

**BY-LAWS**  
**THE ALBERTA 5 PIN BOWLERS' ASSOCIATION**  
ALBERTA, CANADA  
(Herein after referred to as the Association)

**SEPTEMBER 1969**  
**Revised March 7, 1979**  
**Replaced September 14, 2001**  
**With September 17, 2002 Amendment**  
**With April 6, 2005 Amendments**  
**With October 5, 2006 Amendments**  
**With September 2011 Amendments**  
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## 1. BOUNDARIES

- 1.1. The boundaries of the Association shall be the four (4) Provincial boundaries to the north, south, east and west encompassing the Province of Alberta and includes the Saskatchewan portion of the city of Lloydminster.

## 2. MEMBERSHIP

- 2.1. Membership is accorded on an annual basis and will terminate on July 31<sup>st</sup>, subject to renewal.
- 2.2. Membership is open to all residents within the Association's boundaries who remit an annual fee, as determined by the Association.
- 2.3. Membership in the Association is not transferable.
- 2.4. Membership fees must be remitted to be eligible to participate in any activity under the auspices of the Association.
- 2.5. Members may withdraw from membership at any time by notifying the Association in writing and the rights of the Member automatically cease to exist. Membership fees are non-refundable unless deemed otherwise by the Board of Directors (hereafter referred to as the Board).
- 2.6. The Board may refuse membership issuance with reasonable cause.
- 2.7. The Board, may by majority vote, expel any member whose conduct it determines improper or unbecoming or likely to endanger the reputation of the Association whose actions are detrimental to the Association or the sport of 5 Pin Bowling in Alberta, or who willfully violates the By-Laws or Standing Rules of the Association. No member shall be expelled without notification and may appeal the Board's action(s).
- 2.8. A Zone Association shall be entitled to have membership and voting privileges as long as it is functioning and operating within the zone boundaries. A Zone Association is an association in good standing in the Province of Alberta.
- 2.9. Life Members of the Association must be nominated and approved by the Board at a Regular Meeting and announced at the Annual General Meeting.

## 3. STRUCTURE

- 3.1. The Board shall have full control and management of the business and affairs of the Association, subject to the By-Laws or direction given it by a majority vote at any properly called and constituted meeting,
- 3.2. The business and affairs of the Association shall be conducted by its Directors and committees to whom it delegates authority.

- 3.3. The Board Executive shall consist of the President, the Immediate Past President, the 1<sup>st</sup> and 2<sup>nd</sup> Vice Presidents, Treasurer, and Tournament Liaison. No BPAA Director/Manager/Proprietor shall be allowed to hold an Executive position on the Board. BPAA Director/Manager/Proprietor may be members of the Association.
- 3.4. The term of office for the Board Executive shall be as follows:
- |                                 |  |
|---------------------------------|--|
| 3.4.1. President                | Two (2) years  |
| 3.4.2. 1st Vice President       | Two (2) years  |
| 3.4.3. 2nd Vice President       | Two (2) years  |
| 3.4.4. Treasurer                | Two (2) years  |
| 3.4.5. Tournament Liaison       | Two (2) years  |
| 3.4.6. Immediate Past President | Maximum of one (1) year at the discretion of the Board |

The rotation of the term in office shall be the President and 2<sup>nd</sup> Vice President alternating years with the 1<sup>st</sup> Vice President, Treasurer, and Tournament Liaison.

- 3.5. The balance of the Board shall optimally consist of
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|--|
| 3.5.1. Two (2) Directors selected by each zone and   |
| 3.5.2. Two (2) Directors from the M.B.A.A. (Master Bowlers' Association of Alberta) and  |
| 3.5.3. One (1) Delegate from Bowl Alberta, also said Delegate shall have no voting privileges and is first and foremost a Bowl Alberta Delegate regardless of any other position held on this Board. |
- 3.6. All Directors must be an Association Member in good standing and must be a minimum of eighteen (18) years of age as of the beginning of the current membership year, August 1<sup>st</sup>.
- 3.7. To be eligible for nomination for President, the nominee must have served as a Director of the Association for any (2) years of the last three (3) years. To be eligible for nomination for 1st Vice President, the nominee must have served as a Director of the Association any one (1) year of the last two (2) years.
- 3.8. The presiding Board Executive shall appoint a Nominating Committee of at least two (2) Directors who shall prepare a slate of nominees, which is to be presented to the Board prior to the Annual General Meeting. Nominations may be accepted from the floor.
- 3.9. The election of the Board Executive shall take place at the Annual General Meeting of the Association.

- 3.10. An Executive Member of the Board may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If an Executive Member who is subject to a disciplinary investigation or action of the Association resigns, that Executive Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.11. An Executive Member may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, providing the Executive Member has been given notice of and the opportunity to be heard at such a meeting.
- 3.12. An Executive Member may be suspended, pending the outcome of a disciplinary hearing in accordance with Association's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Executive Member has been given notice of and the opportunity to be heard at such a meeting.
- 3.13. Where the position of an Executive becomes vacant and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting of the Members, except a vacancy resulting from an increase in the number of Executive provided for in the Articles.

## 4. DUTIES OF DIRECTORS

### 4.1. PRESIDENT

- 4.1.1. Shall be responsible for the successful management of the Association according to the strategic direction set by the Board.
- 4.1.2. Shall be charged with the general management and supervision of the affairs and operations of the Association.
- 4.1.3. Shall be an ex-officio member of all committees.
- 4.1.4. Shall preside at all Association meetings.
- 4.1.5. Shall act a spokesman for the Association and has signing authority for Association. The President conducts official business on behalf of the Board as appropriate and jointly with the Executive when appropriate.
- 4.1.6. Shall submit a written report at each Annual General Meeting or regular meeting of the Association.
- 4.1.7. Shall oversee the development and implementation of orientation, for the incoming Executive.
- 4.1.8. Shall have financial signing authority for the Association.

- 4.1.9. Shall, in consultation with Executive Members, hire employees of the Association and/or contract employees as it is deemed necessary and establish the salaries for all employees of the Association and/or contract employees.
  - 4.1.10. Shall, in consultation with Executive Members, conduct performance evaluations for all employees of the Association and/or contract employees on an annual basis.
  - 4.1.11. Shall represent the Association as a delegate to the Canadian 5 Pin Bowlers' Association (C.5.P.B.A.) Annual and Semi-Annual General Meetings along with one (1) other Board member as designated by the Directors of the Association.
- 4.2. 1<sup>st</sup> VICE PRESIDENT
- 4.2.1. Shall have such powers and perform such duties as may be assigned to him/her by the Executive. In the absence or disability of the President he/she may exercise the powers and perform the duties of the President.
  - 4.2.2. Shall have financial signing authority for the Association.
- 4.3. 2<sup>ND</sup> VICE PRESIDENT
- 4.3.1. Shall have such powers and perform such duties as may be assigned to him/her by the Executive. In the absence or disability of the President and the 1<sup>st</sup> Vice President he/she may exercise the powers and perform the duties of the President.
- 4.4. TREASURER
- 4.4.1. Shall oversee all collections and deposits, disbursements, and investments of the Association monies as directed by the Board.
  - 4.4.2. Shall keep a full and accurate account of all receipts and disbursements of the Association in proper books of account.
  - 4.4.3. Shall render an account of the financial condition of the Association at each Annual General Meeting or regular meeting of the Association.
  - 4.4.4. Shall oversee the annual audit and submit to the Board, as soon as possible after the fiscal year end, an audited statement of the financial condition of the Association.
  - 4.4.5. Shall present an annual Audited Financial Statement to the Annual General Meeting of the Association.

- 4.4.6. Shall establish guidelines for the budget and forecast preparations and prepare the annual budget in consultation with the Board.
- 4.4.7. Shall be responsible for the follow-up of outstanding accounts receivable.
- 4.4.8. Shall have financial signing authority for the Association.

#### 4.5. TOURNAMENT LIASION DIRECTOR

- 4.5.1. Shall oversee all preparation and operation of Association Provincial events.
- 4.5.2. Shall verify and report Perfect Games.
- 4.5.3. Shall distribute and compile "Coach of Year" applications.

#### 4.6. IMMEDIATE PAST PRESIDENT

- 4.6.1. Shall provide continuity on the Board and be responsible for orientation and education of the newly elected Directors.

#### 4.7. ZONE DIRECTORS

- 4.7.1. Shall be Presidents of the respective zones, and/or their representatives.
- 4.7.2. Shall be responsible for informing respective Zone membership of the Association's affairs.
- 4.7.3. Shall assist, when possible, on the committees of the Association.

### 5. COMMITTEES

- 5.1. The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, and may prescribe the duties of committees.
- 5.2. The Board may establish the terms of references and operating procedures for all committees.
- 5.3. When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.
- 5.4. The President will be an ex-officio (non-voting) member of all committees of the Association.
- 5.5. The Board may remove any member of any committee.

- 5.6. The chairperson will be appointed by the President upon ratification by the Board. It is the chairperson's responsibility to ensure a report is prepared for presentation to the Board.
- 5.7. A quorum for any committee will be the majority of its voting members.
- 5.8. The Board may establish standing committees for ongoing purposes.

## 6. MEETINGS

### 6.1. REGULAR MEETING

- 6.1.1. Shall be conducted at least three (3) times a fiscal year.
- 6.1.2. Meetings of the Board will be held any time and place as determined by the Board. Notice of Board meetings will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 6.1.3. A quorum of the Board shall consist of a minimum of three (3) Executive Members and an additional five (5) Directors.
- 6.1.4. Any business transacted at a meeting without quorum as outlined in 6.1.3, shall be ratified at the next Regular Meeting of the Association. If business is not ratified, it shall be considered null and void.
- 6.1.5. The Association's Secretary is responsible for taking minutes at the meeting and keeping these minutes at the Provincial Office.
- 6.1.6. The Board may meet by teleconference or other electronic means that permit each Director to communicate adequately with each other provided that;
  - 6.1.6.1. The Directors have passed a resolution addressing the mechanics of holding such meeting dealing specifically with the procedure for recording votes;
  - 6.1.6.2. Each Director has equal access to the specific means of communications to be used;
  - 6.1.6.3. Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 6.1.7. Meetings of the Board will be closed to Members and the public except by invitation of the Board.

## 6.2. EXECUTIVE MEETING

- 6.2.1. Shall be called by the President to deal with issues requiring immediate attention.
- 6.2.2. A quorum shall consist of three (3) Executive Members of which the President or 1<sup>st</sup> Vice President must be in attendance.
- 6.2.3. The Association's Secretary is responsible for taking minutes at the meeting and keeping these minutes at the Provincial Office.

## 6.3. SPECIAL MEETING

- 6.3.1. Shall be called by the President upon written request, to the Board, of ten percent (10%) of the membership or a majority of the Directors.
- 6.3.2. Shall be called within fifteen (15) days following the receipt of the request.
- 6.3.3. Shall deal only with the business stated in the request.
- 6.3.4. Quorum shall consist of 10 (ten) members in good standing, three (3) of which must be Executive Members.
- 6.3.5. Notice of meeting shall be announced to membership ten (10) days prior to the event through posting on the Association's website.
- 6.3.6. The Association's Secretary is responsible for taking minutes at the meeting and keeping these minutes at the Provincial Office.

## 6.4. ANNUAL GENERAL MEETING

- 6.4.1. Shall be held within ninety (90) days of the end of the fiscal year.
- 6.4.2. Notification to membership affiliates and affiliated associations shall be made through posting in member bowling centres and the Association's website, not less than thirty (30) days prior to the meeting.
- 6.4.3. Quorum shall consist of 5% of members in good standing as of July 31<sup>st</sup> of the previous membership year.
- 6.4.4. Should an Annual General Meeting fail to be represented by a quorum, the Executive body consisting of three (3) Executive members, may call another meeting at which time those present shall constitute a quorum.
- 6.4.5. The Association's Secretary is responsible for taking minutes at the meeting and keeping these minutes at the Provincial Office.
- 6.4.6. The agenda shall include:



- 6.4.6.1. Registration of Board and membership.
- 6.4.6.2. Establishment of quorum.
- 6.4.6.3. Reading and adoption of minutes from prior year Annual General Meeting.
- 6.4.6.4. Business arising out of the minutes.
- 6.4.6.5. Executive and staff reports.
- 6.4.6.6. Reading of correspondence.
- 6.4.6.7. Reports of Committees.
- 6.4.6.8. Financial report.
- 6.4.6.9. Appointment of auditor.
- 6.4.6.10. Unfinished business.
- 6.4.6.11. New business.
- 6.4.6.12. Election of Executive.
- 6.4.6.13. Adjournment

## 7. VOTING

### 7.1. REGULAR MEETING

- 7.1.1. Each Director, in attendance or participating, is entitled to one (1) vote. Voting will be by a show of hands, orally, or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the President will declare that the resolution has not been decided and allow further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.
- 7.1.2. There will be no absentee or proxy voting by Directors.

### 7.2. EXECUTIVE MEETING

- 7.2.1. Each Executive Member, in attendance or participating, is entitled to one (1) vote. Voting will be by a show of hands, orally, or by electronic ballot, unless a majority of Executive Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the President will declare that the resolution has not been decided and allow further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.

- 7.2.2. There will be no absentee or proxy voting by Executive Members.
- 7.2.3. Any resolution passed must be ratified at the next regular meeting of the Board.

### 7.3. SPECIAL MEETING

- 7.3.1. Each Member in attendance, is entitled to one (1) vote. Voting will be by a show of hands or orally, unless a majority of the Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the President, or the Vice-President in the President's absence or disability, will cast a deciding vote.

### 7.4. ANNUAL GENERAL MEETING

- 7.4.1. Any Member in attendance in good standing from the previous season shall have the right to vote at the Annual General Meeting. Voting will be by a show of hands or orally, unless a majority of Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the President, or the Vice-President in the President's absence or disability, will cast a deciding vote.
- 7.4.2. At the beginning of the meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

## 8. BY-LAWS

- 8.1. May be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board.
- 8.2. The Directors shall submit the By-Laws, amendment or repeal to the Members at the next meeting of Members, and the Members may by a Special Resolution, confirm, reject, or amend the By-Laws by a majority of not less than two-thirds (2/3) of the votes cast on that resolution. Revisions to the By-Laws will not take effect until approved by the Members.
- 8.3. Notice of revised By-Laws shall be provided to Members prior to the date of the Member's meeting at which it is to be considered.

## 9. STANDING RULES

- 9.1. Serve as the guidelines for the Association's day-to-day operations.
- 9.2. Establish the conduct and code of ethics for its membership.

- 9.3. May be rescinded, altered or added to, at a Regular Meeting, by majority vote.

## 10. FINANCE AND MANAGEMENT

- 10.1. The fiscal year end of the Association will be August 1st to July 31st.
- 10.2. The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 10.3. The Association may utilize the services of two (2) Board approved Directors, excluding the Treasurer, to conduct an independent review of the books, accounts, and records of the Association. This practice must not exceed two (2) consecutive fiscal year ends.
- 10.4. Every 3<sup>rd</sup> fiscal year end or in the event a Treasurer vacates their position, Members will appoint, by Ordinary Resolution at the Annual General Meeting, a qualified auditor (CPA, CPA,CGA, CPA,CMA, or CPA,CA) to audit the books, accounts, and records of the Corporation. The auditor will not be an employee or a Director of the Association but will have remuneration approved by the Directors.
- 10.5. The Association's books, accounts and records shall be duly signed by both the President and Treasurer of the Association.
- 10.6. The necessary books and records of the Association required by these By-Laws will be necessarily and properly kept by the Secretary of the Association. Books and records may be available for viewing by the general membership at the Annual General Meeting or at any time upon giving reasonable notice so that a satisfactory time can be arranged with the Director(s) in charge of same.
- 10.7. Contracts, leases, agreements, and discharges for the payment of money or other obligations to be executed by the Association will be executed by at least two (2) of the; Secretary, Treasurer, President, or 1<sup>st</sup> Vice President.
- 10.8. The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 10.9. Directors will serve as such without remuneration and Board Members will not directly or indirectly receive any profit from their positions as such. Executives of the Board may be paid reasonable expenses incurred by them in the performance of their duties.
- 10.10. For the purpose of carrying out its objectives the Association may, with the authority of the Board, borrow or raise or secure the payment of money in such a manner as it thinks fit and in no case shall debentures be issued without the sanction of a Special Resolution.

10.11. The seal of the Association is located in the Provincial Office and the Association Secretary and President have permission to use the seal.

## 11. DISSOLUTION OF THE ASSOCIATION

11.1. Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.