

**Disabled Sailing Association of Alberta
Bylaws**

Approved by the Members on March 02, 2002

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 I
OBJECTS OF THE ASSOCIATION**

- 1. The Objects of the Association are contained in the documentation when registering our Association.**

**ARTICLE II
DEFINITIONS & INTERPRETATION**

2. Definitions

In these Bylaws, the following words have these meanings:

- a. ***The Association*** shall mean Disabled Sailing Association of Alberta
- b. ***Board*** shall mean the Board of Directors of the Association;
- c. ***President*** shall mean Chair, Commodore;
- d. ***Vice- President*** shall mean Vice-Chair, Vice-Commodore;
- e. ***General Meetings*** shall mean meetings of the Members including Annual General Meetings and Special General Meetings.
- f. Words importing the singular number also include the plural, and vice versa and words importing the masculine gender includes the feminine gender or neuter, and vice versa.

**ARTICLE III
MEMBERSHIP**

3. Membership fee in the association shall be determined, from time to time, by the members at a general meeting. Any person may become member upon payment of the fee.
- 3.1. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the association until reinstated.
- 3.2. Any member upon a two-thirds vote of all members of the Association in good standing may be expelled from membership for any cause, which the Association may deem reasonable.
- 3.3. Annual membership fees and the date they are due shall be prescribed from time to time by resolution of the Board. Membership starts after the AGM Meeting and extends to the following year's AGM meeting.
- 3.4. Any member wishing to resign from membership may do so upon a notice to the Board through its Secretary

**ARTICLE IV
THE GOVERNMENT OF THE ASSOCIATION**

4. The Board governs and manages the affairs of the Association. The Board may hire an Executive Director to carry out management functions under the direction and supervision of the Board.
- 4.1 Powers and Duties of the Board
 - The powers and duties of the Board include:
 - (a) Promoting the objects 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 Association's assets and property;
 - (f) Approving an annual budget for the Association;
 - (g) Paying all expenses for operating and managing 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 managing and operating the Association;
 - (l) Approving all contracts for the Association;
 - (m) Maintaining all accounts and financial records of the Association;
 - (n) Appointing legal counsel 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; and
 - (q) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Director of the Association.

4.2 The composition of the Board consists of a minimum of seven (7) Directors and a maximum of ten (10) Directors elected at the Annual General Meeting from among the voting members. These directors will be appointed Its composition will be as follows:

- a) President
 - supervises the affairs of the Board,
 - when present, chairs all meetings of the Association and the Board;
 - is an ex officio member of all Committees, except the Nominating Committee;
 - acts as the spokesperson for the Association; and
 - carries out other duties assigned by the Board
- b) Vice- President
 - Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting;
 - replaces the President at various functions when asked to do so by the President or the Board;
 - carries out other duties assigned by the board.
- c) Secretary
 - attends all meetings of the Association and the Board;
 - keeps accurate minutes of these meetings;
 - In the case of the absence of the Secretary, his duties shall be discharged by such officer as may be appointed by the Board,
 - has charge of the Board's correspondence;
 - makes sure a record of names and addresses of all Members of the Association is kept;
 - keeps the Seal of the Association
 - changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
 - carries out other duties assigned by the Board.
- d) Treasurer
 - makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
 - makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
 - makes sure an audited statement of the financial position of the Association is prepared and presented to the Annual General Meeting;
 - is a member of the Funding & Finance Committee of the Board; and
 - carries out other duties assigned by the Board.
- e) Three to six board members.

4.3 Election of Directors

The Directors shall be elected annually for a one (1) year term at the Annual General Meeting of the Association from among the Members.

4.3.1 A Director including the Chair and immediate Past Chair, 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.

4.3.2 Voting Members may remove any Director including the Chair and the immediate Past Chair, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

4.3.3 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 Chair. This position remains vacant until the next AGM.

4.4 Executive Director

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

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

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

- Attending Board, and other meetings, as required;
- Hiring, supervising, evaluating and releasing all other paid staff;
- Interpreting and applying the Board's policies;
- Keeping the Board informed about the affairs of the Association;
- Preparing budgets for Board approval;
- Planning programs and services based on the Board's priorities;
- Carrying out other duties assigned by the Board

4.5 Standing Committees

4.5.1 Establishing Committees

The Board may appoint committees to advise the Board.

4.5.2 General Procedures for Committees

- The Chairperson calls committee meetings.
- distributes these minutes to the committee members and to the Chairpersons of all other committees;
- provides reports to each Board meeting at the Board's request.
- majority of the committee members present at a meeting is a quorum.

4.5.3 The Board establishes these standing committees:

- Funding & Finance Committee;
- Stakeholders Relations Committee;
- Programming Committee;
- Organizational & Development Committee,
- Facility Committee,
- Fleet & Equipment and

- Nominating Committee.

4.6 Meetings of the Board

- The Board holds at least nine (9) meetings each year.
- Chair calls a meeting
- Seven (7) days' notice for Board meetings is mailed to each Board Member. There may be five (5) days' notice by telephone or email Board Members may waive notice.
- A majority of the Directors present at any Board meeting is a quorum. The 50% plus 1 rule applies.
- If there is no quorum, the Chair adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting, is a quorum.
- Each director, including the President has one (1) vote.
- The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 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.
- A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

ARTICLE V MEETINGS OF THE ASSOCIATION

5.1 The Annual General Meeting

- 5.1.1 An Annual General Meeting of the Members shall be held within one hundred twenty (120) days of the end of the fiscal year of the Association.
- 5.1.2 The President shall convene the Annual General Meeting at such time and place as determined by the Board.
- 5.1.3 The purpose of the Annual General Meeting shall be as follows:
- a) To receive the report of the Board of Directors.
 - b) To elect Directors.
 - c) To receive the financial statements of the Association for the preceding fiscal year.
 - d) To appoint auditors for the forthcoming year.
 - e) To transact any other business as may properly come before it.
- 5.1.4 At Annual General Meetings not less than fifteen (15) persons authorized to vote in person or by proxy constitutes a quorum.
- 5.1.5 Notice of any General Meeting shall be sent, by ordinary mail, to each Member, at the address shown for that Member in the Association register, at least twenty-one (21) days before the date fixed for the meeting, and shall include a description of the purposes for which the meeting is being called and the form of proxy approved by the Board.

5.2 Special General Meeting

- 5.2.1 The President may call a Special General Meeting of the Members at any time:
- (a) by a resolution of the Board to that effect; or
 - (b) on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at this Special General Meeting; or
 - (c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.

5.2.2 Notice

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

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the Public

Fifteen (15) members present in person at a general or special general meeting of the Association, and each entitled to vote thereat, shall constitute a quorum for the transaction of business.

5.3.2 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 meeting is re-scheduled for one (1) week later at the same place and time. 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.

5.3.3 Presiding Officer

- 5.3.3.1 The President chairs every General Meeting of the Association. The Vice President chairs in the absence of the President.

- 5.3.3.2 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.

5.3.4 Adjournment

- 5.3.4.1 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.

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

5.3.5 Voting

- 5.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting.
- 5.3.5.2 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.
- 5.3.5.3 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- 5.3.5.4 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- 5.3.5.5 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

ARTICLE VI FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

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

6.2 Finance and auditing

6.2.1 The fiscal year end of the association in each year shall be December 31.

6.2.2 There must be an audit of the books, accounts and records of the Association at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Association, the auditor submits a complete statement of the books for the previous year.

6.2.3 The books and records of the Association may be inspected by any member of the Association at the annual meeting provided for herein or at any other time upon giving reasonable notice and arranging at a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records

6.3 Seal of the Association

6.3.1 The Secretary has control and custody of the seal, unless the Board decides otherwise.

6.3.2 The Seal of the Association can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized 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 Executive Director may not sign his own paycheque.

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

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

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

6.5.2 All financial records of the Association are open for such inspection by the Members.

6.5.3 Other records of the Association are also open for 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 objects and operations. The Board decides the amounts and ways to raise money, 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

Bylaws

The Bylaws may be rescinded, altered or added to only by a special resolution passed by a majority of not less than three quarters (3/4) of such members entitled to vote as are present at any annual general or special general meeting.

Dated: March 02, 2002

Resolution passed by the majority of the members present at the AGM held March 02,2002, in Calgary, Alberta.

2002 Board of Directors

Gerke, Katie	#104,7 Harvest Gold Manor N.E. Calgary, AB T3E 4Y3 Ph. 226-3275 Commodore
Theresa Voigt	2828 Brecken Road N.W. Calgary, AB T2L 1H6 Ph 289-7877 Vice Commodore
Merle Hickey	25 Douglasdale Crescent S.E. Calgary, AB T2Z 3B3 Ph 279-4647 Treasurer
Gutek, Harold	19 Edenstone View N.W. Calgary, AB T3A 4T3 hm 241-9327 wk 284-7432 Director
Lawrence, Robb	315 South Hampton Drive S.W. Calgary, AB T2W 2T6 Ph 255-3056 Director
Thomsen, Roger	220, Hawkmount Close N.W. Calgary, AB T3G 3Z6 Ph 239-3948 Director
Leah McCallum	5824 66 Avenue S.W. Calgary AB T3A 2A9 Ph 288-2601 Director
Keith Stevens	2211 Lake Bonavista Dr. S.E. Calgary, AB T2J 2Z7 Ph 278-9391 Director
Dave Heiland	432 Douglasbank Court S.E. Calgary, AB T2Z 1X1 Ph 279-1870 Director