

DISABLED SAILING ASSOCIATION OF ALBERTA

BYLAWS

TO BE IT ENACTED, that the Bylaws of the Disabled Sailing Association of Alberta (hereinafter called the "Association") are amended and replaced in their entirety to read as follows:

BYLAWS

ARTICLE 1

MISSION AND OBJECTIVES OF THE ASSOCIATION

The Mission and Objectives of the Association are contained in the registration document of the Association, as filed with the Government of Alberta.

1.1 The Mission and Objectives may, from time to time, be modified by the Board of Directors to respond more appropriately to the specific needs of the Disabled Sailing Community, as approved by the membership of the Association at a General Meeting by special resolution.

1.2 The current version of the Mission and Objectives are as follows:

Mission Statement

The Disabled Sailing Association of Alberta is a non-profit organization that provides inclusive adaptive sailing experiences so everyone can have the opportunity to experience the freedom and exhilaration of sailing.

Objectives

1. **OPPORTUNITY** – To provide opportunities for individuals with diverse abilities to participate in the benefits of sailing and be part of with the greater sailing community of Alberta.

2. **ACCESSIBILITY** – To provide adaptive sailboats, equipment and support to ensure the sport of sailing is accessible to all.

3. **INDEPENDENCE** – To focus on the growth and well-being of the individual to experience the therapeutic benefits of sailing.

ARTICLE II
DEFINITIONS AND INTERPRETATIONS

In these bylaws, the following words have these meanings:

- 2.1 The **Association** shall mean the Disabled Sailing Association of Alberta;
- 2.2 The **Board** shall mean the Board of Directors of the Association;
- 2.3 **General Meetings** shall mean meetings of the Members, including Annual General Meetings and Special General Meetings open to attendance by all Members in Good Standing.
- 2.4 **Officers of the Board**, who also form the Executive, shall mean any or all of the Commodore, Vice Commodore, Past Commodore, Secretary and Treasurer, who are Members in Good Standing and have been duly elected to the Board of Directors at a General Meeting.
- 2.5 The **Commodore** shall mean the Chair or the President of the Association.
- 2.6 The **Vice-Commodore** shall mean the past Chairman or past president of the Association.
- 2.8 **Members in Good Standing** are persons who have paid their membership fees for the current operating season; in these bylaws Member shall mean a Member in good standing.
- 2.9 Words importing the singular number shall also include the plural and vice versa and words importing the masculine gender includes the feminine gender or neutral and vice versa
- 2.10 The current **Operating Season** shall mean the period between January 1st of one year to December 31st of the same calendar year;
- 2.11 Communications with the membership at large shall be submitted by any regular mail, email or other such methods as are used by members and as approved by the Board of Directors. When email is to be used, the email shall be sent to the email listed in the members registry

or the official email of the Association listed on the Associations webpage. If nor email is in the member registry, then written communication will be done via regular mail;

2.12 A **Special Resolution** is a motion before the membership that requires a two-thirds majority vote to pass;

2.13 A **Two-Thirds Majority Vote** represents two-thirds, plus one, of the Members at a duly called General Meeting;

ARTICLE III MEMBERSHIP

3.1 Annual Membership fees in the Association, and the date they are due, shall be determined by the Board of Directors;

3.2 Any person may become a Member of the Association upon payment of the annual membership fee;

3.3 An annual membership fee amount shall be valid from the start of the operating season in which the fee was approved until such time as the Board of Directors deems it appropriate to introduce a revised annual membership fee amount;

3.4 Membership starts after the annual membership fee is paid, in the operating season the fee is paid, and expires at the end of that operating season. Membership fees are not prorated during the operating season;

3.5 If any Members is in arrears for fees or other assessment for any years, such Members shall be automatically suspended at the expiration of three months after the end of such operating season and shall thereafter be entitles to no membership privileges or powers in the Association, until being reinstated by full payment of outstanding fees;

3.6 Any Member, upon receiving a two-thirds majority vote of a duly moved and seconded resolution by Members of the Association, at a General Meeting, may be expelled from the membership for any cause which the Association may deem to be reasonable and appropriate;

3.7 Any Member may resign from membership by providing a written notice to an Officer of the Board. Upon resignation from membership, there shall be no refund of any fees, but any outstanding assessments remain due and payable;

3.8 The board may, at its discretion, waive the prescribed membership fee for a potential Members for reasons it deems appropriate. The potential Members requesting the fees to be waived needs to submit a written request explaining the reasons for the application.

ARTICLE IV GOVERNANCE OF THE ASSOCIATION

4.1 The Board of Directors governs and manages the affairs of the Association

4.2 The Board of Directors shall ensure that the Mission and Objectives of the Association are implemented and executed, either by the Board or by staff who may be hired to perform the management function of the operation of the Association.

4.3 The composition of the Board of Directors shall consist of a minimum of five (5) Directors and a maximum of ten (10) Directors;

4.4 Election of Directors:

(a) The Directors shall be elected by the Members at the General Meeting;

(b) Directors shall be elected for a term of two (2) years;

(c) ?????elected in even years and up to five Directors are elected in odd years;

(d) If the full slate of Directors is not elected in an odd or even years, then those positions may be filled in the next year, but only for one year term;

(e) There is no limit to the number of terms for which a Board Member may serve;

(f) Members to serve the Board of Directors may be nominated by current Members of the Board of Directors or by receiving a verbal nomination from the floor during the General Meeting;

(g) In the event that a Board Member may be unwilling to complete their term, or there is a vacancy on the Board, the remaining Board Members may, at their discretion, appoint another member to the Board, for the remainder of the term;

(h) Open positions for Officers of the Board shall be elected from duly Members of the Board, by the Members of the Board, with the exception of the Past-Commodore;

(l) Directors, including Officers, may resign from office by providing a one month written notice at a meeting of the Board of Directors. The resignation takes effect either at the end of the months' notice or the date the Board accepts the resignation;

(i) Membersend of their term, by receiving a two-thirds majority vote of the Members, to a duly moved and seconded special resolution, at a General Meeting;

4.5 Powers and Duties of the Board Members:

(a) Members of the Board of Directors shall attend all the Board and Association Meetings;

(b) The role of the Board of Directors shall be to debate the issues under discussion, to arrive at conclusions consistent with good practice and to vote on the various resolutions presented;

(c) The Board of Directors shall serve on various Committees, as established by the Board, which are to provide studied recommendations for Board and General Meeting consideration and resolution;

(d) Promote the Mission and Objectives of the Association;

(e) Develop and protect the assets and property of the Association;

(f) Approve the annual budget of the Association and all budgetary expenditures;

- (g) Compensate persons for services received and protecting all persons from debts incurred by the Association;
- (h) Ensure all financial income and expenditures are properly recorded and reported and are in compliance with the generally accepted standards of good accounting practice;
- (l) Ensure that the financial records of the Association fulfilled all the requirements of the regulatory framework under which the Association is mandated and operates;
- (k) Approve all third-party contract with the Association;
- (l) Financing the overall operation of the Association through fundraising, fees for various activities, grant applications, sponsorships and other revenue generating activities;
- (m) Appointing legal counsel as required;
- (n) Maintain selling, disposing of, or mortgaging of the property of the Association;
- (o) Other duties as assigned by the Board;

4.6 The Board may develop an organization to perform the day to day operations of the Association. This organization may comprise both hired employees and volunteer staff, as deemed appropriate and necessary to meet the need of the Members and Association;

4.7 With limiting the general responsibility and authority of the Board, the Board may hire a manager and delegate selected powers and duties to this manager of the Association, defined as the Business Manager;

4.8 Officers of the Board of Directors shall perform the following functions:

- (a) Commodore:
 - i. Supervise the affairs, conduct and performance of the Board;

- ii. Presides at all meeting of the Board and the Association;
 - iii. Is an ex officio member of all Board Committees;
 - iv. Is the official spokesman for the Association;
 - v. May assign the chairmanship of any meeting to another Board Member, at their discretion, at any time;
 - vi. Is the primary contact with and supervises the performance of the Business Manager;
- (b) Vice – Commodore:
- i. Supports the Commodore to supervise the conduct and performance of the Board;
 - ii. Presides at all Meetings in the absence of the Commodore. IF the Vice- Commodore is absent, the Directors elect a chairperson for the meeting;
- (c) Past Commodore:
- i. Support and advises the Commodore on the affairs of the organization;
- (d) Secretary:
- i. Keeps and provides accurate minutes of all Association and Board Meetings;
 - ii. In the case of the absence of the Secretary, their duties shall be discharges by such officer as may appointed by the Board;

- iii. Ensures that records of all Members of the Association, donors, participants, and supporters are maintained and available;
- iv. Hold the Seal of the Association;
- v. Ensure that all statutory records and notifications to the regulatory authorities, including the Corporate Registry, are properly filed, and maintained current;
- vi. Responsible for all board correspondence;
- vii. Responsible for recording changes in the Directors of the Organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;

(e) Treasurer:

- i. Ensures that a treasurer's report including an account of revenues and expenditures, is available prior to each board meeting;
- ii. Ensures all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- iii. Ensures that all financial activities are properly registered and reported in the records of the Association;
- iv. Ensures that proper and suitable financial systems are operational, and the data entry is current;
- v. Ensures the Annual Financial Statements are prepared to accepted accounting practices and review by an independent Accounting Professional, at a level of a "Notice to Reader Engagement," prior to presentation at the Annual General Meeting;

- vi. Is a member of the Finance Committee, which may be established by the Board;

4.9 Signing Authorities:

- (a) The Board of Directors retains all financial authorities for the Association;
- (b) All arrangements banking and other financial transactions shall be determined by the Treasurer and approved by the Board;
- (c) All responsibilities related to achieving compliance with regulatory authorities and contractual obligations shall remain with the Board;
- (d) The Board may delegate certain authorities and responsibilities to the Business Manager, as it deems appropriate;
- (e) The Annual Budget, as approved by the Board of Directors, shall constrain all spending for the Operating Year;
- (f) Only normal operating expenses, such as, but not limited to wages, rents, utilities etc may be delegated for routine implementation to the Business Manager;
- (g) Capital expenditures, maintenance and facilities upgrades, consulting fees etc shall remain as specific approvals by the Board. Funds for the previously mentioned expenditures, approved by the Board in the Annual Budget may be implemented by the Business Manager;
- (h) The Board of Directors shall appoint two (2) or three (3) Officers the Board as signing authorities;
- (i) The Business Manager may be appointed as a signing authority;
- (j) All payments shall be made by cheque, signed by any two (2) authorized signing parties, comprising of at least one (1) Officer of the Board;

4.10 Employees of the Association

- (a) The Board may hire a Business Manager to generally manage the day to day operations of the Association, but who will remain under the overall direction of the Board of Directors;
- (b) The hiring of a Business Manager does not limit the general responsibility and authority of the Board;
- (c) The Business Manager is a non-voting member of the Board of Directors;
- (d) The specific reporting relationship shall be between the Commodore, or the designated alternate and the Business;
- (e) The Treasurer of the Board shall be the sole authoritative contact between the Board and the operating staff;
- (f) The Business Manager shall be the sole authoritative contact between the Board and the operating staff;
- (g) The role of the Business Manager shall be specifically defined by a separate Job Description, which is independent of these Bylaws and may be revised by the Board from time to time on an as required basis;
- (h) The Job Description for the Business Manager shall generally include the following functions:
 - (i) Attend meetings of the Board and Membership as requested by the Board of Directors;
 - (ii) Interpreting and executing the Board policies and decisions,
 - (iii) Reporting to the Board on a regular basis of the affairs, activities and financials status of the Association;
 - (iv) Managing the operations of the Association;
 - (v) Act as an advisor to the Board and all committees;
 - (vi) Performing the complete human resources function for all employees and volunteers, including hiring, scheduling, job assignment, performance evaluations and release;
 - (vii) Budget input and implementation;

- (viii) Providing the complete administrative function of the Association for the Board
- (ix) Developing, planning and managing programs and services based on the Boards priorities and directives;
- (x) Provide recommendations for revisions and upgrades on policies and procedures, for any and all aspects of the operation of the Association;
- (xi) The Business Manager shall only retain the electronic passwords or any electronic access and security controls for Association systems with the approval of the Treasurer;
- (xii) Accounting and financial reporting;
- (xiii) Depositing monies to DSAA banking accounts;

4.11 Standing Committees of the Board of Directors:

- (a) The Board may from time to time appoint committees and its chairperson to provide recommendations for Board resolution;
- (b) The committees of the Board shall have authority only to request information from the Business Manager. Their responsibility is only to provide considered recommendations to the Board of Directors for their considerations;
- (c) Committee procedures shall be:
 - The committee shall call committee meetings;
 - The committee chairman shall set the detailed agenda, based on the directions received from the Board;
 - The committees shall report to the Board , as requested;
 - A majority of the committee members shall comprise a quorum;
- (d) Board committees which may be established include, but are not limited to:
 - Funding and Finance;
 - Stakeholders Relations;
 - Programming;
 - Organization and Development;

- Fleet, Equipment and Facilities;
- Nominating;

ARTICLE V MEETINGS OF THE ASSOCIATION

- 5.1 The Annual General Meeting (AGM) of the Members shall be held within 5 months of the end of the fiscal year of the Association;
- 5.2 The Commodore shall convene the AGM at such time and place as determined by the Board;
- 5.3 The Commodore shall preside over all Annual General Meetings and Special General Meetings. The Vice Commodore chairs in the absence of the Commodore;
- 5.4 If neither the Commodore nor the Vice Commodore is present within one-half (1/2) hours after the set time for the meeting the members present choose one (1) of the members to chair;
- 5.5 The Commodore may call a Special General meeting of the Members, at any time to fulfill any of the following:
- (a) Fulfill a Special Resolution of the Board;
 - (b) To fulfill a written request of a least two-thirds (2/3) of the Directors, which includes the reason for the meeting and full detail of any motions to be submitted;
 - (c) To fulfill a written request by at least one-third (1/3) of the Members, which includes the reason for the meeting and provides full details of any motions to be submitted,
- 5.6 The purpose of the AGM shall be as follows:
- (a) Review the report of the Board of Directors;
 - (b) Receive the financial statements from the previous fiscal year and vote on their acceptance
 - (c) Appoint the auditor accountants for the forthcoming year;

- (d) Transact any business which may be properly introduced;
- (d) Review the direction and operation of the previous year of the DSAA;
- (f) Elect Directors;

5.7 Notice of the time and place of either the AGM or a Special General Meeting shall be sent to each member entitled to vote at the meeting by mail, electronic communication e.g. email, courier, or personal delivery to each member entitled to vote at the meeting during a period of 21 to 60 days before the day on which the meeting is to be held;

5.8 Notice of either the AGM or a Special General Meeting will state the place, date, time, purpose of the General Meeting and the form of proxy approved by the Board;

5.9 A quorum for the Annual General Meeting or a Special General Meeting shall not be less than fifteen (15) Members or 50% +1 of the membership whatever is less either in person or for which duly signed and authorized proxies have been received;

5.10 If a quorum is not achieved with one – half of the notified set time for the meeting, the meeting shall proceed with those members and proxies in attendance;

5.11 A Special Resolution may be presented to any of an AGM or a Special General Meeting and meets the following criteria:

- (a) Must be specifically related to the mission, objectives, operations or finances of the Association;
- (b) Must be written, moved and seconded by two (2) member;
- (c) Must be supported by a suitable discussion to justify its inclusion in a AGM or to support the calling of an Special General Meeting;
- (d) Must be presented in good time to the Board of Directors, prior to consideration at an AGM;
- (e) Must meet the requirements of the Board to call an Special General Meeting;

5.12 All resolutions which have been duly presented, seconded, amended appropriately and discuss shall be voted on, according to:

- (a) Each Member has only one (1) vote;
- (b) A voting Members decides how the vote of each proxy they carry is cast. Each proxy counts as one (1) vote;
- (c) Voting shall be by a show of hands;
- (d) A majority of votes by Members shall decide the issue or resolution unless otherwise stated by the Bylaws or if the motion needs to be decided by a Special Resolution;
- (d) The Commodore declares a resolution carried or defeated. The statement is final, and does not have to include the number of votes for and against the resolution;
- (e) The Commodore does not have the deciding vote in case of a tie. In such a case, the resolution is declared to be defeated;
- (g) In the event of a dispute on any vote, the Commodore shall decide the issue in good faith and this decision is final;

5.13 The Commodore may adjourn any meeting with the consent of the Members at the meeting;

5.14 The meetings of the Board of Directors shall be called by the Commodore, as follows:

- (a) On an as-needed basis, no less than nine (9) times per year;
- (b) Notice shall be provided by email or by telephone, no less than five (5) days in advance;
- (c) If a majority of Directors agree, notice less than five (5) days can be given;
- (d) A majority of the Directors shall be present at any Board Meetings to constitute a quorum. The 50%+1 rule applies for quorum and all votes;

- (e) If there is no quorum, the Chair adjourns the meeting to the same time, place and day of the following week; or to another time, and day agreed to by the Directors. Quorum for this meeting will be 50%+1 of the Directors;
- (f) Each Director has one (1) vote;
- (g) The Commodore does not have a deciding vote, in the event of a tie the motion is defeated;
- (h) A Board Meeting may be held by conference call with participants joining in using any normally acceptable electronic means. This type of participation constitutes being present for the meeting;
- (i) Irregularities or errors occurring in good faith do not invalidate acts conducted by any meeting of the Board;

ARTICLE VI FINANCIAL AND MANAGEMENT MATTERS

6.1 The Registered Office of the Association is located in Calgary, Alberta. The specific address may be changed from time to time by a resolution of the Board;

6.2 The fiscal year end for the Association shall be December 31;

6.3 There shall be a Notice to Reader Engagement of the books, accounts and records of the Association at least once per operating year. A Professional Accountant shall be engaged to perform the Notice to Reader Engagement, to be submitted to the Board of Directors, prior to the AGM. Two Board Members will also review and sign off on the Notice to Reader Engagement;

6.4 The books and records of the Association may be inspected by any Board or Member of the Association at the AGM or upon requesting a suitable time for such inspection;

6.5 Other records of the Association are also open for inspections by any Director or Member of the Association upon requesting time for such inspection, except for records that the Board designates as confidential;

6.6 The Secretary maintains control and custody of the Seal, but may assign it to others for safe-keeping subject to Board approval;

- 6.7 The Seal of the Association can only be used by those Officers of the Board who are authorized in the Board Resolution as having signing authority;
- 6.8 The designated Officers of the Board with signing authority shall sign all cheques of monies drawn on accounts of the Association and for contract execution;
- 6.9 Two authorized signatures must appear on all cheques, one may be that of the designated Business Manager. The Business Manager may not sign any cheques made payable to themselves;
- 6.10 Contracts may only be executed under the authorization of a resolution of the Board
- 6.11 The Secretary shall record minutes for all meetings of the Members and of the Board and shall keep the records in a Minute Book;
- 6.12 The Minute Book of the Association shall be kept independently and in partner with all electronic documents. This Minute Book shall contain:
- (a) Certificate of Incorporation of the Association;
 - (b) Mission and Objectives of the Association;
 - (c) Current Bylaws of the Association;
 - (d) All Special Resolutions of the Association;
 - (e) Copies of all Leases, License Agreements;
 - (f) Approved Financial Statements for the preceding Fiscal Year;
 - (g) Documents, registers and resolutions to be maintained under statute law;
 - (h) Documentation defining electronic storage and filing location;
 - (i) The meeting minutes for all meetings of the Members and of the Board for the past two years;
- 6.13 All records of the Association shall be kept in electronic format in a system, accessible to Board Members and to be fully and independent backed up on a system in a regular and ongoing manner;

6.14 No Director or Officer of the Association may receive any payment or compensation for their services as a Director or Officer;

6.15 A Member, Director or Officer may be reimbursed for any reasonable expenses incurred, while carrying out the duties of the Association, all subject to Board approval;

6.16 The Association may raise funds by borrowing or using financial vehicles, to meet its objectives and operational needs. The Board shall decide on the amount and method needed to raise money and the security granted, all to be detailed in a Board Resolution;

17. Directors Liability and Indemnification shall be in effect so:

- (a) Each Directors of the Association, former Director and any person designated as a representative of the Association and their heirs, administrators and estates shall at all times be held harmless by the Association against:
 - All costs, charges and expenses whatsoever which any person incurs or about any proceeding prosecuted against that person in respect of any act, omission or decision related to the performance of that person duties;
 - All related costs, charges and expenses related to any act, omission or matter, including without limitation reasonable legal costs of a solicitor;
- (b) The indemnification granted in this clause shall not apply insofar as any act, omission or matter results from fraud, dishonesty or bad faith of the individual;
- (b) The Board shall acquire and maintain in effect such insurance coverage as is appropriate for the Association to fulfill the responsibility, set forth in this document.
- (c) All Directors shall rely on the accuracy of any statement or report prepared by the Professional Accountant to the Association, which was accepted in good faith on that statement or report;
- (d) No Member shall be liable in the Members individual capacity to any debt or liability of the Association;

ARTICLE VII
DISPUTE RESOLUTION AND ASSOCIATION DISSOLUTION

7.1 Bylaws may be rescinded, altered and upgraded only through a Special Resolution Approval of such a resolution shall require the support of at least three-quarters (3/4) of the Members in attendance at any Annual General or Special General Meeting;

7.2 In the event that a Special Resolution is approved by at least three-quarters (3/4) of the Members in attendance at a Special General Meeting to voluntarily dissolve the Association, the following requirements shall prevail:

- (a) The Association shall pay any dividends or distribute its property among the Members;
- (b) Due to the specialized nature of the Assets of the Association, assets shall be distributed to other charitable organizations, preferably in Alberta, who serve the same or similar disabled persons in the community;
- (c) Any funds remaining after payment of all debts and which are reconciled with Alberta Gaming and Liquor Control Board shall be donated to organizations who serve the same or similar disabled persons in the community;

7.3 In the event of any disputes arising from any cause, which cannot be resolved during negotiations with the Officers of the Association jointly selection of an independent arbitrator by the opposing parties, shall provide a judgement that is final and binding on both parties.