

SASKATCHEWAN RACQUETBALL ASSOCIATION

BYLAWS

REVISED SEPTEMBER 2015
REVISED NOVEMBER 17, 2018

INTRODUCTION

The Saskatchewan Racquetball Association Inc. is a non-profit corporation formed to coordinate the sport of racquetball in the Province of Saskatchewan.

A Board of Directors manages the affairs of the SRA with assistance from an Executive Director or designate. The Executive Director or designate manages the day to day affairs of the SRA and works under the direction of the Board of Directors to develop, implement, and promote racquetball in Saskatchewan.

This Manual is intended to provide operating guidelines for Saskatchewan Racquetball Association Inc., it's directors and members.

Questions regarding the interpretation of the contents of the Manual should be directed to the Executive Director or designate of the Saskatchewan Racquetball Association Inc.

**“TO ESTABLISH, MAINTAIN, CONDUCT AND PROMOTE
INTEREST AND PARTICIPATION IN THE SPORT OF
RACQUETBALL FROM THE GRASSROOTS TO THE ELITE
LEVELS ACROSS THE PROVINCE”**

1. DEFINITION OF THE SRA

1.1 Name

The name of this organization shall be the Saskatchewan Racquetball Association Inc. and hereinafter referred to as the "SRA".

1.2 Address

The registered address of the Saskatchewan Racquetball Association is 2205 Victoria Ave Regina, SK S4P 0S4.

1.3 Definition

The SRA shall be the sport governing body for amateur racquetball in the Province of Saskatchewan and associated with the Canadian Racquetball Association as long as it so chooses.

1.4 Organization

The SRA shall be composed of members as hereinafter set out and it shall be managed by a Board of Directors (hereinafter referred to as the "Board") and an Executive Director.

1.5 Books & Records

The necessary books and official records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept

1.6 Corporate Seal

The seal of the SRA shall be in the custody of the President or such other person as may be designated by the Board and all papers or documents required to be sealed on behalf of the SRA shall be sealed in the presence of the President and the SRA's solicitor or of such other person as may be designated by resolution of the Board.

1.7 Objectives

The objectives of the SRA shall be:

- a) to establish, maintain, conduct and promote interest and participation in the sport of racquetball from the grassroots to the elite levels;
- b) to cooperate with the Canadian Racquetball Association to provide, organize and supervise clinics, educational and

instructional programs in connection with the sport of racquetball for players of all ages and skill levels;

- c) to assist, organize and/or supervise sanctioned tournaments and competitions of every nature for members of the SRA in connection with the sport of racquetball;
- d) to select individual representatives or teams to represent the province and the SRA at racquetball camps, national and international competitions and other racquetball related activities;
- e) to maintain its membership in good standing with Sask Sport

1.8 Affiliation

The SRA shall operate under the jurisdiction of Sask Sports Bylaws and rules, where applicable. The SRA will work in partnership with the Canadian Racquetball Association and other organizations as appropriate, in order to promote and achieve the objectives of the SRA.

1.9 Fiscal Year

The fiscal year of the corporation shall be September 1st to August 31st of the following year.

2. MEMBERSHIP

2.1 Qualification

Any non-profit, club or association or individual may become a member of the SRA upon application for membership provided they uphold the rules of the SRA, pay the prescribed fees by the established dates and be approved by the Membership Director.

2.2 Types of Memberships

The SRA shall be composed of four (4) classes of members:

a) Club Membership:

Club Membership is open to any club, facility or community in Saskatchewan which offers organized racquetball programs at a recreational and/or competitive level. Club Members are not entitled to a vote at a meeting of members including the Annual General Meeting.

- b) Associate Club Membership:
Associate Club Membership is open to any school, recreation centre, non-profit, club or association which takes part in non-competitive racquetball programming. Associate Club Members are not entitled to register Individual Members of any type and are not entitled to a vote at a meeting of members including the Annual General Meeting.
- c) Individual Membership:
An Individual Membership is open to those who intend to participate in the sport of racquetball through the Saskatchewan Racquetball Association or one of its Member Clubs as a player, coach or volunteer and who have access to programs, services and membership privileges. Individual Members are entitled to one (1) vote at a meeting of members including the Annual General Meeting.
- d) Associate Membership:
Associate Memberships are open to those who wish to support the sport of racquetball through a financial contribution. Associate Members are not entitled to a vote at a meeting of members including the Annual General Meeting.

2.3 Fees

The fees payable by members shall be set from time to time by resolution of the Board.

2.4 Membership Year

The membership year shall be the same as the fiscal year of the Corporation

2.5 Responsibilities of Members

All members shall:

- a) abide by the SRA's articles and bylaws, rules, policies and procedures; and
- b) pay any and all prescribed fees, dues or indebtedness as established by the Board.
- c) remain in good standing provided they have paid the membership dues as prescribed by the establish deadlines, and are not restricted by disciplinary action by the Saskatchewan Racquetball Association.

3. ANNUAL GENERAL MEETING

3.1 Annual General Meeting

The annual general meeting of the members of the SRA shall be held at such a place within the Province of Saskatchewan as the Board may determine and on such a date as may be fixed by the Board.

3.2 Notice

Notice of the annual general meeting shall be given to the members by means determined by the Board not less than thirty (30) days before the time fixed for the holding of the annual general meeting.

3.3 Quorum

The quorum for transaction of business at an Annual or Special Meeting shall be constituted based on the number of Members attending and qualified to vote.

3.4 Voting Rights and Procedures

Each active S.R.A. member in good standing and each active S.R.A./C.R.A. member in good standing shall be entitled to one (1) vote on each motion arising at the annual general meeting of the SRA. Associate and club members are not entitled to any votes.

At the annual general meeting of the SRA, every motion shall be decided by a majority of the votes of members present who are entitled to vote, except motions amending bylaws. Every motion shall be decided by a show of hands, or secret ballot if required.

3.5 Proxies

There shall be no voting by proxy at the annual general meeting. A majority vote governs all motions except amendment of bylaws.

3.6 Error or omission in notice

No error or omission in giving notice of any annual general meeting of the members of the SRA shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

3.7 Nomination & Election

a) An individual member in good standing, 18 years of age or older, who has the power under law to contract, **and who meets the qualifications as set forth in the Act**, may be nominated for election as a Director.

b) Nominations for open Director positions shall be received by the SRA Board of Directors up until the start of the Annual General Meeting. Nominations will cease when the AGM is called to order.

b) Nominations must be in writing and signed by at least five (5) other voting members in good standing.

c) A Director shall be eligible for re-election after their term has ended.

d) The Board may fill any vacancy by appointment until the next Annual Meeting at which time an election to complete the original term of office shall take place.

e) Persons receiving remuneration for work performed on behalf of the SRA are not eligible to hold a position as a Director.

4. BOARD OF DIRECTORS

4.1 Responsibilities

The Board shall be responsible for:

- a) establishing policy on behalf of the SRA;
- b) managing the affairs of the SRA; and
- c) exercising the authority and powers of the SRA in accordance with the by-laws, where necessary.

The Board shall report yearly to the general membership of the SRA at the Annual General Meeting.

4.2 Composition

The Board shall be composed of no more than seven (7) directors. The board will, at its discretion following the AGM, confirm the continued appointment or appoint a President and assign other positions and duties as needed to fulfill the operations plans and policies of the association.

4.3 Qualifications

No person shall be qualified for election as a director if:

- a) he/she is less than eighteen (18) years of age;
- b) he/she is of unsound mind and has been so found by a Court in Saskatchewan or elsewhere;
- c) he/she is not an individual; or
- d) he/she has the status of bankrupt

A Director must be a member in good standing of the SRA.

4.4 Term

Directors shall be elected for staggered three (3) year terms. Each year, the members shall elect individuals to fill the positions of Directors whose terms have ended.

4.5 Vacancies

Vacancies on the Board of Directors, however caused, may be filled by appointment of the Board from among the qualified members of the SRA. Such an appointee shall hold office until the next Annual General Meeting at which time the vacancy shall be filled by election for the unexpired term of office.

4.6 Meetings

The Board shall meet together to consider or transact any business of the SRA, adjourn or otherwise regulate their meetings as they may determine.

4.7 Notice

Notice of Board meetings shall be delivered, telephoned or emailed to each director at least seven (7) working days prior to the date of the meeting.

The Board may meet on regular dates without notice, or may meet at any time or place without notice, by consent of two-thirds (2/3) of the Board, every Board member being notified.

4.8 Quorum

A quorum for meetings of the board shall consist of 50% of the Board of Directors plus one (1)

4.9 Error in Notice

No error or omission in the giving of notice for a Board meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

4.10 Decisions of the Board

The Board of Directors may approve a resolution or motion, or render a decision by way of in person at meetings, or written approval forwarded electronically. All voting Members of the Board shall have one (1) vote except the Chair who will vote only in the case of a tie. Voting in person shall be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions shall be passed upon a majority of the votes being in favour of the resolution.

In absence of the President, his/her duties may be performed by a designate or such other director as the Board may from time to time appoint for the purpose of chairing the Board meeting.

4.11 Powers

The Board of Directors of the SRA may administer the affairs of the SRA in all things and make or cause to be made for the SRA, in its name, any kind of contract which the SRA may lawfully enter into and save, as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the SRA is by its charter or otherwise authorized to exercise and do.

4.12 Duty of Care

Every director of the SRA, in exercising his/her powers and discharging his/her duties, shall act honestly and in good faith with a view to the best interest of the SRA and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every director of the SRA shall comply with *The Non-Profit Corporations Act* of Saskatchewan, and all regulations, articles, bylaws, policies or agreements of the SRA.

4.13 Conflict of Interest

A Director, Officer, or member of a Board designated Committee shall be bound by the Board approved Policy regarding any perceived conflict of interest. Please refer to SRA policy and procedures.

4.14 Removal of Board Member

In addition to the means by which the office of a director may be vacated by operation of law the Board may, by ordinary resolution, remove a director and declare the office to be vacated if:

- a) the holder of the office absents himself/herself unreasonably from three (3) consecutive meetings of the Board without special leave of absence from the Board or from the President of the SRA;
- b) the holder of the office does not adhere to SRA bylaws, articles, policies, procedures, regulations or agreements;
- c) the holder of the office uses or appears to use, or reveal, without proper authorization or for personal gain, any information which is confidential to the Board and not generally available to the members of the SRA or the general public;
- d) the holder of the office places themselves in a position where he/she is under obligation to any person or organization who might benefit from special considerations or favours on their part or in any way gain special treatment from them; or
- e) the holder of the office places himself/herself in a position where his/her personal and private affairs may conflict with the interests of the SRA.

4.15 Indemnification

The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

The Corporation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

4.16 Remuneration of Directors

Members of the Board of Directors are volunteers and as such shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, however he/she may be paid reasonable expenses incurred by him in the performance of his duties. Bills and receipts must be provided to receive reimbursement for such expenses.

4.17 Executive Director or Designate

The Board shall hire either:

- a) an Executive Director with or without staff to administer and implement the activities of the SRA in accordance with the policies and procedures decided upon by the Board; or
- b) an outside agency hereinafter referred to as a "designate" with or without staff, to administer and implement the activities of the SRA in accordance with the policies and procedures decided upon by the Board.

4.18 Solicitor

The Board shall appoint a solicitor to advise the Board regarding legal matters, and to represent the SRA in any litigation that it may become involved in and to serve on the Hearing Committee.

4.19 Committees

The Board shall establish terms of reference and membership of any required committees, provide resources for committee functions and ensure committee reporting procedures.

4.20 Investigation Committee

The Board shall appoint the Chairperson of the Investigation Committee whose responsibility it shall be to investigate allegations of misconduct as set forth in the SRA's Dispute Resolution Policy.

4.21 Drug and Doping Committee

The Board shall appoint a Drug and Doping Committee made up of the President and two other Board Members, appointed by the President, whose responsibility it shall be to determine how a member should be penalized for drug and/or doping violations. Such a Committee will be formed when necessary to deal with a specific member who has violated the SRA's Drug and Doping Policy and will be disbanded once that member has been dealt with.

4.22 Approval

All actions of the Board are to be approved annually by the membership of the SRA present at the annual general meeting by means of an approving motion.

5. EXECUTIVE DIRECTOR OR DESIGNATE

5.1 Responsibilities

The Executive Director or designate shall be responsible for:

- a) carrying out the day to day administration and management of the affairs of the SRA;
- b) assisting the Board to ensure legal and efficient use of SRA's funds and recording of the same;
- c) giving such assistance as is necessary to members of the Board of Directors and appointed committees so that they may fulfill their duties.
- d) Refer to the SRA's policy and procedures and most current executive director contract.

5.2 Authority

The Executive Director or designate has sufficient authority to take measures that are necessary in the daily management of the organization in accordance with the orientation, policies and programs in place.

5.3 Term

The length of the contract of the Executive Director or designate is to be determined by the Board.

6 FINANCIAL AFFAIRS

6.1 Finances

The Executive Director, or designate, and a Board Member shall be responsible for the overall financial management of the SRA, including the preparation of all grant submissions and budgets, the handling of all day to day expenses and revenues, and the periodic reporting of the financial situation of the SRA to the Board. All operating funds of the SRA shall be placed and kept in legal accounts at a financial institution approved by the Board.

6.2 Signing Authority

All documents providing payments by the SRA shall be signed by two of three persons designated by the Board.

6.3 Investment

Funds may be placed in investment programs, securities and properties, to the advantage of the SRA and as approved by the Board.

6.4 Budget and Grant Applications

All budget and grant applications shall be prepared by the Executive Director or designate and one Board Member and presented to the Board for approval.

6.5 Fiscal Year

The fiscal year of the SRA is from September 1st to August 31st.

6.6 Auditor

An auditor shall be appointed by the members of the SRA at the annual general meeting of the SRA for the purpose of auditing the books.

6.7 Audit

An audit of the financial statements of the SRA shall be carried out annually.

7. AMENDMENT OF BYLAWS

7.1 Procedure

a) These Bylaws may be cancelled, altered, or added to by Resolution at any Annual Meeting or Special Meeting of the Corporation.

b) The thirty (30) days notice of the Annual Meeting or Special Meeting of the Corporation must include details of the proposed resolution to change the Bylaws.

c) Amendments to these Bylaws shall only be made after the motion to amend has been passed by two-thirds (2/3) majority of those present and eligible to vote at an Annual Meeting or Special Meeting of the membership.

d) The amended Bylaws take effect immediately following approval of the Resolution at the Annual Meeting or Special Meeting of the membership.

8. WINDING UP

8.1 Procedure

Subject to section 199(5) and (6) of *The Non-Profit Corporations Act* of Saskatchewan, on dissolution of the SRA, its property and assets shall, after the payment of all liabilities, be transferred to one or more charitable corporations as may be decided by the Board.