

SWZYBA Bylaws

1. Name of the Association

1.1 The name of the Association shall be “Southwest Zone Youth Basketball Association” and shall so be incorporated under the Societies Act, R.S.A., c. S-14 and amendments thereto.

2. Objectives

2.1. Adopted from Basketball Canada - Long Term Athlete Development Framework.

2.1.1. The overall aim of LTAD Model is twofold:

2.1.1.1. To allow participants to find fun, fitness, social interaction, and self-fulfillment through an all-inclusive sport environment.

2.1.1.2. To participate in competitive pathways that are developmentally appropriate and lead players to the highest possible levels of achievement.

3. Definitions & Interpretations

3.1. The terms “Association”, “SWZYBA”, or “SW”, herein used throughout shall mean and include the Southwest Zone Youth Basketball Association incorporated in Alberta on May 24, 2018.

3.2. “Board of Directors” or “Board”, shall mean the Board of Directors of SWZYBA.

3.3. “Quorum” shall mean either, the minimum number of members of the board, or members of the Association, required in order to vote upon respective resolutions.

3.4. “Special Resolution” means a resolution passed by a majority of not less than three-fourths (3/4ths) of the Members present in person at a meeting of the Association at which written notice specifying the intention to propose the resolution as a “Special Resolution” has been duly given to every Member at least Fourteen (14) days before that meeting.

3.5. "Director" means an individual who has been duly elected or appointed to hold one of the offices of the Association as contemplated in the bylaws.

3.6. "Executive" means the Directors acting as an Executive Committee of the Association.

3.7. The term "League" herein used throughout shall mean, where applicable, a higher level organization or governing body, within which SWZYBA is a member, which provides organized game play for SWZYBA teams. This may include, but is not limited to the Edmonton Youth Basketball Association (EYBA). SWZYBA reserves the right to establish its own league[s] as occasion requires.

- 3.8. The SWZYBA membership boundary consists of a clearly defined geographic area of the City of Edmonton within the limits of which applicants must reside in order to be considered for membership.
- 3.8.1. Association boundaries,
- 3.8.1.1. West boundary - North Saskatchewan River;
 - 3.8.1.2. North boundary - North Saskatchewan River;
 - 3.8.1.3. East boundary - Gateway Boulevard NW and/or Alberta Highway 2;
 - 3.8.1.4. South boundary - City of Edmonton city limit.
- 3.9. Individuals residing outside of association boundaries may be granted membership status, by the Board of Directors, under special circumstances, and may only be applied on a season by season basis.
- 3.10. "Season" means the League Seeding rounds, the League run Tournaments, Regular season, Playoff and Provincial games which run annually from September to March.
- 3.11. "Registered coach" means the coach assigned by the Board to a group of athletes for the current season.

4. Fiscal Year

- 4.1. The fiscal year of the Association shall begin on the 1st day of August and end on the 31st day of July the following year.

5. Membership

- 5.1. Membership shall be available to any person in the Province of Alberta paying fees and complying with the Regulations and other requirements for membership, as may be established by the Board from time to time.
- 5.2. Membership in SWZYBA shall consist of three (3) types:
- 5.2.1. *Athlete Membership*
Athlete Members are registered participants in one or more of the programs of the association who are under the age of majority. They are eligible to all rights and benefits as determined by the Board from time to time with the exception of voting.
 - 5.2.2. *Associate Membership*
An Associate Membership is granted to the parents or guardians of an Athlete Member. It allows them all other benefits of an Athlete Member as determined by the Board from time to time. Only one parent or guardian may represent a family of players. Associate Membership is granted to all registered coaches and assistant coaches of Athlete Members who are not parents or guardians of an Athlete member.

Associate Members have full voting rights and may stand for office. Associate Membership may also be granted to other individuals at the discretion of the Board.

5.2.3. *Honorary Membership*

Honorary Membership in the Association may be granted to deserving persons at the discretion of the Board. Such memberships will have the status of an Athlete membership, without the payment of fees.

- 5.3. For each athlete member entering SWZYBA, there will be a yearly membership fee, which entitles the Athlete member and their respective Associate member to the rights and benefits of the Association for a period of one season.
- 5.4. The Board shall determine membership fees.
- 5.5. Any member of the Association who has paid the respective fees for the current fiscal year of the Association and is not in breach of the Regulations shall be held in “good standing”. Any member of the Association who is found guilty of intentionally violating these Bylaws, including the Regulations, shall no longer be considered to be in good standing for such a period of time, as the Board deems appropriate.
- 5.6. Any member, who is in arrears more than sixty (60) days, will lose all voting rights and any right to hold office in the Association. Any member who is in arrears more than ninety (90) days shall have their name taken from the active roster of the Association program they are currently participating in, and will be readmitted to the Association upon payment of the membership fee in full.
- 5.7. Any member of the Association who is found guilty of gross neglect of duty or of behavior that is likely to bring discredit to the Association may be suspended or expelled at the discretion of the Board.
- 5.8. Any person may withdraw from the Association by submitting the intention to withdraw, in writing, to the Board. Such withdrawal shall take effect upon receipt of such notice by the Association.
- 5.9. The Association shall be a member of the Edmonton Youth Basketball Association (EYBA), and shall be subject to all their bylaws.
- 5.10. The Association shall be a member of the Alberta Basketball Association (ABA).
- 5.11. Athlete members and coaches shall be covered for insurance through Alberta Basketball.
- 5.12. Board members will be covered for insurance by the Association.

6. Privileges & Obligations of Members

- 6.1. Only Associate members shall have the right to vote.
- 6.2. Any Associate member of the Association may hold office as a Director or Director of the Association.

- 6.3. Only Athlete, Associate and Honorary members shall have any interest in the funds of the Association.
- 6.4. No member of the Association is liable for any debt or liability of the Association in a personal or individual capacity.

7. Association Meetings

- 7.1. The Annual General Meeting of the Association (AGM) shall be held in the month of April of each year unless otherwise determined by the Board of Directors, at such a place and time, as may be determined by the Board of Directors.
- 7.2. The Board may at any time call a Special Meeting of the Association to be held on such a day and such time and place within Edmonton as the Board may determine.
- 7.3. Meetings of the Board shall be monthly or at the call of the Secretary or President. Notice of meetings will be seven (7) days written notice.
- 7.4. Notice of Annual Meetings and Special Meetings called by the Board shall be made by notice in writing and posted on the Association's website and e-mail, no later than fourteen (14) days prior to the proposed date of the meeting. Such notice shall state the day, hour and place of the meeting, and if special business is to be transacted thereat, the notice shall set forth; (I) the nature of the business in sufficient detail to permit a member of the Association to form a reasoned judgment on that business, and (II) the text of any Extraordinary Resolution to be submitted to the meeting.
- 7.5. The accidental omission to give notice of any meetings of members of the Association to or the non-receipt of any notice by any person shall not invalidate any resolution passed or any proceedings taken at any such meeting.
- 7.6. At all meetings of the Association, the President shall be the chair of the meeting. In their absence, the Vice-President shall be chair, and in their absence, the members shall elect one of their members to be chair of the meeting or vote for the Administrative Coordinator as chair.
- 7.7. Quorum for the transaction of business at any general or special meeting of members shall exist if members of the Association present at such meeting represent:
 - 7.7.1. Not less than five percent (5%) of the voting members of the Association, or
 - 7.7.2. Fifty-one (51%) percent of the members of the Board of Directors constitute a quorum for any meeting..
 - 7.7.3. Roll call will be taken by verbal or written means at each General Meeting.
 - 7.7.4. If a quorum is present at the opening of the meeting of members, the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If after 30 minutes of the proposed time of the commencement of the meeting, a quorum of the meeting is not present the meeting shall be cancelled.

- 7.8. At any meeting of the Association a resolution put to vote of the members shall be decided by a show of hands. A simple majority will determine the vote.
- 7.9. Every Associate member of the Association shall have one vote in the affairs of the Association at meetings of the Association. Each individual is entitled to carry only one vote irrespective of the different positions that they may have at a meeting.
- 7.10. The chair of a meeting shall not vote on any resolution, unless there is a tie in voting, in which case the chair may cast a deciding vote.
- 7.11. Votes shall be cast in person and not by proxy.
- 7.12. While an individual is under a contract with or employed by the Association, that individual may not be the representative of a Member.

8. Directors & Appointment of Directors

- 8.1. The Board of Directors shall be elected at the AGM and must consist of the Executive Committee (4 directors), with provision to allow for up to 4 additional directors to a maximum of 8 members.
- 8.2. The Executive Committee must consist of 4 directors forming the Executive Committee and filling the following positions:
 - 8.2.1. A President;
 - 8.2.2. A Vice President;
 - 8.2.3. A Treasurer;
 - 8.2.4. A Secretary
- 8.3. The Executive Committee may, upon election, appoint the immediate 'Past President' as a non-voting member of the board upon unanimous vote. The 'Past President' appointment shall not count against the limit of eight (8) members of the board and should be voted upon prior to any other director elections.
- 8.4. Voting members may elect up to 4 additional directors to the Board, to a maximum of 8 directors.
- 8.5. Term of office for all director positions shall be two years.
- 8.6. Directors may hold office for no more than three consecutive terms.
- 8.7. Whenever possible, director terms should expire to allow for only half of the executive officers to be replaced in the same year. For example, President and Treasurer, even years, Vice President and Secretary, odd years.
- 8.8. Every Director of the Association in exercising their powers and discharging their duties shall:

- 8.8.1. Act Honestly and in good faith with a view to the best interest of the Association;
and
- 8.8.2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 8.9. The Board may seek out and appoint volunteers to serve in special capacity as they see fit or necessity dictates in order to fulfill functions including (but not limited to) :
 - 8.9.1. Volunteer Coordinator
 - 8.9.2. Coach Liaison
 - 8.9.3. Communications and Marketing Specialist
 - 8.9.4. Mites Program Coordinator
 - 8.9.5. Equipment Coordinator
 - 8.9.6. Fundraising Coordinator
 - 8.9.7. Volunteer and Coach Appreciation Coordinator
 - 8.9.8. Merchandise Coordinator
 - 8.9.9. Technical Support Coordinator
 - 8.9.10. Registration Coordinator
 - 8.9.11. Criminal Records Check Coordinator
- 8.10. The Board shall also oversee the employment of and contract status of all employees and contractors, and determine compensation accordingly.
- 8.11. The Board reserves the right to invite employees and contractors, (ie. the Administrative Coordinator, Gyms Coordinator, etc), or any other paid or volunteer director or coordinator of the organization to attend board meetings as non-voting participants in order to present reports, make recommendations or otherwise consult with the board.
- 8.12. Other than the Past President, Members, pursuant to the Bylaws, shall elect each Director. Between annual general meetings, the Membership may elect one of its members or any other individual to fill any vacancy in the office of one of the Directors.
- 8.13. The Past President may advise and assist the President and the Board generally on all matters which are presented to the Past President for advice and assistance.
- 8.14. The Administrative Coordinator shall conduct the election of the Board.
- 8.15. To be eligible for election as a director, an individual must be a member in good standing having nominated themselves, or nominated by a member in good standing.
- 8.16. A Director whose term has ended shall be eligible for re-election.
- 8.17. An elected Director shall assume office at the conclusion of the close of the meeting at which they are appointed.

- 8.18. The Directors of the association will serve without remuneration; however Directors will be reimbursed for expenses properly incurred by them in the performance of their duties.

9. Duties & Powers of Directors

9.1. The Directors of the Association:

- 9.1.1. The Directors of the Association are responsible for the activities of their area as outlined below and as such they shall chair all meetings related to their area and ensure minutes of these meetings are made.
- 9.1.2. As required the Board may establish committees to administer the affairs of their area (committee members are to be selected by the appropriate Directors and approved by the Board of Directors.
- 9.1.3. The Directors of the Association are responsible for the recruiting of volunteers to fulfill the positions of the committee.
- 9.1.4. Directors of the Association must present a report to the Annual General Meeting and monthly Board of Director Meetings.

9.2. The Board shall be the governing body of the Organization and shall:

- 9.2.1. Set the policy of the Organization for the current season
- 9.2.2. Approve the expenditure of monies as set out hereafter;
- 9.2.3. Rule on any appeals of decisions of the President;
- 9.2.4. Set the annual registration fee for teams;
- 9.2.5. Approve the appointment of an Administrative Coordinator and any other paid position;
- 9.2.6. Establish remuneration for the Administrative Coordinator and any other paid position;
- 9.2.7. Make any plans, programs, fundraising that they desire, providing that such plans do not obligate the organization to any long term obligations;
- 9.2.8. At times may ratify a decision they have made;
- 9.2.9. May make a decision on any matter not specifically covered in the Bylaws;
- 9.2.10. Enact discipline as required to athletes or members of the association per established process;

9.3. The President shall:

- 9.3.1. Preside over all meetings of the Association;
- 9.3.2. Be a non-voting member of all committees;

- 9.3.3. Follow the overall interests of the Association;
 - 9.3.4. Make day-to-day decisions of the organization;
 - 9.3.5. Assist in ensuring that the Bylaws are enforced;
 - 9.3.6. Be responsible for ensuring that all resolutions or motions passed by the membership or Board of Directors are carried out;
 - 9.3.7. Instruct the Administrative Coordinator, or any other paid positions, in their duties;
 - 9.3.8. Supervise the other Directors in their responsibilities;
 - 9.3.9. Make recommendations to the Board;
 - 9.3.10. Be the Associations representative to all sport related and unrelated events and may appoint another Director or director when unable to attend.
- 9.4. The Vice-President shall:
- 9.4.1. Assume the responsibilities of the President in their absence;
 - 9.4.2. Assist in coordinating communications with the membership;
 - 9.4.3. Assist in maintaining relations with Edmonton Youth Basketball Association (EYBA) and their membership;
 - 9.4.4. Be assigned duties by the President.
- 9.5. The Treasurer shall:
- 9.5.1. Keep the financial records of the Association in order;
 - 9.5.2. Ensure the payment of the bills approved by the Executive Committee;
 - 9.5.3. Present financial statements to the Executive at each executive meeting and shall, if required, arrange for the audit of financial statements.
 - 9.5.4. At the first meeting of the newly elected Executive turn over all funds, books, papers and other property of the Association to the elected successor;
 - 9.5.5. Ensure that the annual audit of the Association is carried out by the individual or company appointed by the Executive;
 - 9.5.6. Act as a consultant in establishing the yearly budget;
 - 9.5.7. Be responsible for undertaking any reasonable duties the Executive or Board of Directors may request of them with regard to the area of finance;
 - 9.5.8. Hold the monies of the Association in a Chartered Bank of Canada;
 - 9.5.9. Disperse funds on behalf of the Association. Said disbursements shall require the signature of two (2) members of the Executive Committee.
- 9.6. The Secretary shall:

- 9.6.1. Keep the Minutes of the meetings of the Board of Directors;
- 9.6.2. Handle the correspondence of the Organization as directed by the President.
- 9.7. The Non-Executive Directors shall:
 - 9.7.1. Have such duties as may be assigned to them by the Executive Committee.

10. INDEMNITY

- 10.1. Except where a Director, or employee shall be adjudged to be liable for willful negligence or willful misconduct in the performance of any duty or responsibility to the Association, the Association shall indemnify each Director, Director and employee against any and all liability and all reasonable expenses in connection with or resulting from any claim, action, suit or proceeding in which the Director, or employee becomes involved as a party or otherwise by reason of having been a Director, or employee of the Association.

11. DUTIES OF PAID POSITIONS

- 11.1. The Executive Committee on the advice of the President may appoint an Administrative Coordinator each season. The Executive Committee shall set the remuneration of the Administrative Coordinator..
- 11.2. The Administrative Coordinator shall:
 - 11.2.1. Keep such statistics as directed by the Executive Committee;
 - 11.2.2. Arrange Practice Gyms as required;
 - 11.2.3. Administer the day to day activities of the Association, including the activities of other volunteer, paid and contract positions.
 - 11.2.4. Attend meetings of, and provide reports to, the Executive Committee and Board of Directors;
 - 11.2.5. Attend meetings of the Edmonton Youth Basketball Association;;
- 11.3. The Executive Committee on the advice of the President may appoint a Gymnasium Coordinator each season. The Executive Committee shall set the remuneration of the Gymnasium Coordinator.
- 11.4. The Gymnasium Coordinator shall:
 - 11.4.1. Secure gym times from the city through the joint use agreement for the Association;
 - 11.4.2. Represent the Association with the League on the committee to obtain gym times for the Association to run its programs;
 - 11.4.3. Arrange and assign practice times;

- 11.4.4. Liaise with coaches around issues (cancellations, schedule changes, etc) with respect to their assigned gymnasium;
- 11.4.5. Act as the liaison with the League or the City in terms of issues pertaining to the use of the assigned gyms for the Association;

12. APPLICATION AND INTERPRETATION OF SPECIFIC BYLAWS

- 12.1. Subject to Article 11, section 4, the question of interpretation and application of the bylaws in the context of a particular circumstance or matter shall be referred to the President. Subject to Article 11 section 2, 3, 4 and 5 the President's ruling thereon shall be final and binding.
- 12.2. A member may appeal the ruling of the President on the interpretation and application of the bylaws directly affecting that member. To appeal, the aggrieved Member must submit a notice of appeal to the Secretary within seven (7) days of the decision of the President. The Executive Committee shall then consider the matter at its next meeting or shall vote upon the appeal by electronic ballot. The Member may be present to address the Executive Committee at the time the appeal is being considered. Subject to Article 11, section 3, 4 and 5, the ruling of the Executive Committee on the appeal shall be final and binding.
- 12.3. A member may appeal the ruling of the Executive Committee on the interpretation and application of the bylaws directly affecting that member. To appeal, the aggrieved member must submit a notice to appeal to the secretary within (7) days of the decision of the Executive Committee. The Board of Directors shall then consider the matter at its next meeting. The ruling of the Board of Directors on the appeal shall be final and binding
- 12.4. At every meeting of the Association, the question of the interpretation and application of the bylaws in the context of a particular circumstance or matter shall be referred to the chair of that meeting and subject to Article 11, section 5; the ruling of the chairperson thereon shall be final and binding.
- 12.5. A member may appeal the ruling of the chairperson on the interpretation and application of the bylaws by immediately moving for the ruling of the Members. The ruling of the Members shall be final and binding.

13. FINANCES OF THE ASSOCIATION

- 13.1. Responsibility
 - 13.1.1. The Treasurer will be responsible for the financial operation of the Association.
 - 13.1.2. The Treasurer shall prepare an annual financial report for presentation to the membership at the Annual General Meeting.
 - 13.1.3. The individuals, firm or other organization auditing the financial statements of the Association for the ensuing year shall be appointed by the Executive Committee. Such an appointment shall be approved annually at the AGM.

- 13.1.4. The Treasurer shall ensure that all financial statements presented to the membership are subsequently submitted to the Registrar of Corporations.
- 13.2. Disposal of Funds
 - 13.2.1. All monies received by or on behalf of the Association shall be deposited in the accounts of the Association, which shall be housed in chartered banks or trust companies.
 - 13.2.2. All disbursements shall be made by cheque and signed by two signing Directors. Neither signing Director shall be the recipient of the cheque.
- 13.3. Borrowing Powers
 - 13.3.1. The Executive committee, with the approval of 80% of the Board of Directors, may borrow funds for the benefit and further development of the Association.
- 13.4. Exercising of Borrowing Powers
 - 13.4.1. For the purpose of carrying out the objects of the Association, the Board of Directors may from time to time:
 - 13.4.2. Charge, mortgage or pledge all or any part of the real and personal property of the Association including books, debts, rights, powers, franchises or undertakings to secure any securities of monies borrowed or other debt, or any other obligation or liability of the Association.
- 13.5. Banking
 - 13.5.1. The Executive Committee shall decide on the bank or trust company in which the funds of the Association shall be deposited, and execute the necessary banking authorization.
- 13.6. Signing Directors
 - 13.6.1. The signing Directors of the Association shall be any two Directors of the following elected executive: President, Vice-President, Treasurer, and Secretary.

14. FUNDS OF THE ASSOCIATION

- 14.1. All monies shall be applied toward carrying out the objects of the Association in accordance with the direction of the Board of Directors.
- 14.2. All monies available upon dissolution of the Association shall become the property of the Edmonton Youth Basketball Association.

15. EMBLEM / LOGO / VISUAL REPRESENTATION

- 15.1. The Executive from time to time may adopt any mark, design, device or symbol or emblem for use by the Association.

16. CONDUCT OF AFFAIRS OF THE ASSOCIATION

- 16.1. All meetings of the Association will be conducted in accordance with Robert's Rules of Order, Newly Revised.

17. AMENDMENTS TO BYLAWS, RULES AND PROCEDURES

- 17.1. The Bylaws of the Society shall not be altered or added to except by a special resolution of the Society.
- 17.2. For all purposes of the Society "special resolution" shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.
- 17.3. From time to time the Executive may establish special rules, standing rules, and special procedures governing and detailing various Board or Association procedures and may establish operating procedures for any committee of the Board or Association provided that the special rules, standing rules, special procedures and operating procedures are consistent with the Bylaws of the Association.

18. REMOVAL OF A Director

- 18.1. The President may recommend the removal of a member of the Executive Committee if they feel the member is not able or willing to fulfill their duties. The Executive Committee shall confirm the removal by a majority vote. The President may appoint a member to complete the term of the removed member.
- 18.2. Any two (2) members of the Board of Directors may request the Board of Directors to remove any member of the Executive Committee from office. The Board of Directors shall have the right to remove any member of the Executive Committee from office by a 2/3-majority vote. The Board of Directors shall then elect one of its members to assume the duties of the removed Executive Committee member for the balance of their term.

19. TERMINATION OF AN EMPLOYEE

- 19.1. The President may recommend the termination of an employee or contract. The Board of Directors shall then decide by a majority vote of the Board of Directors.
- 19.2. The Board of Directors may terminate the employment of any employee or contract of the association with just cause.

20. RECORDS AND RECORD-KEEPING

- 20.1. Preparation and custody of minutes of proceedings of meetings of the SWZYBA Association and of the Directors and other books and records of the SWZYBA Association:
 - 20.1.1. The Directors shall see that all necessary books and records of the Association required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.
 - 20.1.2. The books of accounts shall be kept at such place in Alberta as the Directors think fit and shall at all times be open for inspection by the Directors. The Secretary or some other Director specifically charged by the Board of Directors shall maintain and have charge of the Minute Book of SWZYBA and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and Directors.
- 20.2. Review or Audit Accounts
 - 20.2.1. The books, accounts and records of the Secretary and Treasurer shall be reviewed or audited at least once a year by a duly qualified accountant or by two members of the society identified for that purpose at the Annual General Meeting. Such auditor at the Annual General Meeting of the society shall submit a complete and proper statement of the standing of the books for the previous year.
 - 20.2.2. Every auditor of the SWZYBA Association shall have the right of access at all times to all records, documents, books, and vouchers of the Association and is entitled to require from the Directors of such information and explanation as may be necessary to the performance of the duty of the auditor.