

Article I – Title

1. These bylaws may be cited as the Bylaws of the Saskatoon Minor Basketball Association Inc.

Article II – Interpretation

2. In these bylaws:
 - (ii) "Association" means Saskatoon Minor Basketball Association Inc.
 - (iii) The term "ex officio" means by virtue of his/her office and does not limit the rights, duties and capacity of any person who is, ex officio, a director, member of a committee or the holder of any other office.
 - (iv) In these bylaws, any word or expression used but not defined has, unless the context otherwise requires, the same meaning as in the Non-Profit Corporations Act (the "Act").
 - (v) "Majority" means a majority of the total eligible voting membership of the Association or Executive.
 - (vi) "Team" means any team properly registered with the Association
 - (vii) "Community Association" means the association recognised in the City of Saskatoon in the regularly published Community Leisure Guide. It shall also mean a recognised association which is within 100 kilometres of the city limits of Saskatoon.
 - (viii) "Zone" means the geographical grouping of Community Associations as defined by the Association from time to time.
 - (ix) "Notice" means notification of any party having interest to the affairs of the Association. The means of giving notice shall be determined by the Directors of the Association from time to time.

Article III – Objectives

3. The objectives of the Association are:
 - (ii) To introduce young people to the sport of basketball.
 - (iii) To foster and promote the positive aspects of sports - being good sportsmanship, good citizenship, leadership and fair play.
 - (iv) To promote the belief that victory at all costs is undesirable.
 - (v) To foster and improve the sport of basketball for the enjoyment of all participants.
 - (vi) To enable young athletes the opportunity to participate and enjoy the sport of basketball.

Article IV – Membership

4. The membership of the Association shall consist of:
 - (ii) regular members; and
 - (iii) associate members.

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5. A regular member is entitled to all privileges of membership including the right to vote at meetings of members.
6. An associate member is entitled to all privileges of membership except the right to vote at meetings of members.
7. Any person who acts as a coach for a registered team, a Community Association Representative or a Zone Representative as recognised by the Association is eligible for regular membership. Each team, Community Association and Zone shall be entitled to one regular membership.
8. Any person is eligible for admission as an associate member if he/she is interested in furthering the objectives of the Association and may be granted or denied membership by application to the Executive.
9. Membership fees payable to the Association shall be prescribed by the Directors.
10. Any person who is eligible for admission to membership may, upon payment of the prescribed fee, be admitted to membership by resolution of the Directors in the class to which they are eligible.
11. Upon termination of membership for cause or otherwise, a member is not entitled to any refund of membership fees paid.

Article V - Meetings of Members

12.
 - (i) An annual meeting of members shall be held in the month of October in each year at a time and place to be fixed by the Directors.
 - (ii) At least one other general meeting of members shall be held in each calendar year at a time and place fixed by the Directors.
 - (iii) The President may call a special general meeting of members at any time but shall do so upon written request of at least 10% of the regular members.
13.
 - (i) All business transacted at an annual meeting, except consideration of the financial statements, auditors report, election of directors, and all business transacted at any other meeting of members, is deemed to be special business.
 - (ii) No special business may be transacted at a meeting of members unless the notice of meeting states the nature of the business in sufficient detail to permit the members to form a reasoned judgement therein.
 - (iii) Any member may submit to the Association notice of any matter that they propose to raise and discuss at the meeting and notice of the proposal shall be given with the notice of the next meeting of members. Such proposals must be submitted, in writing, 30 days prior to the meeting at which it shall be raised.
14. Notice of the time and place of a meeting of members shall be provided not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting and to the auditor.
15.
 - (i) At every meeting of members, each regular member is entitled to one vote on each question.

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- (ii) Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member either before or after a vote by show of hands.
16. A majority of the regular membership in attendance at the opening of a meeting shall constitute a quorum.
17. The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

Article VI - Directors

18. The directors of the Association shall consist of not less than six and not more than 14 and shall be a majority of regular members.
19. The board of the Association shall appoint the following officers:
- (i) president;
 - (ii) vice president;
 - (iii) past president
 - (iv) secretary/treasurer
 - (v) executive director (who shall be an non-voting officer of the board)
19. Each director, other than the past president who holds office ex officio and the executive director, shall be elected at each annual general meeting to hold office until the end of the annual meeting following his/her election.
20. If a majority of the total eligible voting membership is not present at the annual general meeting to elect the new directors, it shall be deemed that the candidates presented by the current directors are elected.
21. Regular members wishing to become directors of the Association shall submit their names for election at least 30 days prior to the annual general meeting.
22. (i) The Association may, by ordinary resolution, at a meeting of the members called for the purpose, remove any director or directors from office.
(ii) The directors, or members in a general meeting, may fill any vacancy among the directors by appointing a director to hold office for the unexpired term of the director whom he/she is replacing.
23. A director must be a member to qualify to hold office as a director.
24. (i) Every director shall be given at least five days notice of every meeting of the directors.
(ii) The directors may at any meeting decide to hold regular meetings by adopting a resolution stating the day, hour and place of the regular meetings and no further notice of those meetings shall be required.
(iii) A director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by so stating by letter, telephone or otherwise.
25. A majority of directors constitutes a quorum at a meeting of directors.

Article VII – Committees

26. (i) There shall be the following standing committees to be called:
(a) Executive Committee

- (b) Rules Committee.
- (c) Disciplinary Committee.
- (d) Finance Committee.
- (ii) The chairs of the standing committees and the duties of the standing committees shall be assigned to them by the directors.

27. The directors may provide for special committees and may assign duties to them.

- 28.
- (i) The committee chairperson shall be appointed from among the directors by the president, but every appointment shall be subject to confirmation by a majority of the directors.
 - (ii) The members of each committee shall be appointed from among the directors or members by the committee chairperson.
 - (iii) The number of members on a committee shall be determined by the committee chairperson, but all appointments shall be subject to confirmation by a majority of the directors.
 - (iv) Committee members may meet, adjourn and otherwise regulate their meetings as they may determine.

Article VIII - Officers and Their Duties

- 29.
- (i) The directors shall manage the activities and affairs of the Association.
 - (ii) Every director and officer of the Association shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 30.
- (i) The president shall be the chief officer of the Association and it shall be his/her duty to be vigilant and active in promoting the objects of the Association.
 - (ii) The president shall preside at the meetings of the Association and of the directors.
- 31.
- (i) The vice-president shall assist the president in the performance of his/her duties and shall act in the absence or inability of the president.

32. The Executive Director shall be the operating officer of the Association.

Article IX - Financial Affairs

33. The fiscal year of the Association shall end on the 30th day of June of each year.
34. The directors shall cause to be kept proper records and accounts of all transactions of the Association.
35. Each year, on or before the commencement of the new fiscal year, a budget setting forth details of the estimated revenues and expenditures for the ensuing fiscal year shall be prepared and submitted to the directors.
36. (i) The directors shall place before the members at every annual meeting:

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- a) financial statements for the year ended not more than four months before the annual meeting;
 - b) the report of the auditor; and
 - c) any further information regarding the financial affairs of the Association.
- (ii) The directors shall approve the financial statements and shall evidence their approval by the signature of one or more directors.
- (iii) No financial statement shall be released or circulated unless it has been approved by the directors.
- (iv) The Association shall make available to each member financial statements or may, in lieu thereof, give notice that the documents are available from the Association and that any member may, upon request obtain a copy of these documents.
- (v) The Association shall, not less than 15 days before each annual meeting, send a copy of its financial statements and report of the auditor to the Director, Corporations Branch.
37. (i) All funds of the Association shall be deposited in one or more accounts in the name of the Association at a chartered bank, trust company or credit union, designated by the directors.
- (ii) All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Association and signed in accordance with the resolutions passed by the directors for that purpose.
38. With the exception of the Executive Director, no remuneration shall be paid to the directors other than compensation for travel and sustenance while on Association business at rates approved by the members at the general meeting.
39. For the purposes of carrying out its objectives, the Association may borrow or raise or secure payment in such manner as it sees fit. This power shall be executed only under the authorization of the majority of the directors.
40. Every director, employee or volunteer shall be indemnified by the Association against all costs, losses and expenses incurred by them in the discharge of their duties except for those which are specifically excluded in these bylaws or those which happen as a consequence of their own willful neglect or default.

Article X - Liquidation and Dissolution

41. (i) The remaining property of the Association shall, in the course of liquidation and dissolution, be distributed in accordance with the articles of the Association.
- (ii) The articles provide that the remaining property of the Association, in the course of liquidation and dissolution, be donated for such charitable, benevolent or educational purposes as may be decided by the Association at the general meeting.

Article XI - Amendments to Bylaws and Rules

42. (i) The directors may, by resolution, amend, repeal or make any bylaws and/or rules that regulate the activities of the Association.

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- (ii) The directors shall submit any bylaws, rules, or any amendment or repeal thereof to the next meeting of members and the members may confirm or reject the bylaws, rules, amendment or repeal.
- (iii) Any bylaws, rules, or any amendment or repeal thereof may only be confirmed or rejected in the following manner; A majority vote of the total eligible voting membership of the Association.
- (iv) Proposed bylaws, rules or any amendment or repeal thereof must be submitted in writing to the directors not less than 30 days prior to a meeting of members, so as to enable the directors to advise the members of the proposal, prior to that meeting.
- (v) If any proposed bylaw, rule, or amendment or repeal thereof is rejected by the members or is not submitted to the next meeting of members, the bylaw, rule, amendment or repeal thereof ceases to be effective and no subsequent bylaw, rule, amendment or repeal thereof having substantially the purpose or effect shall be effective until confirmed or confirmed as amended by the members.
- (vi) Except in the case of the first bylaws or rules made by the directors, every bylaw, rule, amendment or repeal thereof shall state an effective date which shall not be more than 30 days from the date on which the bylaw, rule, amendment or repeal is made.
- (vii) Notice of every bylaw, rule, and every amendment or repeal thereof shall be made available to the membership before its effective date.

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