

Alberta Sailing Association

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1. General Information

1.1 In these bylaws "Association" means the Alberta Sailing Association.

1.2 In these bylaws the singular includes the plural and the plural the singular.

2. Membership in Alberta Sailing Association can be either Individual Members or Member Organizations.

2.1 Individual Members can be Active Members or Associate Members. Both classes of individual membership can attend general and special meetings of Alberta Sailing Association.

2.1.1 Active Members pay fees to Alberta Sailing Association and are members in good standing of an Alberta Sailing Association Member Organization or members directly with Alberta Sailing Association. Active members vote at general and special meetings of Alberta Sailing Association through the Voting Delegate of their member organization.

2.1.2 Associate Members are members of a family that has at least one Active Member of Alberta Sailing Association. Associate members of Alberta Sailing Association do not vote at general and special meetings of Alberta Sailing Association.

2.2 Individuals may apply in writing for membership in Alberta Sailing Association through their Member Organization or directly to Alberta Sailing Association and will be accepted by a majority vote of the board of directors.

2.3 Individual membership is from the date payment is received by Alberta Sailing Association until December 31st of the same year.

2.4 Individual members can resign membership in Alberta Sailing Association by mail or email notice to Alberta Sailing Association.

2.5 Individual members can be expelled or denied membership in Alberta Sailing Association and all privileges revoked by a unanimous vote of the Board of Directors.

2.6 Member Organizations operate in Alberta and can be Sailing Clubs, Community Clubs or Sailing Schools.

2.6.1 Sailing Clubs are registered under the Societies Act of Alberta as nonprofit organizations with a minimum of ten (10) Active Members of Alberta Sailing Association.

2.6.1.1 Sailing Clubs shall be allowed to appoint Voting Delegates at general and special meeting of Alberta Sailing Association, proportional to the number of Active Members.

- 2.6.1.2 One (1) Voting Delegate for 10 to 50 Active Members
 - 2.6.1.1.2. Two (2) Voting Delegates for 51 to 100 Active Members
 - 2.6.1.1.3. One (1) additional Voting Delegate for each additional 100 Active Members.
 - 2.6.2 Community Clubs have a minimum of five (5) Active Members of Alberta Sailing Association.
 - 2.6.2.1 Community Clubs shall be allowed to appoint one (1) Voting Delegate at general and special meetings of Alberta Sailing Association.
 - 2.6.3 Sailing Schools have a minimum of one (1) current Sail Canada certified Instructor / Coach.
 - 2.6.3.1 Sailing Schools shall be allowed to appoint one (1) Voting Delegate at general and special meetings of Alberta Sailing Association.
- 2.7 Voting Delegates must be Active Members of Alberta Sailing Association and the organization they represent.
- 2.8 The number of Voting Delegates a Member Organization can appoint is established 30 days before general and special meetings of Alberta Sailing Association.
- 2.9 Organizations may apply in writing for membership in Alberta Sailing Association and will be accepted by a majority vote of the Board of Directors.
- 2.10 Organizations may be expelled or denied membership in the Alberta Sailing Association and all privileges revoked by a unanimous vote of the Board of Directors.
- 2.11 From time to time at a general or special meeting of the Alberta Sailing Association the voting delegates shall determine fees and other requirements of membership for all classification of member.
- 3. A Board of Directors** consisting of a president, a secretary, a treasurer, plus no less than two (2) and no more than four (4) directors at large. Board members are elected by a majority vote of the Voting Delegates of Member Organizations at the Annual General Meeting. Directors and officers of Alberta Sailing Association are not paid for their participation in the organization.
 - 3.1 The President shall preside at all association meetings to enforce the by-laws and policies and generally supervise the affairs of the Association.
 - 3.1.1 The president shall be an ex-officio member of all committees.
 - 3.1.2 In the president's absence, a chairman shall be elected by the attending directors to preside over the meeting.
 - 3.2 The Secretary shall attend all meetings of the association and the board to keep accurate minutes of the same.
 - 3.2.1 Minutes of all meetings shall be made available to active members upon written request.
 - 3.2.2 In the absence of the secretary, another director attending the meeting shall fill his/her duties.
 - 3.3 The Treasurer or his delegate shall receive all monies paid to the Alberta Sailing Association and shall be responsible for their deposit into the board chosen

financial institution. He or his delegate shall pay all bills as contracted by Alberta Sailing Association and be records and books of all financial transactions entered into by the Association. Whenever requested by the board, he shall present a full detailed accounting of all receipts and disbursements. He shall prepare for submission to the annual general meeting a statement duly audited of the financial position of the association and submit a copy to the Secretary for the records of the association.

3.3.1 Financial records shall be made available to active members upon written request.

3.4 There shall be a minimum of two (2) and a maximum of four (4) Directors at Large.

3.4.1 Directors at Large may chair committees and undertake such duties as the board of directors shall designate, in the interest of the association.

3.5 Directors and the Officers of the organization may administer the affairs of the association and all things and make or cause to be made for the association in its name, a kind of contract which the society may lawfully enter into and save as hereinafter provided, generally may exercise all such other powers and all such other acts and things the association, by its bylaws or otherwise authorizes to exercise and do.

3.6 Where a full slate of seven (7) directors is not voted into place at the annual general meetings, the board of directors may with a unanimous vote appoint additional directors to the board up to but not exceeding seven (7) members.

3.7 The term for all directors starts at the end of board member voting at the annual general meeting and ends when the vote is called to elect a new board at the following annual general meeting.

3.8 A director or officer of Alberta Sailing Association may be expelled from the board by a majority vote of all other board members at that time.

4. Within 90 days of the financial year end of September 30th the president shall call an annual general meeting of Alberta Sailing Association.

4.1 General and Special meetings of Alberta Sailing Association shall be called by the president. Notice of such meetings shall be sent to the last known email address of every Member Organization no less than 21 days before the meeting date.

4.2 A quorum at the General or Special meetings shall be a minimum of half the total possible voting delegates of Alberta Sailing Association member organizations.

4.3 A quorum at meetings of the board of directors is one half of the current number of elected directors rounded down to a whole number plus one.

4.4 Unless otherwise indicated all decisions are made by a majority vote.

- 5. The Alberta Sailing Association Board can establish or eliminate Standing Committees at its' discretion.**
- 6. For the purposes of carrying out its objectives**, the Association may borrow, or raise or secure the payment of money in such manner as it thinks fit. Issuing a debenture can only be sanctioned by special resolution passed by a majority of not less than three quarters (3/4) of voting delegates at a general meeting. Notice of the proposal and the general meeting must be emailed to the last known address of every member organization no less than 21 days before the general meeting.
- 7. The financial year of the association** shall be from October 1st to September 30th. The books, accounts and records of the Secretary and the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the association who are not the Secretary or the Treasurer and are elected for that purpose at the Annual General Meeting. Where there is no election or the elected auditors are unable to execute their duties, the board can appoint two members as auditors. A complete and proper statement of the standing of the books for the year shall be submitted by such reviewers at the Annual General Meeting of the Association.
- 8. The Bylaws may** be changed or replaced by a special resolution passed by a majority of not less than three quarters (3/4) of the voting delegate members present at a General or Special meeting. Notice specifying the intention of the resolution shall be sent by email to the last known email address of every Member Organization no less than 21 days before the meeting date.
- 9. Alberta Sailing Association does not use a Society Seal.**
- 10. Upon the dissolution** of the Association and after payment of all debts and liabilities, the net assets or property remaining of the Association shall be distributed among those duly qualified Member Clubs in proportions to the number of Voting Delegates they are entitled to appoint, and only among such qualified Member Clubs as are duly qualified as nonprofit organizations including in their objects the promotion of the sport of Yachting or Sailing. No other classification of member or director shall be entitled to share in any distributions of the assets of the Association.

December 13, 2017