

BYLAWS

ARTICLE 1 – PREAMBLE

1.1 The Association

The name of the Association is the Alberta Orienteering Association, which may also be known or referred to as the AOA or the Association.

1.2 The Bylaws

The following articles set forth the Bylaws of the Alberta Orienteering Association.

ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

- **Annual General Meeting** means the annual general meeting as described in section 4.
- **AOA or Association** means the Alberta Orienteering Association as incorporated under the Societies Act of Alberta.
- **By-laws** means the Bylaws of this association as amended.
- **Executive** means the Board of Directors of the AOA.
- **Committee** means a working committee created by the Board of Directors.
- **Director** means any person elected or appointed to the Board of Directors.
- **Ex officio** means someone holds a position because of some other position they have e.g. the President of the Executive is automatically chairperson of Executive meetings because they are the President: the President is ex officio Chairperson of Executive meetings.
- **General Meeting** means the Annual General Meeting or a Special General Meeting of members as defined in section 4.
- **Member** means a member of the AOA.
- **Regions or zones** mean provincial regions or zones as defined by Alberta Sport, Recreation Parks & Wildlife Foundation.
- **Signing officer** means a person who is authorized to sign documents or cheques on behalf of the AOA.

- **Societies Act** means Act R.S.A. 2000, Chapter S-14 as amended or any statute substituted for it.
- **Voting Member** means a Member entitled to vote at meetings of the AOA as defined in 3.1.2.

2.2 Interpretation

- Words using the singular include the plural and vice versa.
- Words using the masculine gender include the feminine and neuter genders.
- Words indicating persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

2.3 Liberal Interpretation

These Bylaws must be interpreted broadly and generously.

ARTICLE 3 – MEMBERSHIP

3.1 Classification of members

There are 4 categories of member

(a) Full Members

To become a Full Member an individual or family must pay the annual membership fee for full membership.

(b) Group Member

To become a Group Member a group or club must pay the annual membership fee for group membership.

(c) Club Member

A Club member is a person or family member that belongs to a provincially-affiliated orienteering club, either at an associate or recreational member who pays club fees.

(d) Honorary Member

Honorary life membership may be awarded to persons who have given outstanding service to Orienteering as recommended by the Board of Directors and whose nomination has been approved at an Annual General Meeting.

3.1.1 Member in Good Standing

A Member in good standing is one who has paid their membership fee for the current year or is an Honorary Member and is not suspended as outlined in Article 3.5

3.1.2 Voting Member

A voting member is a full member in good standing over the age of 15.

3.1.3 Non-Voting Member

Any paid employee of the Association cannot vote on Association matters.

3.2 Admission of Members

Any individual or group may become a member in the appropriate category by meeting the requirements in Article 3.1. The individual or group will be entered as a member under the appropriate category in the Register of Members.

3.3 Membership Fees

3.3.1 The Board will set membership fees annually.

3.3.2 The membership year will run from January 1st to December 31st

3.4 Rights and Privileges of Members

3.4.1 Any individual or family member in good standing is entitled to:

- (a) Membership in the Canadian Orienteering Federation.
- (b) Full membership in one Alberta Orienteering Club of their choice.
- (c) To receive notice of any General Meeting of the Association.
- (d) To attend and speak at any General Meeting of the Association.
- (e) To pay membership-rates at AOA-sanctioned events.
- (f) Exercise other rights and privileges given to Members in these Bylaws.

3.4.2 Any Orienteering Club that is an AOA member is entitled to:

- (a) Use of the AOA facilities, advice, and support from the Board in the running of their club.

3.5 Suspension of Membership

3.5.1 The membership of an individual or group may be suspended by the Board, at a special meeting called for the purpose, for a period of up to three months for any of the following reasons:

- (a) The Member has failed to abide by the Bylaws.
- (b) The Member has made a flagrant safety violation at a sanctioned event.

- (c) The Member has disrupted meetings or functions of the Association.
- (d) The Member has through action, or inaction, caused harm to the Association.

3.5.2 Notice to the Member

- 3.5.2.1 The affected member will receive written notice of the Boards intention to deal with the infraction and the possibility of suspension.
- 3.5.2.2 The notice will be sent by registered mail to the address given on the member's current membership.
- 3.5.2.3 The notice will state the reason suspension is being considered.

3.5.3 Decision of the Board

- 3.5.3.1 The member may address the board in person on the matter and may be accompanied by one other person.
- 3.5.3.2 The Board will decide how the matter is to be dealt with and may restrict the time the member has to address the Board.
- 3.5.3.3 The Board may exclude the member from its discussion on the matter, including the vote.
- 3.5.3.4 The Board's decision is final.

3.6 Termination of membership

3.6.1 Resignation

- (a) Any individual, family, or group may end their membership by submitting their request in writing to any member of the Board or to the Association office.
- (b) The withdrawal is effective from the date of receipt by the Association Board or Office.

3.6.2 Death

The membership of a Member is ended on his death.

3.6.3 Deemed Withdrawal

3.6.3.1 If a Member has not paid the annual membership fee within three (3) months following the date the fees are due the Member is considered to have resigned.

3.6.3.2 In this case the name of the Member is removed from the Register of Members. Membership ceases on the date the Members name is removed from the Register.

3.6.4 Expulsion

3.6.4.1 The Association may, by Special Resolution at any General Meeting called for the purpose, expel a Member for any reason deemed in the interests of the Association.

3.6.4.2 The decision is final.

3.6.4.3 On the passing of the Special Resolution the name of the Member is removed from the Register of Members, the Member ceases to be a Member on the date his name is removed.

3.7 Transmission of Membership

No right or privilege of any member is transferable to another person. All rights and privileges cease when the member resigns, dies, or is expelled from the society.

3.8 Continued Liability for Debts Due

Although a Member ceases to be a Member, by death, resignation or other wise, he is liable for any debts owing to the Association at the date he ceased to be a Member.

3.9 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Association.

ARTICLE 4 – MEETINGS OF THE ASSOCIATION

4.1 The Annual General Meeting

4.1.1 The AOA will hold an Annual General Meeting at a date and place to be set by the Board.

4.1.2 A meeting notice will be sent either in written or electronic format to each Member at least twenty-one (21) days before the Annual General Meeting.

This notice is to state the place, date, and time of the Annual General Meeting and any business requiring Special Resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- (a) Adopting the agenda.
- (b) Adopting the minutes of the last Annual General Meeting.
- (c) Reviewing the President's report.
- (d) Reviewing the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditors report.
- (e) Appointing the auditors.
- (f) Electing the President.
- (g) Electing Members of the Board.
- (h) Considering matters specified in the meeting notice.

4.1.4 Quorum

Attendance by 5% of the Full Voting Membership at the Annual General Meeting shall be a quorum.

4.2 Special General Meeting of the Association

4.2.1 Calling of a Special Meeting. A Special Meeting may be called at any time:

- (a) By resolution of the Board of Directors to that effect.
- (b) On the written request of a majority of Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at the meeting.
- (c) On the written request of one third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) to be submitted at the meeting.

4.2.2 A meeting notice will be sent either in written or electronic format to each Member at least twenty-one (21) days before the Annual General Meeting. This notice is to state the place, date, and time of the Annual General Meeting and any business requiring Special Resolution.

4.2.3 Quorum

Attendance by 5% of the Full Voting Membership at the Special General Meeting shall be a quorum.

4.3 Proceedings at the Annual or Special General Meeting

4.3.1 Attendance by the Public.

General Meetings of the Association are open to the public. A majority of the Members present may ask any person who is not a member to leave.

4.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled the President shall set a date for a new meeting. If a quorum is not present within one-half (1/2) hour of the set time of the second meeting the meeting will proceed with the Members in attendance.

4.3.3 Presiding Officer

4.3.3.1 The President chairs every General Meeting of the Association. Any director as selected by Board members present can chair in the absence of the President.

4.3.4 Adjournments

4.3.4.1 The President may adjourn any General Meeting with the consent of the Members at that meeting. The continuation of the adjourned General Meeting conducts only the unfinished business from the initial meeting.

4.3.4.1 No notice is required if the General Meeting is adjourned for less than thirty (30) days.

4.3.4.2 The Association must give notice when a General Meeting is adjourned for thirty (30) days or more. The notice must be the same as for any General Meeting.

4.3.5 Voting

4.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at a General Meeting. A ballot is used if at least five (5) voting Members request it. Members may withdraw their request for a ballot.

4.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote the motion is defeated.

4.3.5.3 A voting Member may not vote by proxy.

4.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution. The exception- a 75% majority of voting members present is necessary to pass a Special Resolution

4.3.5.5 The Chair declares a resolution or motion carried or lost. This statement is final and does not have to state the votes for and against the resolution.

4.3.6 Failure to Give Notice of Meeting

No action at a General Meeting is invalid due to:

- (a) Accidental omission to give notice to any member.
- (b) Any Member not receiving any notice.
- (c) Any error in any notice that does not affect the meaning.

4.3.7 Written Resolution of All the Voting Members.

All Voting Members may agree to sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice to call a General Meeting. The date on the resolution is the date it is passed.

ARTICLE 5 – GOVERNMENT OF THE ASSOCIATION

5.1 The Board of Directors

5.1.1 Governance and Management of the Association

The Board governs and manages the affairs of the Association. The Board may hire a paid administrator to carry out the management functions under the direction and supervision of the Board.

5.1.2 Powers of the Board

The Board has the powers of the Association, except as stated in the Societies Act. The powers and duties of the Board include:

- (a) Promoting the objectives of the Association.
- (b) Promoting membership in the Association.
- (c) Hiring employees to operate the Association.
- (d) Regulating employees' duties and setting their salaries.
- (e) Maintaining and protecting the Associations assets and property.
- (f) Approving an annual budget for the Association.
- (g) Paying all expenses for the operation and management of the Association.
- (h) Paying persons for services and protecting persons from debts of the Association.
- (i) Investing any extra monies.
- (j) Financing the operations of the Association, and borrowing or raising monies.
- (k) Making policies for the management and operation of the Association.
- (l) Approving all contracts for the Association.
- (m) Maintaining the accounts and financial records of the Association.

- (n) Appointing legal council as necessary.
- (o) Making policies, rules and regulations for operating the Association and using its facilities and assets
- (p) Selling, disposing of, or mortgaging any or all of the property of the Association.
- (q) Without limiting the general responsibility of the Board, delegating its powers and duties to a paid administrator of the Association.

5.1.3 Composition of the Board

The Board shall consist of:

- (a) The President
- (b) Secretary
- (c) Treasurer
- (d) A minimum of three (3) and a maximum of fifteen (15) directors elected at the Annual General Meeting from among the voting members.
- (e) The immediate Past President.

5.1.4 Election of Directors and President.

5.1.4.1 Starting for the date of acceptance of these Bylaws the term of service of each member of the board should be three years. At the first Annual General Meeting following the acceptance of these Bylaws the Voting Members elect the following Directors:

- (a) Three (3) Directors, each to serve a term that ends at the close of the third Annual General Meeting at which the Directors were elected.
- (b) Three (3) Directors, each to serve a term that ends at the close of the second Annual General Meeting at which the Directors were elected.
- (c) Three (3) Directors, each to serve a term that ends at the close of the first Annual General Meeting at which the Directors were elected.

5.1.4.2 At each succeeding Annual General Meeting of the Board Voting Members elect three (3) Directors, each to serve a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which those Directors were elected.

5.1.4.3 Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.

5.1.4.4 Voting Members elect the President at the Annual General Meeting. The President can only serve for a maximum of one consecutive 3-year term.

5.1.5 Resignation, Death or Removal of a Director.

- 5.1.5.1 A Director, including the President and immediate Past President, may resign from office giving one (1) months notice in writing. The resignation takes effect either at the end of the months notice, or on the date the Board accepts the resignation.
- 5.1.5.2 Voting Members may remove any Director, including the President and immediate Past President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.
- 5.1.5.3 If there is a vacancy on the Board the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant.

5.1.6 Meetings of the Board

- 5.1.6.1 The Board shall hold a minimum of four (4) meeting a year.
- 5.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors request in writing and state the business for the meeting.
- 5.1.6.3 Ten (10) days notice for the Board meeting is mailed to each Board Member. If electronic communication is used then the notice may be reduced to five (5) days.
- 5.1.6.4 A majority of Directors present at any Board Meeting is a quorum.
- 5.1.6.5 If quorum is not met after ½ hour of the scheduled start of the meeting, the President shall adjourn the meeting and it shall be rescheduled by the Board.
- 5.1.6.6 Each Director, including the President and Past President, has one (1) vote.
- 5.1.6.7 The President does not have a second or casting vote in the case of a tie vote. In the case of a tie vote the motion is defeated.
- 5.1.6.8 Meetings of the Board are open to Members of the Association, but only Directors may vote. A majority of the Directors present may ask any other Members, or other person present, to leave.

- 5.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board Meeting. It is not necessary to give notice or to call a Board Meeting. The date on the resolution is the date it is passed.
- 5.1.6.10 A meeting of the Board may be held by conference call. Directors who participate in this call are considered present at the meeting.
- 5.1.6.11 Electronic votes may be held between physical meetings for the purpose of resolving issues that need to be addressed between meetings. Electronic votes can be called by the President or any Directors of the Board.
- 5.1.6.12 The motion to be voted on shall be distributed by the President or the Director calling the vote. The motion shall contain, at a minimum, the name of the parties proposing and seconding the motion, the starting and ending date of the vote, and the list of eligible voters for the vote. The starting date shall be the date that the vote is called and the ending date shall be 5 calendar days after the starting date. The eligible voting body will consist of all Directors of the Board. Eligible voters shall submit votes to the current Secretary via e-mail. An eligible voter may submit a vote to the current Secretary by telephone or by traditional mail if unable to vote via e-mail. The Secretary must verify such a vote in order for it to be counted. Approval of a motion through electronic vote requires the same minimum ratio of yes to no votes as at physical or conference call meetings (a quorum of 50% of the Board members is necessary for the vote to count).
- 5.1.6.13 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 5.1.6.14 A Director may waive their receiving formal notice of a meeting.

5.2 Officers

- 5.2.1 The Officers of the Association are the President, the Vice-president, the secretary and the treasurer. *At the first meeting of the Boar, following the Annual General Meeting, the Board will appoint three or four members of the Board to serve as Officers of the Association.* Directors who have cheque signing authority are 'appointed' as the officers.

5.3 Duties of the Officers of the Association

5.3.1 President

- * When present, will chair over all meeting of the Association, Board and Committees, including Annual General Meetings and Extraordinary Meetings,
- * Liaison with national office,
- * Liaison with Government (policy and funding)
- * Review of the Bylaws,
- * Update Policy manual,
- * Supervise the affairs of the Board,
- * Prepare agenda for Board of Directors meetings
- * Participate in the elaboration of the Association budget,
- * Act as the spokesperson of the Association; and
- * Carries out other duties assigned by the board.

5.3.2 Treasurer

- * Make sure the Fiscal policies are respected,
- * Makes sure a detailed account of revenues and expenditures is presented to the Board,
- * Make sure an audited statement of the financial position of the Association is prepare and presented to the Annual General Meeting,
- * Make sure all monies of the Association are deposited in the bank chosen by the board
- * Participate in the elaboration of the Association budget
- * Review of fees and levies
- * Review of salaries/inventory
- * Make sure the Grant applications submitted,
- * Chairs the Finance Committee of the Board.
- * Carries out other duties assigned by the board.

5.3.3 Secretary

- * Attend all the meeting of the Association, Board and Committee,
- * Keep accurate minutes of these meetings,
- * Carries out other duties assigned by the board

5.3.4 Past President

- * Chairs the Nominating Committee.
- * Act as an advisor for the President and the Board;
- * Carries out other duties assigned by the board

5.3.5 Resignation, Death or Removal of an Officer of the Association.

- 5.3.5.1** An Officer may resign from office giving one (1) months notice in writing. The resignation takes effect either at the end of the months notice, or on the date the Board accepts the resignation.
- 5.3.5.2** Voting Members may remove any Officer, before the end of his/her term. There must be a majority vote at a Special General Meeting called for this purpose.
- 5.3.5.3** If there is a vacancy on the Board the remaining Officers may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant.

5.4 Board Committees

5.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

5.4.2 General Procedure for Committees

- 5.4.2.1** A Board Member chairs each committee created by the Board.
- 5.4.2.2** The Chairperson calls committee meetings. Each committee is to:
- * Record minutes of its meetings.
 - * Distribute these minutes to committee members and the Chairpersons of all other committees.
 - * Provides reports to each Board meeting at the Boards request.
- 5.4.2.3** Two (2) days notice is given to each member of the committee stating the date time and location of the committee meeting. Committee members may waive notice.
- 5.4.2.4** A majority of the committee members present at a meeting is a quorum.
- 5.4.2.5** Each member of the committee, including the chairperson, has one (1) vote at the committee meeting. The chairperson does not have a casting vote in the case of a tie. In the case of a tied vote the motion is lost.

5.5 Standing Committees

The Board establishes the following standing committees:

- (a) Executive Committee
- (b) Finance Committee.
- (c) Mapping Committee
- (d) Technical Committee
- (e) Coaching and Skills development Committee

5.5.1 The Finance Committee

- (a) Consists of the Treasurer, who is the Chair Person, and three other members appointed by the Board.
- (b) It is responsible for:
 - Recommending budget policies to the Board.
 - Investigating and making recommendations to the Board for acquiring funds and property.
 - Recommending policies on disbursing and investing funds to the Board.
 - Establishing policies for Board and Committee expenditure.
 - Arranging the annual audit of the books.
 - Reporting the years activities at the Annual General Meeting.
 - Carrying out other duties assigned by the Board.

5.5.2 The Nominating Committee.

- (a) Consists of the Immediate Past President, who chairs the Committee, and two (2) other members appointed by the Board.
- (b) It is responsible for:
 - Preparing a slate of nominations for the Presidents position.
 - Preparing a slate of nominations for each vacant Directors position.
 - Orienting new Board members.
 - Presenting its recommendations to the Annual General Meeting.

5.6 The Executive Director

5.6.1 The Board may hire an Executive Director to carry out assigned duties.

5.6.2 The Executive Director reports and is responsible to the Board, and acts as an advisor the Board and all Committees. The Executive Director does not vote at any meeting.

5.6.3 The Executive Director acts as the administrative officer of the Board in:

- (a) Attending Board and other meetings as required.
- (b) Hiring, supervising evaluating and releasing all paid staff.
- (c) Interpreting and applying the Boards policies.
- (d) Maintaining the Associations books.
- (e) Help preparing budgets for Board approval.
- (f) Planning programmes and services based on the Boards priorities.
- (g) Carrying out other duties as assigned by the board.

ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Association is located in Calgary Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

6.2.1 Finance and Audit

6.2.1 The fiscal year of the Association ends on December 31st of each year.

6.2.2 There must be an audit of the books, accounts and records of the Association at least once each year. The Auditors will be appointed each Annual General Meeting. At each Annual General Meeting of the Association the Auditors submits a complete statement of the books for the previous year.

6.3 Seal of the Association

6.3.1 The Board may adopt a seal as the Seal of the Association.

6.3.2 The Secretary has control and custody of the seal, unless the Board directs otherwise.

6.3.3 The Seal of the Association can only be used by Officers authorised by the Board. The Board must pass a motion to name the authorised Officers.

6.4 Cheques and Contracts of the Association

6.4.1 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques. The Board may authorise the Executive Director to sign cheques for

certain amounts and circumstances. The Executive Director may not sign his own paycheque or any other cheque in their name.

- 6.4.2 All contracts with the Association must be signed by the persons authorised to do so by the Board.

6.5 The Keeping and Inspection of the Books and Records of the Association

- 6.5.1 The Secretary keeps a copy of the Minutes Books and records minutes of all meetings of Members and of the Board.
- 6.5.2 The Secretary keeps the original Minutes Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Committee.
- 6.5.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.
- 6.5.4 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President and the Secretary of the Association of his intent to do so.
- 6.5.5 Unless otherwise permitted by the Board, such inspections will take place only at the Registered Office, or other premises as identified by the Association, during normal business hours.
- 6.5.6 All financial records of the Association are open for inspection by Members.
- 6.5.7 Other records of the Association are also open to inspection, except for records that the Board designates as confidential.

6.6 Borrowing Powers

- 6.6.1 The Association may borrow or raise funds to meet its objectives and operations; The Board decides the amounts and the ways the money is raised, including giving or granting security.
- 6.6.2 The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

6.7 Payments

- 6.7.1 No Member, Director or Officer of the Association receives any payment for his services as a member, Director or Officer.
- 6.7.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

- 6.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 6.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.
- 6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Associations auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 – AMENDING THE BYLAWS

- 7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Association.
- 7.2 The twenty-one (21) days notice of the Annual General or Special Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- 7.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General or Special Meeting and acceptance by the Corporate Registry of Alberta.

ARTICLE 8 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

- 8.1 The Association does not pay any dividends or distribute its property among its Members.
- 8.2 If the Association is dissolved, any funds or assets remaining after the payment of all debts are to be paid to a registered and incorporated charitable organisation. Members are to select this organisation by Special Resolution. Under no circumstances may any Member receive any assets for the Association.