

NORTHWEST CALGARY RINGETTE SOCIETY

BY-LAWS

A By-law relating generally to the conduct of the affairs of Northwest Calgary Ringette Society.

"ANNUAL GENERAL MEETING" means an Annual General Meeting of the Members of the Society;

"BOARD" means the Board of Directors and Executive;

"BOARD MEMBER" means a member of the Board of the Directors and Executive;

"DIRECTOR" means the appointed and elected Directors of the Society;

"EXECUTIVE" means the appointed and elected Executive Officers and Officers of the Society;

"EXECUTIVE OFFICER" means the President, Secretary, Treasurer and/or Secretary-Treasurer;

"GENERAL MEETING" means a General Meeting of the Members of the Society; and

"HONORARY MEMBER" means a person so appointed by the Board in its discretion appoint as an Honorary Member a Member who is no longer eligible for membership in the Society but who desires to keep his membership in the Society and who by their contribution to the sport of Ringette and the Society is considered worthy of recognition in such service. An Honorary Member shall be appointed only by the majority vote of all members of the Board present at the meeting of the Board at which the name of the candidate is proposed for honorary membership and provided notice of the intention to propose such candidate shall have been given with notice of the meeting. Honorary Members shall be referred to herein as "Members" and shall have the same rights as Members with the exception that they shall not have the right to hold an office as a Director of the Society;

"MEMBER" means a legal representative of a registered Player in the Society in the case where a Player is under the age of 18 years and a registered Player in the case where the Player is over the age of 18 years, and in the case of a vote of the Members to a maximum of 2 votes per family;

"OFFICER" means any other office created by the Board of Directors as they deem necessary;

"PLAYER" means any individual who plays Ringette and who is registered with the Society;

"SOCIETY" means the Northwest Calgary Ringette Society;

"SPECIAL MEETING" means a Special Meeting of the Members of the Society; and

"SPECIAL RESOLUTION" means a Resolution passed by the Members at a meeting of which not less than 21 days notice specifying the intention to propose the Resolution has been given AND by a vote of not less than 75% of the quorum of Members present.

MEMBERSHIP

1. A membership fee, if any, in the Society shall be determined, from time to time, by a vote of the majority of the Board of Directors. Registration fees are separate from a membership fee and are considered those fees payable by a Player to play Ringette with the Society.
2. Any Member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
3. The Board may determine the deadline date by which Member's registration fees must be paid. The Board shall have the right to suspend or cancel membership at any time if a Member's registration fee is in arrears by the prescribed deadline date. Suspension or cancellation does not affect the right of the Society to pursue payment of monies owed.
4. A Member may be expelled from membership of the Society by Special Resolution.
5. Unless otherwise determined by the Board, the Membership year of the Society shall be the same as the Fiscal year of the Society.
6. Any person who is registered as a Player with the Society is, upon payment of their registration fee, granted a membership for a period of one (1) year.
7. The Society shall keep a record of all the Members of the Society and their addresses.

PRESIDENT

8. The President shall be elected in accordance with the terms herein provided for the Directors At Large.
9. The President shall be responsible for the general supervision of the affairs of the Society, shall chair meetings of the Members and meetings of the Board, and shall perform other such duties as may from time to time be established by the Board.
10. The President shall be ex-officio a member of all committees. He/she shall, when present, preside at all meetings of the Society and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
11. The President shall hold office for a term of at least two (2) years, with a maximum of two (2) consecutive terms to be served. The President shall be elected in odd calendar years.
12. Any Member who has served as a Director, Officer or Executive Officer for at least one (1) full year immediately prior to nomination may be nominated for election as President.

VICE-PRESIDENT

13. Various Vice-President roles may be created at the discretion of the Society as its needs dictate.
14. These roles will be for one (1) year terms.

SECRETARY

15. The Secretary must be an elected Director of the Society. The Secretary shall be appointed by the Board of Directors of the Society and shall hold office for a term of at least two (2) years, with a maximum of two (2) consecutive terms to be served. The Secretary shall be appointed in odd calendar years.
16. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. The Secretary shall perform such other duties as may from time to time be established by the Board. In case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the President. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.
17. The Secretary shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either or both to act, by the Vice-President and such other Officers as directed by the Board.

TREASURER

18. The Treasurer must be an elected Director of the Society. The Treasurer shall be appointed by the Board of Directors of the Society and shall hold office for a term of at least two (2) years, with a maximum of two (2) consecutive terms to be served. The Treasurer shall be appointed in even calendar years.
19. The Treasurer shall cause to be kept proper accounting records as required by the *Societies Act*, and shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. The Treasurer shall perform such other duties as may from time to time be established by the Board. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the Society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of Officers shall so decide.

OTHER OFFICERS

20. The Board of Directors of the Society may create any office deemed necessary by the Board of Directors, and these Officers shall attend at all meetings of the Board of Directors.
21. Officers of the Society shall hold office for a term of one (1) year, with a maximum of five (5) consecutive terms to be served. Officers shall be appointed in each calendar year.

ELECTION AND APPOINTMENT OF DIRECTORS AT LARGE

22. There shall be a minimum of three (3) Directors At Large of the Society at all times.
23. Any individual who is at least 18 years of age or older and who has the power under law to contract may be nominated for election as a Director At Large.
24. Any such nomination shall:
 - a. include the written consent of the nominee
 - b. be submitted to the Board at least thirty (30) days prior to the Annual General Meeting; and
 - c. where a current Director At Large wishes to run for re-election, the Director At Large will indicate this intention in writing not less than thirty (30) days prior to the Annual General Meeting.
25. Valid nominations shall be circulated to the Members at least twenty one (21) days prior to the Annual General Meeting.
26. Elections will be decided by majority vote of the Members at the Annual General Meeting in accordance with the following:
 - a. one valid nomination: winner declared by acclamation;
 - b. two or more valid nominations: winner is the nominee receiving the greatest number of votes.
27. The term for elected Directors At Large is two (2) years and Directors At Large will hold office until their successors have been duly elected in accordance with these by-laws, or they resign, are removed from or vacate their office in a manner prescribed in these by-laws. Elected Directors At Large shall be eligible for re-election and will be limited to two (2) successive terms. If a Director At Large assumes an office due to a vacancy, that term may be finished and the Director may serve two (2) full terms after being elected.
28. Directors At Large shall be elected in both even and odd calendar years.
29. In the event that a Director At Large resigns or is removed from his/her term prior to the expiration of the term, and that resignation or removal has caused there to be less than three (3) Directors At Large, the existing Board of Directors shall appoint a Director At Large in replacement of the Director At Large who has resigned or has been removed from office, such appointment to be valid until the next Annual General Meeting.

BOARD OF DIRECTORS - GENERAL

30. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society and meetings of the Board shall be held as often as they may be required, but at least once every three months, and shall be called by the President.
31. Meetings of the Board shall be called by ten (10) days notice in writing mailed to each Board Member or by three (3) days notice by e-mail, fax or telephone. Any four (4) Board Members shall constitute a quorum, and meetings may be held without notice if a quorum of the Board Members is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be deemed to be null and void.
32. A person appointed or elected a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

REMOVAL FROM OFFICE

33. Any Director, Executive Officer or Officer, upon a majority vote of the Members in good standing at an Annual General Meeting, General Meeting or Special Meeting of the Society, may be removed from office for any cause which the Society may deem reasonable.
34. Any vacancy occurring on the Board during the year shall be filled at the next meeting of the Board, provided it is so stated in the notice calling such meeting.

AUDITING

35. The books, accounts and records of the Society shall be audited at least once each year by a duly qualified accountant or by two Members of the Society appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the Annual General Meeting of the Society.
36. The fiscal year of the Society shall be April 30th.
37. The books and records of the Society may be inspected by any Member of the Society at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Executive Officers or Officers having charge of same. Each Board Member shall at all times have access to such books and records.

ANNUAL GENERAL MEETINGS

38. The Society shall hold an Annual General Meeting on or before June 30 each year, of which notice to each of the Members shall be delivered by mail or e-mail to the last known address of each Member, or posted on the Society's website at least seven (7) days prior to the date of the meeting.
39. At this meeting there shall be elected a President and at least three (3) Directors At Large. The President and Directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any Members in good standing shall be eligible to any office in the Society.
40. At least 13 Members in good standing shall constitute a quorum at any Annual General Meeting.

SPECIAL MEETINGS

41. A Special Meeting may be called by the President, upon receipt of a written request signed by at least 25 Members. Such request shall state the reason for the Special Meeting.
42. Notice of such request shall be posted on the Society's website within seven (7) days after the receipt of the request. Written notice to each of the Members shall be delivered by mail or e-mail to the last known address of each Member, or posted on the Society's website at least seven (7) days prior to the date of the Special Meeting.
43. At least 19 Members in good standing shall constitute a quorum at any Special Meeting.

GENERAL MEETINGS

44. General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board.
45. Notice to each of the Members shall be delivered by mail or e-mail to the last known address of each Member, or posted on the Society's website at least seven (7) days prior to the date of the General Meeting.
46. At least 9 Members in good standing shall constitute a quorum at any General Meeting.

VOTING

47. Any Member who has not withdrawn from membership nor has been suspended, cancelled or expelled shall have the right to vote at any Annual General Meeting, General Meeting or Special Meeting of the Society. Such votes must be made in person and not by proxy or otherwise. In the case of a tie vote the President shall have an additional vote.

REMUNERATION

48. Unless authorized at any Annual General Meeting, General Meeting or Special Meeting and after notice for same shall have been given, no Director, Executive Officer, Officer or Member of the Society shall receive any remuneration for his/her services.

BORROWING POWERS

49. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

SIGNING AUTHORITY

50. The Board shall designate two Officers to have signing authority for all financial transactions conducted in the name of the Society.
51. All contracts, documents, or any instruments in writing requiring the signature of the Society shall be signed by the President and one other Officer as designated by the Board.

INTERPRETATION

52. In cases where questions arise concerning interpretation of these By-laws or policies of the Society, the final authority will be the Board.

INDEMNIFICATION

53. The Society shall indemnify and hold harmless out of the funds of the Society each Director, Executive Officer and Officer from and against any and all claims, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Executive Officer or Officer.
54. The Society shall not indemnify a Director, Executive Officer, Officer or any other individual for acts of fraud, dishonesty or bad faith.
55. The Society may purchase and maintain insurance for the benefit of its Directors, Executive Officers and Officers, as the Board may determine.

BY-LAWS

56. The By-Laws may be rescinded, altered or added to by a Special Resolution.