

EDMONTON ULTIMATE PLAYERS ASSOCIATION

BY-LAWS

ARTICLE I. INTERPRETATION

1.01 **DEFINITIONS.** In these By-Laws, unless the context otherwise requires:

- (a) “Act” means *Societies Act* being Chapter S-18 of the Revised Statutes of Alberta, 1980, as amended from time to time, or any statute or statutes substituted therefore;
- (b) “Board of Directors” or “Board” means the Board of Directors from time to time of the Association;
- (c) “Association” means **Edmonton Ultimate Players Association.**

Words importing the singular gender include the plural and vice-versa; words importing gender include the masculine, feminine and neuter genders; and words importing person include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

1.02 **HEADINGS.** The headings used throughout these By-Laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article nor to be deemed in any way to qualify, modify, or explain the effect of any such terms or provisions.

ARTICLE II. CORPORATE SEAL

2.01 **CORPORATE SEAL.** The corporate seal of the Association shall be in the form as approved by the Board of Directors from time to time. The corporate seal shall be kept in the custody of the Secretary or nominee of the Secretary, and shall be affixed to documents signed on behalf of the Association by the President, or by such other person or persons as may be specifically designated by the Board of Directors.

ARTICLE III. MEMBERSHIP

3.01 **VOTING MEMBERS.** Any person residing in Alberta and being of full of 16 years may become a voting member of the Association upon payment of the membership fee. The membership fee, if any, shall be determined from time to time, by the Board. Any voting member in good standing shall be eligible to hold any office in the Association. Membership will terminate annually on March 31st.

3.02 **JUNIOR MEMBERS.** Any person under the age of 16 may become a non-voting member of the Association upon payment of the membership fee. Junior Members may not be eligible to hold any office in the Association. A Junior Membership shall automatically convert to a Voting Membership effective on the Member’s 16 year birthday.

3.03 **HONOURARY MEMBERS.** Any person or organization may become an honorary member by a favorable vote passed by the Board. Honorary members shall not be entitled to vote at any meeting of the Association, or to hold any office in the Association. Membership fees shall be waived for an honorary member.

3.04 **WITHDRAWAL OF MEMBERSHIP.** Any member wishing to withdraw from membership may do so upon giving notice in writing to the Board of Directors through its Secretary of his or her intention to withdraw from membership and shall cease to be a member upon that date therein specified or its earlier acceptance by the Board. Membership expires each year on March 31st. Members who have not paid their membership dues for the year beginning on April 1st of the new membership year shall not be entitled to membership privileges in the Association until paying all fees required for membership.

3.05 **CANCELLATION MEMBERSHIP.** The voting members may, by a resolution passed by a majority of such members, at a meeting called for such purpose, at any time cancel the membership of a member for any cause, which the Association may deem reasonable.

ARTICLE IV. **BOARD OF DIRECTORS**

4.01 **MANAGEMENT.** The management of the affairs of the Association shall be vested in the Board of Directors. The Board of Directors may enact and enforce regulations regarding the management and operation of the Association, and such regulations shall be consistent with these By-Laws.

4.02 **NUMBER OF DIRECTORS.** The affairs of the Association shall be managed by a Board of not less than four (4) directors, nor more than ten (10) directors. A director must be a voting member.

4.03 **ELECTION AND TERM.** The directors of the organization shall be President, Vice President, Treasurer, Secretary and Members at Large. The election of directors shall take place at the annual meeting of the members and all directors then in office who have served their term shall retire, but if qualified, shall be eligible for re-election. The number of executive officers to be elected at any such meeting shall be two, and shall be President and Vice President in one year, followed by Treasurer and Secretary the next year. Additional executive officers may be elected if any vacancies have been left by resigned executive officers. The order of election, as it applies, is President then Vice President, then Treasurer, then Secretary. Following the election of executive officers, Members at Large may then be elected. The terms of Members at Large will be offset so that three Member at Large positions terms will expire each year. An additional member at large may not be elected if one of the executive officers positions is not filled. A quorum of directors may fill any vacancy among the directors, which must be ratified at the next General Meeting. If there is not a quorum of directors, the directors then in office shall forthwith call a special meeting of members to fill the vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor unless their appointment is not ratified by the general membership at the General Meeting following their appointment.

4.04 APPOINTMENT OR ELECTION. 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 (10) days after the appointment or election.

4.05 ACCLAMATION. If a candidate for an executive position runs unopposed, or there is an equal number of candidates for the position Member at Large as there are available positions, election must be preceded by a motion to accept the candidate or slate by acclamation. The motion must be seconded and a vote must be taken. If the vote is in the affirmative, the officer(s) are elected. If the vote is in the negative, the position will remain vacant until appointed by the newly elected Board of Directors. The Board of Directors may not appoint a member to a Board of Directors position for which that member has been rejected in a vote of acclamation in the immediately preceding election of officers.

4.06 RESIGNATION. A member of the Board of Directors may resign giving to the President of the Association a notice in writing to that effect. A member of the Board of Directors who does not attend three consecutive Board of Directors meetings is considered to have resigned.

4.07 REMOVAL OF DIRECTORS. The voting members may, by a resolution passed by a majority of not less than two-thirds (2/3rds) of the votes of such members at a meeting called for such a purpose, remove any director before the expiration of his period of office. A vacancy created by the removal of a director may be filled by the voting members at the meeting at which the director is removed, or, if not so filled, may be filled by a quorum of directors.

4.08 REMUNERATION. Members of the Board shall serve without remuneration, but shall be entitled to be reimbursed for expenses reasonably incurred including the expenses of attendance at meetings.

4.09 MEETINGS OF DIRECTORS. Meetings of the Board shall be held as often as may be required, but at least once every three (3) months, and shall be called by the President. A special meeting of the Board may be called upon the written request of any two (2) directors provided they request the President in writing to call such a meeting and state the business to be brought before the meeting. Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such a meeting shall be null and void unless ratified at the next regularly called meeting of the Board.

4.10 PLACE OF MEETINGS. Meetings of the Board may be held at any place.

4.11 MEETINGS BY TELEPHONE OR VIDEO CONFERENCE. If all the directors participating in a meeting consent, one or more directors may participate in a meeting of the directors by means of such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors held while a director holds office.

4.12 **NOTICE.** Notice of the time and place of each meeting of the directors shall be sent to each director by regular mail addressed to the director at his latest address as shown in the records of the Association not less than ten (10) days before the meet or by telephone or by facsimile transmission or by electronic mail or any other means of electronic communication not less than three (3) days before the meeting or by personal delivery. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing, if delivered by telephone or facsimile transmission or electronic mail or any other means of communication, such notice shall be deemed to have been received on the date of transmission, and if delivered personally, on the date of delivery. A director who participates in a meeting shall be deemed to have received notice thereof.

4.13 **QUORUM.** The quorum for the transaction of business at any meeting of the Board shall consist of more than half of the directors.

4.14 **VOTES TO GOVERN.** Each member of the Board of Directors shall have one (1) vote. Questions arising at any meeting of the Board shall be decided by a majority of the votes. In the case of an equality of votes, the President shall have a second or casting vote.

4.15 **RESOLUTION IN WRITING.** Notwithstanding anything to the contrary in these By-Laws, a resolution in writing signed by all of the directors shall be valid and effectual as if it had been passed at a meeting duly called and constituted. In lieu of a handwritten signature, an email received from the personal email account of a director shall be considered equivalent to a signature.

ARTICLE V. **EXECUTIVE COMMITTEE**

5.01 **PURPOSE.** There shall be an Executive Committee of the Board of Directors to facilitate business of the Association.

5.02 **COMPOSITION.** The Executive Committee shall be composed of the appointed officers as defined in Section 6.01 of these By-Laws, together with the General Manager, who shall be a member of the General Manager by right of office but without voting privileges.

5.03 **POWERS AND FUNCTIONS.** The Executive Committee shall report to the Board of Directors. The Executive Committee may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors that requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy or the authorization of expenditure of an extraordinary nature. Quorum for the transaction of business for any decision by the Executive Committee is more than half of the committee members. Each member of the executive committee shall have one (1) vote. Questions arising at any meeting of the Board shall be decided by a majority of the votes. In the case of an equality of votes, the President shall have a second or casting vote.

5.04 **TRANSACTION OF BUSINESS.** The power of the Executive Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of the Executive Committee who would have been entitled to vote on that resolution at a meeting of the Executive Committee. Meetings of the Executive Committee may be held at any place.

5.05 **PROCEDURE.** Unless otherwise determined from time to time by the Board of Directors, the Executive Committee shall have the power to fix its quorum at no less than the majority of its members, to elect its chairman and to regulate its procedures.

5.06 **RESIGNATION.** A member of the Executive Committee may resign by delivering a notice in writing to that effect to the Board of Directors and the Board may fill the vacancy so created.

5.07 **REMOVAL BY MEMBERS.** The members of the Association may remove any member of the Executive Committee by a resolution passed by a majority of such members at a meeting called for such purpose, and the members may then fill the vacancy so created.

5.08 **REMOVAL BY BOARD OF DIRECTORS.** A member of the Executive Committee, except for the President, may be removed from the Executive Committee by a resolution passed by a majority of the Board of Directors at a meeting called for such purpose, and the Board of Directors may then fill the vacancy, which is so created.

5.09 **REMUNERATION.** Members of the Executive Committee of the Association shall serve without remuneration, but shall be entitled to be reimbursed for expenses reasonably incurred including the expenses of attendance at meetings.

5.10 **TERMINATION OF COMMITTEE MEMBERSHIP.** Any director who ceases for any reason to be a director shall, immediately upon ceasing to be a director, also cease to be a member of the Executive Committee and all other committees of directors.

ARTICLE VI. **OFFICERS**

6.01 **APPOINTMENT.** The officers of the Executive Committee shall consist of a President, Vice President, Secretary and Treasurer. The remaining members of the Board of Directors will be considered Members at Large. Any Board member may be assigned to coordinate various aspects of EUPA business, including the chairing of non-executive committees, but the specific responsibilities of these members may change from time to time, dependent on the needs of the organization.

6.02 **PRESIDENT.** The President shall be a director, and shall be charged with the general management and supervision of the affairs and operations of the Association. The President shall be an ex-officio member of all Committees. The President shall when present, preside at all meetings of the members of the Association and the Board of Directors. In the absence or inability of the President, to preside over a given meeting, the Vice President will assume the responsibilities of the President.

6.03 VICE PRESIDENT. The Vice president shall be a director, and shall be charged with assisting the President in the management and supervision of the affairs and operations of the Association. Should the President be unavailable, the Vice President will preside at all meetings of the members of the Association and the Board of Directors. In the absence or inability of both the President and the Vice President, a chairperson may be elected at the meeting to preside.

6.04 TREASURER. The Treasurer shall be a director and shall receive all monies paid to the Association and shall be responsible for the deposit of same in a Canadian chartered bank, trust company, credit union or treasury branch designated from time to time by the Board. The Treasurer shall properly account for the funds of the Association and keep such books as may be directed, and shall present a full detailed account of receipts and disbursements to the Board whenever required. The Treasurer may entrust the General Manager to assist with deposits and book keeping on his/her behalf, but is ultimately responsible for the financial transactions of the Association .

6.05 SECRETARY. The Secretary shall be a director and shall be the Secretary of all meetings of the Board of Directors and of the members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall keep a record of all the members of the Association and their addresses, send all notices of meetings as required, and shall collect and receive the annual dues or assessments levied by the Association.

6.06 PAST PRESIDENT. The immediate past president will be an ex officio (non-voting) member of the Board of Directors and Executive Committee. The Past President will provide guidance and advice to the President and Board of Directors. Although the immediate past president is not required to fill this position, they are encouraged to participate in the above capacity. Section 4.0X, regarding terms of resignation is not applicable to the Past President.

6.07 GENERAL MANAGER. The Board of Directors may from time to time appoint or hire a General Manager, who shall be an ex-officio member of the Board of Directors without voting power. The Board of Directors may delegate to the Managing Director full authority (subject to any restrictions contained in the Act or imposed from time to time by the Board) to manage and direct the business and affairs of the Association and to employ and discharge agents and employees of the Association. The Managing Director shall at all reasonable times give to the Board of Directors all information it may require regarding the affairs of the Association.

6.08 POWERS AND DUTIES OF THE OTHER DIRECTORS. The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify and delegate.

6.09 REMOVAL OF DIRECTORS. The directors may at any time, in their discretion, remove any officer of the Association.

ARTICLE VII.
COMMITTEES

7.01 **APPOINTMENT.** Committees for promoting the objects or functions of the Association may be appointed by the Board of Directors.

7.02 **COMPOSITION.** Every committee shall be composed of a chairperson who shall report to the Board of Directors and such other members of the Association as may be required. The President shall be an ex-officio member of all committees.

7.03 **TRANSACTION OF BUSINESS.** The powers of a committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of committees may be held at any place.

7.04 **PROCEDURE.** Unless otherwise determined from time to time by the directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to elect its chairman and to regulate its procedures.

7.05 **TERMINATION OF COMMITTEE MEMBERSHIP.** Any chairperson who ceases for any reason to be a director shall, upon ceasing to be a director, thereupon also cease to be chairperson of a committee.

ARTICLE VIII.
PROTECTION OF DIRECTORS AND OFFICERS

8.01 **LIMITATION OF LIABILITY.** No director, officer or member of a committee of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee of the Association, or for joining in an receipt or other act of conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors 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, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act 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 their part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto unless the same shall happen through their own willful neglect or default.

8.02 **INDEMNITY.** The members and former members of the Board of Directors, officers and former officers, and members and former members of all committees of the Association and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and all time be indemnified and saved harmless out of the assets and profits of the Association from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors, and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices, except such 9if any) as they shall incur or sustain by or through their own willful neglect or default, respectively. This indemnification is in addition to, but not exclusive of, any other rights of indemnification which the members and former members of the Board of Directors, officers and former officers and members and former members of all committees of the Association may be entitled to at law or in equity.

ARTICLE IX. **MEETINGS OF THE MEMBERS**

9.01 **ANNUAL MEETINGS.** The annual meeting of members of the Association shall be held on or before the 31th day of December in each year for the purpose of electing directors, if appropriate, and appointing auditors, and for the transaction of such other business as may properly be brought before the meeting. Notice of the Annual Meeting or Special Meeting or General Meeting shall be provided in accordance with paragraph 9.04 of these By-Laws.

9.02 **SPECIAL MEETINGS.** A special meeting of the members shall be called by the President or Secretary upon receipt by either of them of a petition signed by one-third (1/3) of the voting members in good standing, setting forth the reasons for calling such meeting. Notice of the Annual Meeting or Special Meeting or General Meeting shall be provided in accordance with paragraph 9.04 of these By-Laws.

9.03 **GENERAL MEETINGS.** General meetings of the members of the Association may be called at any time by the Secretary upon instructions of the President or the Board. Notice of the Annual Meeting or Special Meeting or General Meeting shall be provided in accordance with paragraph 9.04 of these By-Laws.

9.04 **NOTICE.** Notice of the agenda, time and place of each meeting of the members shall be sent to each member by regular mail addressed to the member at his latest address as shown in the records of the Association not less than fifteen (15) days before the meeting, or by electronic mail addressed to the member at his latest electronic mail address as shown in the records of the Association, or by telephone, or by any other means of communication, including the Association's website, not less than ten (10) days before the meeting. If mailed, such notice shall be deemed to have been received on the third (3rd) day following the date of mailing, if delivered by telephone or electronic mail or any other means of communication, such notice shall be deemed to have been received on the date of transmission or delivery. A member who participates in a meeting shall be deemed to have received notice thereof.

9.05 **PLACE OF MEETINGS.** Meetings of the members may be held at any place.

9.06 **QUORUM.** The quorum for the transaction of business at any meeting of the members shall consist of fifteen (15) voting members in good standing.

9.07 **VOTING AND VOTES TO GOVERN.** Any voting member who has not withdrawn from membership or whose membership has not been suspended or cancelled as herein provided shall have the right to vote at any meeting of the members. Every voting member shall have one (1) vote. Such votes must be made in person and not by proxy or otherwise. Questions arising at any meeting of the members shall be decided by a majority of the votes of the voting members. In the case of equality of votes, the President shall have a casting vote.

9.08 **MEETINGS BY TELEPHONE.** If all the voting members participating in a meeting consent, a member may participate in a meeting of the members by means of such telephone or other communication facilities as permit all person participating in the meeting to hear each other, and a member participating in such a meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting. Any consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members.

9.09 **RESOLUTION IN WRITING.** Notwithstanding anything to the contrary in these By-Laws, a resolution in writing signed by all of the members entitled to vote thereon shall be valid and effectual as if it had been passed at a meeting duly called and constituted.

ARTICLE X. **FINANCIAL ARRANGEMENTS**

10.01 **FINANCIAL YEAR.** The financial year-end for the Association shall be the 30st day of September in each year.

10.02 **AUDITOR.** An auditor may be appointed at every annual meeting of the members of the Association provided for in Section 9.01 of the By-Laws. A vacancy may be filled by the Board of Directors. A financial statement shall be prepared annually and duly audited by the auditor or auditors of the Association and such audited financial statement duly signed by the President and Treasurer and accompanied by a written signed report of the auditor shall be placed before the members at the next annual meeting of the members of the Association. The remuneration of the auditor shall be subject to the approval of the directors.

10.03 **BANK ACCOUNTS.** All monies received by the Association shall, promptly following their receipt, be deposited to the credit of the Association in a Canadian chartered bank, trust company, credit union or treasury branch designated from time to time by the Board of Directors.

10.04 **SIGNING OFFICERS.** Cheques drawn by the Association shall be signed by such persons as are designated from time to time by the Board of Directors.

ARTICLE XI.
REMUNERATION

11.01 REMUNERATION OF DIRECTORS, OFFICERS AND MEMBERS. Any director, officer or member shall be entitled to receive remuneration for services rendered to the Association subject to the discretion of the Board of Directors and where a director, officer or member shall be authorized to incur expense on or about the business of the Association, he or she shall be entitled to reimbursement by the Association.

ARTICLE XII.
BORROWING POWERS

12.01 AUTHORITY. For the purpose of carrying out its objectives, the Association 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 voting members of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined in the Act, of the voting members of the Association.

ARTICLE XIII.
BY-LAWS

13.01 AMENDMENTS. These By-Laws may be rescinded, altered or added to by a Special Resolution, as defined in the Act, of the voting members of the Association; provided that the members have received thirty (30) days written notice of the proposed rescission, alteration or addition. Members may by writing waive the notice required to be given pursuant to this paragraph.

ARTICLE XIV.
BOOKS AND RECORDS

14.01 INSPECTION. Any and all books and records of the Association shall be open for inspection by any member of the Association at the annual meeting or at such other time upon giving reasonable notice to the officers having charge of the books and records.

ARTICLE XV.
DISSOLUTION

15.01 DISTRIBUTION. Upon the dissolution of the Association, the property of the Association shall be converted into cash and added to the funds of the Association and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Association and the balance shall be distributed to a non-profit organization having goals and objectives similar to that of the Association. Under no circumstances will any funds become payable to, or be used to personally benefit any member of the Association.