resignation, whichever is later;
 - (iv) until the death of the Officer; or

- (v) until the Officer is removed by an Ordinary Resolution, passed at a Meeting, to remove him from office.

There is no limit to the number of terms, successive or otherwise, that an Executive Committee Member may serve.

4.12 *Removal of Executive Committee Member* – An Officer, who without cause (or Board permission):

- (a) breaches their fiduciary obligation to the Association;
- (b) fails to attend, or fails to submit a Written report in lieu of attendance, at three (3) consecutive Board Meetings; or
- (c) fails to complete the required duties of the position,

may at the discretion of the Board, be removed from the Executive Committee. Any Officer or any number of Officers may be removed by a two-thirds vote of the Board by secret ballot. Proper Notice must be given in advance if the removal of an Officer is to be considered at a Board Meeting. Thirty (30) days Written Notice that the Board is considering removal, and of the reasons for that consideration, shall be delivered to the Officer whose removal is under consideration. That Officer shall be given an opportunity to respond either In Writing or in person.

4.13 *Remuneration* – The Officers shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his position as such. Notwithstanding the foregoing, an Officer may be reimbursed for reasonable out-of-pocket expenses incurred in the course of carrying out their duties as Officer.

ARTICLE 5 BOARD MEETINGS

5.1 *Location of Board Meetings* – Board Meetings may be held at any place within Alberta.

5.2 *Convening of Board Meetings* – Board Meetings shall be held as often as the business of the Association shall require, and no less than once each year, and shall be called by the President. A special Board Meeting may be called on the instructions of any two Directors provided they request the President In Writing to call such meeting and state the business to be brought before the meeting.

5.3 *Notice* –

- (a) General and special Board Meetings shall be called by three (3) days Written Notice to each Director. The statement of the President that Notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such Notice.
- (b) The Board may appoint a day in any month for regular Board Meetings at an hour to be named and no Notice of such regular meetings is required to be sent.

- 5.4 *Quorum* –
- (a) A majority of the Board Members shall constitute a quorum, and notwithstanding any vacancy among the Directors, a quorum of the Board Members may exercise all the powers of the Board.
 - (b) If a quorum is present when the Board Meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.
 - (c) If a quorum is not present at the time and place fixed for the Board Meeting in the Notice thereof, the Board Meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned Board Meeting shall constitute a quorum.
- 5.5 A Director may participate in a Board Meeting by means of such telephone or other communication facilities as permit all persons participating in the Board Meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the Board Meeting.
- 5.6 *Voting* – Decisions of the Board shall be determined by a majority of votes of the Directors present. In the case of an equality of votes, the President shall be entitled to a second or casting vote. All votes at any such Meetings shall be taken by ballot if demanded by any Director present, but where no demand is made, the vote shall be taken in the usual way by assent or dissent.
- 5.7 A resolution In Writing, signed by all the Directors entitled to vote on that resolution at a Board Meeting is as valid as if it had been passed at a Board Meeting.

ARTICLE 6 MEETINGS

- 6.1 *Place of Meeting* – Meetings of the Association may be held at any place within Alberta.
- 6.2 *Notice of Meeting* – Meetings of the Association may be called at any time by the Secretary upon the instruction of the President or the Board. Notice of the time, place and agenda of each Meeting shall be given:
- (a) in the case of an Annual General Meeting, at least 14 days prior to the Meeting;
 - (b) in the case of a Special Meeting, at least seven (7) days prior to the Meeting;
 - (c) in the case of an Emergency Meeting, at least seven (7) days prior to the Meeting; and
 - (d) in the case of any Meeting considering a Special Resolution, at least the minimum number of days required as specified in clause 1.1(u),

unless a shorter period of notice is agreed to by all persons entitled to attend the Meeting.

6.3 *Quorum* –

- (a) Half the Board plus one (1) Member in good standing shall constitute a quorum at any Meeting;
- (b) If a quorum is present when the Meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the Meeting; and
- (c) If a quorum is not present at the time and place fixed for the meeting in the Notice thereof, the Meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum.

6.4 *Annual General Meeting* – the Association shall hold an Annual General Meeting on or before June 30th of each year.

- (a) The purpose of the Meeting shall be:
 - (i) to receive the audited financial statements of the Association for the previous season;
 - (ii) to receive the interim financial reports/budgets;
 - (iii) to appoint the Association auditor(s) for the current season;
 - (iv) to receive the reports of the Board of Directors; and
 - (v) to elect the Executive Committee and Board of Directors positions of the Association.
- (b) The order of business at the Annual General Meeting shall be as follows:
 - (i) call to Order;
 - (ii) adoption of Minutes of the previous Annual General Meeting, Special Meeting(s) and Emergency Meeting(s);
 - (iii) business arising out of the Minutes;
 - (iv) the President's Report;
 - (v) the Treasurer's Report;
 - (vi) the Registrar's Report;
 - (vii) balance of Directors' and Committee Reports;
 - (viii) election of Executive Committee and Board of Directors;

(ix) new Business; and

(x) adjournment.

6.5 *Voting* –

(a) Each Member shall be entitled to one vote for each Membership held, on each question arising at any Meeting.

(b) All votes shall be conducted by a show of hands, unless a motion is adopted to vote in another manner.

(c) Voting by proxy shall not be permitted.

(d) In case of an equality of votes, the President shall have a second casting vote.

6.6 *Majority to Pass Resolutions* – At all Meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by these Bylaws or the Act, as amended from time to time.

ARTICLE 7 AUDITOR

7.1 An auditor, appointed at the Annual General Meeting or appointed by the Directors if not appointed at the Annual General Meeting, shall audit and report on the statement of financial position as at the fiscal year end of the Association, and statements of operations and cash flows for the fiscal year then ended. The auditor may be either:

(a) Any two Members of the Association who accept the position of auditor; or

(b) A qualified Professional Accountant.

7.2 *Fiscal Year* – Is as specified in clause **Error! Reference source not found.**

7.3 *Term* – The auditor shall hold office until the next Annual General Meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor.

7.4 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year. The auditor of the Association shall have a right of access to all records, documents, books, accounts and vouchers of the Association, and is entitled to require from the Directors and Officers of the Association such information as may be necessary for the performance of his/her duties.

7.5 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting.

7.6 *Remuneration* – The remuneration of the Auditor shall be fixed by the Board of Directors.

**ARTICLE 8
RECORDS**

- 8.1 The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting or at any time upon giving 14 days Notice and arranging a time satisfactory to the Officer or Officers having charge of same. Each Director shall, at all times, have access to such books and records.

**ARTICLE 9
BORROWING POWERS**

- 9.1 For the purposes of carrying out its objects, and subject to the Act, the Association may borrow, raise or secure payment of money in such a manner as it thinks fit.

**ARTICLE 10
DISSOLUTION, LIQUIDATION OR WINDING UP**

- 10.1 Upon the dissolution, liquidation or winding-up of the Association, and after payment of all just debts and liabilities, any remaining assets of the Association shall be disbursed to:
- (a) one or more eligible charitable or non-profit entities; or
 - (b) a municipality, in trust, until such time as the assets can be transferred to one or more eligible charitable or non-profit entities,

in accordance with an Ordinary Resolution of the Members.

**ARTICLE 11
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- 11.1 *Limitation of Liability* – No Director shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing in these Bylaws shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

- 11.2 *Indemnity* – Subject to any limitations contained in the Act, the Association shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Association or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Association or such body corporate if:
- (a) he acted honestly and in good faith with a view to the best interests of the Association; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable ground for believing that the conduct was lawful.
- 11.3 *Insurance* – Subject to any limitations contained in the Act, the Association may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

**ARTICLE 12
BYLAWS**

- 12.1 The Bylaws of the Association may only be rescinded, altered or appended to by a Special Resolution, at any Meeting.

**ARTICLE 13
SEAL**

- 13.1 The Association shall not have a seal.

**ARTICLE 14
DISSOLUTION**

- 14.1 The Association may, by Special Resolution, surrender its certificate of incorporation and otherwise dissolve the Association in accordance with the Act.

~~(b) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, he had reasonable ground for believing that the conduct was lawful.~~

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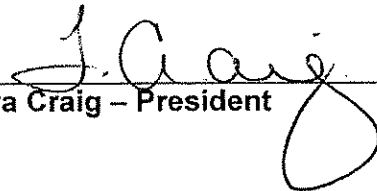
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SEAL**

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**ARTICLE 15
DISSOLUTION**

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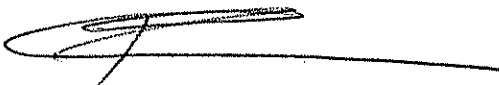
IN WITNESS of the enactment and adoption of the foregoing Bylaws the Executive Committee of the Airdrie Ringette Association have endorsed their signatures this 30th day of March, 2010.



Tara Craig – President

Address: (including postal code)

1803 Woodside Blvd.
Airdrie, AB
T4B 2K1



Ryan Cameron – Vice-President

Address: (including postal code)

360 Willowbrook Close
Airdrie, AB
T4B 2S5



Shelley McEwen – Secretary

Address: *(including postal code)*

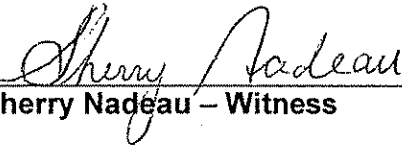
1511 Woodside Blvd.
Airdrie, AB
T4B 2G9



Charlene MacKinnon – Treasurer

Address: *(including postal code)*

78 Sandstone Cres
Airdrie, AB
T4B 1T7



Sherry Nadeau – Witness

Address: *(including postal code)*

699 Luxstone Landing
Airdrie, Alberta
T4B 3K9

AIRDRIE RINGETTE ASSOCIATION

SPECIAL RESOLUTION passed by the members of the AIRDRIE RINGETTE ASSOCIATION at a special meeting of the Society held in the City of Airdrie on the 23rd day of June, 2010

RESOLVED THAT the Bylaws of the Society be amended as follows:

1. by deleting section 2.1 in its entirety; and
2. by deleting the words "financially reviewed" in sections 8.1 and 8.4 and replacing them with "audited".

CERTIFICATE

I, Tenniel Bacon, Secretary of the AIRDRIE RINGETTE ASSOCIATION hereby certify that the foregoing is a true and correct copy of a Special Resolution of the AIRDRIE RINGETTE ASSOCIATION duly passed by the members of the Society present at a special meeting of the Society held in the City of Airdrie on the 23rd day of June, 2010.

DATED at Airdrie this 25 day of June, 2010.



Tenniel Bacon, Secretary