

Article 1 – Preamble

1.1 The Association

The name of the society is the DanceSport Alberta Association, which may also be known, or referred to as the DSAB or the Association.

1.2 The Bylaws

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

Article 2 – Defining, Interpreting, and Amending the Bylaws

2.1 Definitions

In these Bylaws, the following words have these meanings.

2.1.1 **Act** means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 **Annual General Meeting** means the annual general meeting described in Article 4.

2.1.3 **Association** means the DanceSport Alberta Association.

2.1.4 **Board** means the Board of Directors of this Association.

2.1.5 **Bylaws** means the Bylaws of this Association.

2.1.6 **Director** means any person elected or appointed to the Board. This includes the President.

2.1.7 **Jurisdiction** means the Alberta Region (Alberta, Saskatchewan and the NWT).

- 2.1.8 **Member** means a Member of the Association.
- 2.1.9 **Officer** means any Officer listed in Article 5.2.
- 2.1.10 **Register of Members** means the register maintained by the Board of Directors containing the names and addresses of the Members.
- 2.1.11 **Registered Office** means the registered office of the Association.
- 2.1.12 **Special Meeting** means the special meeting described in Article 4.
- 2.1.13 **Special Resolution** means:
- a. a resolution passed at a General Meeting of the membership of this Association. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. The resolution must be approved by a vote of 75% of the voting Members who vote in person;
 - b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
 - c. a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.14 **Voting Member** means a Member entitled to vote at the meetings of the Association.
- 2.2 **Interpretation**
- The following rules of interpretation must be applied in interpreting these Bylaws.
- 2.2.1 Singular and Plural: words indicating the singular number also

include the plural, and vice-versa.

2.2.2 Corporation: words indicating persons also include corporations.

2.2.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

2.3 **Amending the Bylaws**

2.3.1 These Bylaws may be cancelled, revised or amended by a Special Resolution at any Annual General or Special Meeting.

2.3.2 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.

2.3.3 A quorum must be in attendance and an affirmative vote by minimum of 75% of the Members present at General, Annual General or Special Meetings shall be required to pass amendments to the Bylaws.

2.3.4 Amendments to or revision of the Bylaws may be proposed by

a) a Member of the Association;

b) the Bylaws Committee;

c) Officers of the Board.

Article 3 – Membership

3.1 Any person may become a Member upon meeting the terms and conditions as established by the Board.

3.1.1 The number of members in the Association shall be unlimited.

3.2 **Types of Membership**

The Association recognizes three (3) classes of members.

3.2.1 **Competitive Members:** are those who are eligible to compete in sanctioned DanceSport events and are classified as:

a. Juvenile

b. Junior

c. Youth

d. Adult.

3.2.2 **Non-Competitive Members:** are those who are not entitled to compete in sanctioned DanceSport events.

3.2.3 **Honorary Members:** are members who are recognized for their dedication to, and outstanding support of DanceSport.

3.2.3.1 Only the Board shall recommend Honorary Memberships by presentation of an Ordinary Resolution at a General Meeting.

3.2.3.2 In making such recommendations the Board shall consider the individual's length of service, leadership role, and/or distinction brought to the Association, or to DanceSport.

3.2.3.3 Honorary Members do not pay membership dues.

3.2.3.4 Honorary Members remain Members of the Association until their membership is revoked by the Board of Directors;

3.3 **Benefits of Membership**

Benefits of Membership are determined by the Board.

3.4 **Process of Admission**

3.4.1 Application for membership shall be made in writing to the Secretary.

3.4.2 Application shall be accompanied by the annual dues which will be refunded if the application is rejected.

3.4.3 Membership may be refused to any individual or organization whose membership is deemed to be prejudicial to the Association.

3.4.4 Membership in the Association is non-transferable.

3.5 **Rights and Responsibilities of Members**

3.5.1 The Members of the Association shall have the right:

- 1 to receive timely notice of all General Meetings in accordance with the Association's Bylaws;
- 2 to attend any meeting of the Association;
- 3 to serve on committees of the board;
- 4 to be elected as directors and members of committees;
- 5 to determine the annual membership fee;
- 6 to approve the budget;

- 7 to recommend and approve proposed amendments to the Bylaws or Rules and Regulations;
- 8 to request or have access to the Association's records;
- 9 to resign their position as a Member at any time upon written notice to the Board.

3.5.2 The members of the Association shall have the responsibility of:

1. abiding by the Constitution and Bylaws of the Association, and conducting themselves at all times in a manner which shall not be prejudicial to the interest or objects of the Association;
2. supporting the mission and purposes of the Association through active participation by standing for election, serving on committees, and volunteering for various activities;
3. paying all fees in a timely fashion as prescribed in the Bylaws;
4. respecting and abiding by the rules and regulations of competitive DanceSport, both regionally and nationally.

3.6 Dues and Fees

3.6.1 The Association's Membership Year commences on the 1st day of September and covers the twelve-month period through the 31st of August.

3.6.2 The Board of Directors shall make recommendations regarding the schedule for annual membership dues, other than CRAD fee, for ratification by the membership the Association's Annual General Meeting.

- 3.6.3 Proposed changes to the rates must be communicated to the Association's membership in the Notice to meeting for the Annual General Meeting, or Special Meeting.
- 3.6.4 Changes ratified at the Annual General Meeting, or Special Meeting will be instituted immediately after the adjournment of the Annual Meeting at which the changes were ratified.
- 3.6.5 Annual dues are due on the 1st day of September. Members may renew their membership without re-application by paying the annual dues before the first day of the second month of the Association's Year (October 1), or on the registration cut-off date of any competition to be held in September, whichever comes first.
- 3.6.6 Members who have failed to renew their membership before October 1 are considered to be in arrears, and are subject to a surcharge determined by the Membership at the Annual General Meeting.
- 3.6.7 DanceSport Alberta shall, in each Association year, collect the current annual CRAD fee, as set by the Canada DanceSport, from each Competitive Member, and remit such fees to CDS.
- 3.6.8 No refund of dues shall be made if a member resigns.

3.7 **Resignation of Membership**

- 3.7.1 Members may resign their membership by notifying the Secretary in writing. The resignation shall be presented and acted upon in the same manner as prescribed for joining the Association.
- 3.7.2 Any member whose fees remain unpaid by March 1, shall be considered to have allowed their membership to lapse.
- 3.7.3 Application for re-instatement can be made on March 1, or by the cut-off date for any competition prior to September 1 of the subsequent membership year, and is subject to a surcharge determined by the Membership at the Annual General Meeting.

3.8 **Suspension of Membership**

3.8.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for not more than six (6) months, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Association;
- c. if the Member has disrupted meetings or functions of the Association;
- d. if the Member has done anything judged to be harmful to the Association.

3.8.2 Notice to the Member

3.8.2.1 The affected member will receive written notice of the Board's intention to deal with whether the Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting

3.8.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Association. The notice may also be delivered by an Officer of the Board.

3.8.2.3 The notice will state the reasons why suspension is being considered.

3.8.3 Decision of the Board

3.8.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

- 3.8.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- 3.8.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- 3.8.3.4 The decision of the Board is final.

3.9 Expulsion

- 3.9.1 The Association may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society
- 3.9.2 This decision is final.
- 3.9.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

Article 4 – Meetings of the Association

- 4.1 **The Annual General Meeting.**
 - 4.1.1 The Association holds its Annual General Meeting no later than September 30 of each calendar year, at a place, day and time set by the Board.
 - 4.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a 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. considering the Board's and Committees' reports;
- d. reviewing the financial statements setting out the Association's income, disbursements, assets, liabilities and the auditor's report;
- e. appointing the auditors;
- f. electing the Members of the Board;
- g. considering matters specified in the meeting notice;
- h. other specific motions that any member has put forward before the meeting is called.

4.1.4 **Quorum**

Fifteen (15%) percent of the voting Members, or ten (10) voting Members, whichever is less, shall constitute a quorum for a General Meeting.

4.2 **Special General Meeting**

4.2.1 A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors;
- b. at the written request of at least one quarter (1/4) of the Voting Members. The request must state the reason for the Special Meeting, and the motions(s) intended to be submitted.

4.2.2 **Notice**

The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

4.2.3 **Agenda for Special Meeting**

Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 **Procedure at the Special Meeting**

Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.3 **Proceedings at the Annual or at a Special Meeting**

4.3.1 **Attendance by the Public.**

General Meetings of the Society are open to the public. The Board may, upon consideration, continue the meeting *in camera*.

4.3.2 **Failure to Reach Quorum**

4.3.2.1 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 meeting is rescheduled for one (1) week later at the same time and place.

4.3.2.2 If a quorum is not present within one-half (1/2) hour after 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 Society. The Vice-President chairs in the absence of the President.

4.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the

Members present choose one (1) of the Members to chair.

4.3.4 **Adjournment**

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

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

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

4.4 **Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

a. accidental omission to give any notice to any Member;

b. any Member not receiving any notice; or

c. any error in any notice that does not affect the meaning

4.5 All meetings shall be held in accordance with “Roberts Rules of Order”, which will govern any situation that may arise which is not covered in the By-laws of the Association.

Article 5 – The Governance of the Association

5.1 **The Board of Directors**

5.1.1 The Board governs and manages the affairs of the Association.

5.1.2 The Board has the powers of the Association. The powers and duties of the Board include:

a. promoting the objects of the Association;

b. promoting membership in the Association;

- c. maintaining and protecting the Association's assets and property;
- d. approving an annual budget for the Association;
- e. paying all expenses for operating and managing the Association;
- f. paying persons for services and protecting persons from debts of the Association;
- g. financing the operations of the Society, and raising monies;
- h. making policies for managing and operating the Association;
- i. approving all contracts for the Association;
- j. maintaining all accounts and financial records of the Association;
- k. appointing legal counsel as necessary;
- l. making policies, rules and regulations for operating the Association and using its facilities and assets;
- m. selling, or disposing of any or all of the property of the Association.

5.2 **Composition of the Board**

5.2.1 The Board consists of:

- a. the Officers of the Association;
 - 1. The President;
 - 2. Vice-President;

3. Secretary;

4. Treasurer.

b. a maximum of four (4) Directors-at-Large.

5.2.2 A Member of the Board shall

a. be of the age of majority;

b. be a Member in good standing.

5.2.3.1 A Member of the Board may hold office for more than one (1) term.

5.2.3.2 The Voting Members may re-elect the incumbent.

5.2.4 A Member of the Board shall not hold any position of office, or administrative capacity in, or receive remuneration, or compensation from other dance related activities which may be considered a conflict of interest with the Association.

5.3 **Election of Officers and Directors-at-Large.**

5.3.1 At the Annual General Meeting, the Voting Members elect the Board as follows:

a. in an odd numbered year, the President and the Treasurer, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Officers were elected;

b. in an even numbered year, the Vice-President and the Secretary, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Officers were elected.

5.4 **Resignation, or Removal of an Officer or Director.**

5.4.1 A Member of the Board, including the President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

- 5.4.2 The Board, or the Voting Members may remove any Member of the Board, including the President, if any of the provisions of par. 3.7, 3.8, 3.9 apply, or for failing to fulfill his duties as set out in par. 5.7 and 5.8, before the end of his term. There must be a majority vote at a Special Meeting called for this purpose.
- 5.4.3 If there is a vacancy on the Board, the remaining Members of the Board may appoint a member in good standing to fill that vacancy for the remainder of the term.
- 5.4.3.1 If a vacancy on the Board cannot be filled from within the Membership, the Board may advertise to recruit a suitable candidate from among the general public for consideration by the Board.
- 5.4.3.2 If a vacancy on the Board cannot be filled from within the Membership, any member may sponsor a suitable candidate from among the general public for consideration by the Board.
- 5.5 **Meetings of the Board**
- 5.5.1 The Board holds at least four (4) meetings each year.
- 5.5.2 The President calls the meetings. The President also calls a meeting if any two (2) Members of the Board make a request in writing and state the business of the meeting.
- 5.5.3 Seven (7) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by telephone or e-mail. Members of the Board may waive notice.
- 5.5.4 A majority of the Members of the Board present at any Board meeting is a quorum.
- 5.5.4.1 If there is no quorum, the President adjourns the meeting to the same place, day, and time of the following week. At least four (4) Members of the Board present at this later meeting is a quorum.
- 5.5.5 Each Member of the Board, including the President, has one (1) vote.
- 5.5.5.1 The President does not have second or casting vote in the case of a

tie vote. A tie vote means the motion is defeated.

5.5.6 Meetings of the Board are open to Members of the Society, and to the public, but only Members of the Board may vote. Members are permitted to participate in a discussion when invited to do so by the Board.

5.5.7 A meeting of the Board may be held by a conference call. Members of the Board who participate in this call are considered to be present.

5.5.8 Irregularities or errors made in good faith do not invalidate acts done by any meeting of the Board.

5.6 **Officers and Directors-at-Large**

5.6.1 The Officers of the Association are the President, Vice-President, Secretary and Treasurer.

5.6.2 There is maximum of four (4) Directors-at-Large

5.7 **Duties of Officers**

5.7.1 The President

- a. supervises the affairs of the Board;
- b. when present, chairs all meetings of the Association, and the Board;
- c. is an *ex officio* member of all Committees;
- d. acts as the spokesperson for the Association;
- e. carries out other duties assigned by the Board.

5.7.2 The Vice President

- a. presides at meetings in the President's absence. If the Vice - President is absent, the Members of the Board elect a Chairperson for the meeting;
- b. replaces the President at various functions when asked

to do so by the President or the Board;

c. carries out other duties assigned by the Board.

5.7.3 The Secretary

a. attends all meetings of the Association, and the Board,

b. keeps accurate minutes of these meetings;

c. has charge of the Board's correspondence;

d. maintains a Register of all Member of the Association;

e. ensures all notices of various meetings are sent;

f. ensures annual fees are collected and deposited;

g. files the annual return, changes in the Members of the Board, amendments of the bylaws and other incorporating documents with the Corporate Registry;

h. carries out other duties assigned by the Board.

5.7.4 The Treasurer

a. ensures all monies paid to the Society are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;

b. ensures a detailed account of revenues and expenditures is presented to the Board as requested;

c. ensures an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;

d. carries out other duties assigned by the Board.

5.8 **Duties of Directors-at-Large**

5.8.1 Directors-at-Large carry out duties assigned by the Board.

5.9 **Committees**

5.9.1 **Establishing Committees**

5.9.1.1 The Board appoints committees to advise the Board;

5.9.1.2 The Board establishes the Terms of Reference of each of the committees.

5.9.2 **General Procedures for Committees**

5.9.2.1 The Chairperson calls committee meetings. Each committee:

- a. records minutes of its meetings;
- b. distributes these minutes to the committee members;
- c. provides reports to each Board meeting.

5.9.2.2 A majority of the committee members present at a meeting is a quorum.

5.9.2.3 Each member of the committee, including the Chairperson, has one (1) vote. The Chairperson does not have a casting vote in case of a tie.

5.9.2.4 Committees report to the Board.

Article 6 – Finance and Other Management Matters

6.1 The registered office of the Association is the mailing address of an Officer of the Board.

6.2 The Association does not adopt a Seal.

6.3 **Borrowing Powers**

6.3.1 the Association may borrow or raise funds to achieve the objects,

including the acceptance of gifts, donations, grants, and conducting fundraising events;

6.3.2 The Board decides the amounts and ways to raise funds;

6.3.3 the Association may issue debentures to borrow only by resolution of the Board confirmed by Special Resolution of the Association

6.4 **Finance and Auditing**

6.4.1 The fiscal year of the Association ends on June 30 of each year.

6.4.2 The financial statements must be completed within sixty (60) days of the fiscal year end.

6.4.3 The Board shall appoint an Auditor who shall be either a qualified accountant, or two (2) voting Members not currently Members of the Board, or two (2) members of the general public with financial expertise, or a combination of the foregoing.

6.4.4 the Auditing Committee is responsible to audit the Financial Statements prepared by the Treasurer, and to report at the Annual General Meeting.

6.5 **Cheques and Contracts of the Association**

6.5.1 The designated Officers of the Board sign all cheques drawn on the monies of the Association. Two signatures are required on all cheques.

6.5.2 All contracts of the Association must be signed by the Officers or other persons authorized to do so by resolution of the Board.

6.6 **The Keeping and Inspection of the Books and Records of the Association.**

6.6.1 The Secretary keeps a copy of the Minute Books and records Minutes of all meetings of the Members and of the Board.

- 6.6.2 The Secretary keeps the original Minute Books at the Registered Office of the Association. This record contains minutes from all meetings of the Association, the Board and the Executive Committee.
- 6.6.3 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of his intention to do so.
- 6.6.4 All financial records of the Association are open for such inspection by the Members, with reasonable notice.
- 6.6.5 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.
- 6.7 **Compensation and Remuneration**
- 6.7.1 No Member, Director or Officer of the Society receives any payment for services in those capacities.
- 6.7.2 Reasonable expenses incurred while carrying out duties of, or for the Association will be reimbursed upon Board approval.
- 6.8 **Protection and Indemnity of Officers and Directors**
- 6.8.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs, losses, or charges that result from an oversight, or error in judgment, or 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 any Member.
- 6.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's Auditing Committee. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

6.9 **Dissolution of the Association**

6.9.1 In the event of dissolution of the Association,

- all of its liabilities and obligations shall be retired;
- its assets liquidated;
- all proceeds shall be delivered to a registered charitable organization;
- any remaining assets shall be delivered in kind to a registered charitable organization.