

**Edmonton Basketball Officials Association**  
**BYLAWS**

**ARTICLE 1 – PREAMBLE**

**1.1 The Association**

The name of the association shall be the Edmonton Basketball Officials Association, which also may be known as the EBOA, or the Association.

**1.2 The Bylaws**

The following articles set forth the Bylaws of the Edmonton Basketball Officials Association.

**ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS**

**2.1 Definitions**

In these Bylaws, the following words have these meanings

2.1.1 *Association* means the Edmonton Basketball Officials Association.

2.1.2 *Board* means the organized and recognized group of members in the Edmonton community and district.

2.1.3 *Bylaws* means the Bylaws of this Association as amended.

2.1.4 *Executive* means any officer listed in **Article 6.1**.

2.1.5 *Member* means a member of the Association.

2.1.6 *Special Meeting* means the special general meeting described in **Article 5.2**.

2.1.7 *Special Resolution* means:

- (a) a resolution passed at a General Meeting of the membership of this association. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- (b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- (c) A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.8 *Voting Member* means a member entitle to vote at the meetings of the Association.

**2.2 Interpretation**

The following rules of interpretation should be applied in interpreting these Bylaws.

2.2.1 *Gender* words indicating the male gender also include the female gender, and vice-versa.

2.2.2 *Headings* are for convenience only. They do not affect the interpretation of these Bylaws.

2.2.3 *Liberal Interpretation:* these Bylaws must be interpreted broadly and generously.

## **ARTICLE 3 – OBJECTIVES OF THE ASSOCIATION**

### **3.1 The objectives of the Association are:**

- (a) To represent the interests of basketball officials in Edmonton and area
- (b) To facilitate the development of officials.
- (c) To recruit and develop new officials.
- (d) To promote full enforcement of the rules of the game in both letter and spirit.
- (e) To negotiate and coordinate payment for games assigned through or by the EBOA.
- (f) To obtain educational materials for Members.
- (g) To coordinate activities with other boards.
- (h) To support the promotion of the game of Basketball.

## **ARTICLE 4 - MEMBERSHIP**

### **4.1 Membership Type**

There are Four categories of Members

- (a) Active Members
- (b) Community Members
- (c) Associate Members
- (d) Honorary Life Members

#### **4.1.1 Active Members**

To become an Active Member, an individual must:

- (a) Write the appropriate rules exam each year and obtain the mandatory minimum mark;
- (b) Attend the appropriate local education clinics and designated provincial education clinics as required; and
- (c) Pay the annual membership fees for Active Members.

#### **4.1.2 Community Members**

To become a Community Member, an individual must:

- (a) Write the appropriate rules exam each year and obtain the mandatory minimum mark;
- (b) Attend the appropriate education clinic; and
- (c) Pay the annual membership fees for Community Members.

#### **4.1.3 Associate Members**

To become an Associate Member, an individual must:

- (a) Apply to the Executive and be recommended by the Association; and
- (b) Pay the annual membership fees for Associate Members.

#### **4.1.4 Honorary Life Members**

An individual may become an Honorary Life Member if the voting members at a General Meeting pass a resolution recognizing the contributions of an individual who has made outstanding contributions to the Association or its objectives. The Executive may waive the membership fees for Honorary Life Members.

## **4.2 Admission of Members**

Any individual may become a Member in the appropriate category by applying to the Executive of the EBOA and meeting the requirements in **Article 4.1**. The individual will be entered as a Member under the appropriate category in the membership registry.

## **4.3 Membership Fees**

### **4.3.1 Membership Year**

The membership year is from August 1 to July 31.

### **4.3.2 Setting Membership Fees**

The annual membership fees for each membership type is decided by the Executive and ratified by the membership

### **4.3.3 Payment Date for Fees**

The annual membership fees must be paid on or before December 31 of each year.

## **4.4 Rights and Privileges of Members**

### **4.4.1 Any Member in good standing is entitled to:**

- (a) receive notice of meetings of the Association;
- (b) attend any meeting of the Association;
- (c) speak at any meeting of the Association;
- (d) exercise other rights and privileges given to Members in these Bylaws.

### **4.4.2 Voting Members - Only Active Members in good standing can vote at meetings of the Association**

### **4.4.3 Number of Votes - A voting Member is entitled to one (1) vote at a meeting of the Association.**

### **4.4.4 Member in Good Standing**

A Member is in good standing when:

- (a) the Member has paid membership fees or other required fees to the Association; and
- (b) the Member is not suspended as a Member as provided under **Article 4.5**.

## **4.5 Discipline of Membership**

### **4.5.1 Decision to Discipline Members**

The Executive may discipline a Member for one of the following reasons:

- (a) if the Member has failed to abide by the Bylaws;
- (b) if the Member has failed to abide by the policy of the association;
- (c) if the Member has failed to adhere to the Code of Conduct of the Association; or
- (d) if the Member has done or failed to do anything judged to be harmful to the Association.

### **4.5.2 Notice to the Member**

- (a) The affected Member will receive written notice of the Discipline committee's intention to hold a Special Meeting to determine if that Member should be suspended or expelled or not.
- (b) The Member will receive at least twenty-one (21) days notice of the Special Meeting.
- (c) The notice will state the reasons why suspension or expulsion is being considered.

#### 4.5.3 Discipline Committee's Decision

- (a) The Discipline Committee must find by a vote of a minimum two-thirds (2/3) majority, if a Member is to be suspended or expelled.
- (b) The Discipline Committee shall decide on the type of discipline (i.e. length of the time of the suspension or expulsion).
- (c) The Member will be notified in writing of the decision of the committee and appeal process if required.

#### 4.5.4 Appeal to Executive

The Member may appeal the discipline decision to the Executive provided written notice of this appeal is presented to the Executive within 30 days of the notification of the member.

### **4.6 Withdrawal of Membership**

4.6.1 Any Member may withdraw from the Association by submitting the intention to withdraw in writing to the Executive of the EBOA.

4.6.2 Such withdrawal shall take effect upon receipt by the EBOA of such notice.

4.6.3 A person who withdraws will still be liable for any debts to the EBOA. No refund will be provided for unused portions of the membership fee.

### **4.7 Dual membership**

4.7.1 A Member may hold membership in two different boards if approved in writing by the local Executives.

4.7.2 The provincial body, the Alberta Basketball Officials Association, should be notified in writing of all such dual memberships.

### **4.8 Transmission of Membership**

No right of privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies or is expelled from the Association.

### **4.9 Limitation on the Liability of Members**

No Member of the EBOA is liable for any debt or liability of the Association in an individual capacity.

## **ARTICLE 5 – MEETINGS OF THE ASSOCIATION**

### **5.1 Annual General Meeting (AGM)**

5.1.1 The Association holds its Annual General Meeting no later than May 30 of each calendar year. The Executive determines the place, day, and time of the meeting.

5.1.2 The Executive will notify the Members at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date, and time of the AGM and any business requiring a Special Resolution.

### 5.1.3 The Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- (a) Call to order
- (b) Adopting the agenda;
- (c) Adopting the minutes from the last Annual General meeting;
- (d) Considering the President's report;
- (e) Officer's reports;
- (f) Financial reports;
- (g) Old business
- (h) Considering matters specified in the meeting notice;
- (i) New business
- (j) Election of officers;
- (k) Adjournment.

### 5.1.4 Attendance by the Public

Annual General Meetings of the Association are open to the public. A majority of the Members present may ask any persons who are not members to leave.

### 5.1.5 Quorum

5.1.5.1 Attendance by 15% of the Active members and no less than 6 of the Executive at the Annual General meeting is a quorum.

5.1.5.2 The President may cancel the Annual General Meeting if a quorum is not present within thirty (30) minutes after the set start time of the meeting. The meeting will be rescheduled within 30 days and any decisions made will be as if conducted at the original meeting date.

### 5.1.6 Voting

5.1.6.1 Each Voting Member is entitled to one (1) vote. A show of hands decides each vote. A ballot is used if at least five (5) voting Members request it.

5.1.6.2 A voting member may not vote by proxy.

5.1.6.3 Each issue is decided by a majority of the votes cast by the voting members, unless the issue needs to be decided by special resolution.

5.1.6.4 The President declares a resolution carried or lost. The statement is final and does not include the number of votes for and against the resolution.

### 5.1.7 Adjournment

The Executive may adjourn the Annual General Meeting with the consent of the members at the meeting. The adjourned Annual General Meeting conducts the unfinished business from the initial meeting and any decisions will be as if conducted at the original meeting. No notice shall be required of any adjournment of adjourned meeting

## **5.2 Special Meetings**

### **5.2.1 Calling of Special Meetings**

A Special Meeting may be called at any time;

(a) by a resolution of the Executive

(b) on the written request of a least 10 Active Members of the EBOA. The request must state the reason for the Special General Meeting and the motions to be submitted at such Special General meeting.

### **5.2.2 Notice**

The Executive will notify Members at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, and time of the Special General Meeting. The Meeting must take place no later than 30 days after the Executive is made aware that the meeting has been duly called under **Article 5.2.1 (b)**.

### **5.2.3 Agenda**

Only the Matter(s) set out in the notice for the Special General Meeting are considered at the Special General meeting.

### **5.2.4 Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum and adjournment requirements as the Annual General Meeting.

## **5.3 Regular General Meetings**

### **5.3.1 Notice**

The Executive will notify the Members at least seven (7) days before scheduled Regular General Meetings. This notice states the place, date, and time of the Regular General Meeting and if possible, the agenda items.

### **5.3.2 Procedure at the Regular General Meeting**

Any Regular General Meeting has the same method of voting and the same quorum and adjournment requirements as the Annual General Meeting.

## ARTICLE 6 – THE EXECUTIVE

### 6.1 Powers and Duties of the Executive

The Executive governs and manages the affairs of the Association. The Powers and duties of the Executive include:

- (a) Promoting the objectives of the Association;
- (b) Promoting membership in the Association;
- (c) Paying persons for services and protecting persons from debts of the Association;
- (d) Investing Extra monies;
- (e) Maintain all accounts and financials records of the Association
- (f) Approving all contracts for the Association;
- (g) Making policies for managing and operating the Association;
- (h) Appointing persons to fulfill the role of Treasurer.

### 6.2 Composition of the Executive

The Executive consists of ten elected (10) members with voting rights and one (1) appointed member without voting rights. The elected members include: the President, Vice-President, Secretary, Development and Education Officer, Junior Development Officer, Assignor, Assistant Assignor, and Community League Assignor. Member At Large and Past President. The appointed members include: Treasurer.

### 6.3 Election of the Executive

- 6.3.1 Elections are held at the Annual General Meeting, with the exception of the immediate past president who takes this position automatically upon the election of a new President.
- 6.3.2 The order of precedence for voting shall be: President, Vice President, Secretary, Development and Education Officer, Junior Development Officer, Assignor, Assistant Assignor, the Community League Assignor and the Member at Large.
- 6.3.3 Only Active Members in good standing shall be eligible to stand for election as an Executive Officer.
- 6.3.4 Members are elected in Alternating terms.
  - (a) In odd numbered years, the order of voting for the first group will be: President, Vice President, Assignor, Development and Education Officer and the Community League Assignor.
  - (b) In even numbered years, the order of voting for the second group will be: Secretary, Treasurer, Assistant Assignor, Junior Development Officer and Member at Large.
- 6.3.5 The Nomination Committee may provide a slate of candidates to the Members prior to the Meeting. Nominations, if duly seconded, will be accepted from the floor.
- 6.3.6 Voting for the Executive Officers will be by secret ballot. Ballots will be destroyed after the count.
- 6.3.7 There will be a separate election for each vacant position and the candidate who receives at least 50 % of the votes plus one will be declared elected.
- 6.3.8 If there is only one candidate for any position, that candidate will be elected by acclamation.
- 6.3.9 If nominations are not forthcoming for a position up for election, the retiring officer may be asked to assume the position for 1 year. If that is not possible, the position will be considered vacant and be filled as per **Article 6.4.2**.

## **6.4 Terms in Office**

- 6.4.1 All positions shall serve a term of two (2) years, commencing after the close of the general meeting at which they were elected.
- 6.4.2 Executive Officers, excluding the President, hold office until re-elected or until a successor is elected.
- 6.4.3 Voting members may re-elect the President for a maximum of two (2) full consecutive terms.

## **6.5 Resignations or Removal of an Executive Officer**

- 6.5.1 If any Executive Officer, excluding the President, shall:
  - (a) resign their office;
  - (b) be absent from 3 or more Executive meetings without reasonable excuse; or
  - (c) be suspended or expelled from the Association;the Executive may declare the position vacated and may appoint a successor to hold office for the remainder of the term.
- 6.5.2 A quorum of the Executive may fill vacancies from among the Active Members. If there is not a quorum of Executive Officers, the President shall forthwith call a meeting of the members to fill the vacancy.
- 6.5.3 In the case of the death, resignation or expulsion of the President, the Vice President shall assume the office until the end of the term.
- 6.5.4 Members of the Executive may be removed from office at a properly called and constituted Special meeting as per **Article 5.2.1.b**. Such motion must pass with a majority vote of the voting membership present.

## **6.6 Remuneration of Executive Officers**

Executive Officers shall receive remuneration for services rendered as decided by the Executive and ratified by the membership.

## **6.7 Liability of the Executive**

The Executive members shall not be liable for any action taken or omitted by them in good faith or for acts of any agent, employee or attorney selected by the Executive with reasonable care.

## **6.8 Meeting of the Executive**

- 6.8.1 Meetings
  - (a) Executive Meetings occur as often as the business of the Association dictates but at least one every three (3) months.
  - (b) The President shall call the meetings with five (5) days notice given to the Executive members.
  - (c) A special meeting may be called upon the written request of ten (10) Active Members of the Association, stating the business to be considered at that meeting. At least three (3) days notice must be given to the Executive Members.

6.8.2 Quorum

Attendance of no less than 6 members of the Executive shall be a quorum.

6.8.3 Resolution

All Executive members may agree to and sign a resolution. This resolution is as valid as one passed at any Executive meeting. It is not necessary to give notice or to call an Executive meeting. The date on the resolution is the date it is passed.

**6.9 Duties of the Executive Officers**

6.9.1 **The President:**

- When present, chair all meetings of the Association, the Executive and Executive Committees and with the Secretary call and prepare the agenda for meetings;
- Be an ex-officio member of all committees, except the Nominating Committee;
- Act as the spokesperson for the Association and act as its official representative, or designate another Executive Member in his absence.
- Ensures bylaws are enforced;
- Ensure that resolutions or Motions passed by the membership are executed;
- Carries out other duties assigned by the Executive.

6.9.2 **The Vice-President:**

- Assumes the duties of the President in his absence;
- Spearheads recruitment of new officials;
- Carries out other duties assigned by the Executive.

6.9.3 **The Secretary:**

- Attends all meetings of the Society, the board, and the Executive committee.
- Keeps accurate minutes and maintains the minute books of these meetings;
- Is responsible for all correspondence of the Association;
- Maintains an accurate record of names and addresses of all members;
- Maintains an accurate record of Members clinic attendance, assigned levels, exam scores;
- Ensures all notices of various meetings are sent;
- Carries out other duties assigned by the Executive.

6.9.4 **The Treasurer:**

- Makes sure that all monies paid to the association are deposited in a chartered bank, treasury branch or trust company approved by the Association.
- Collects fees from leagues, arranges payments of fees owing to officials and makes payments of any outstanding bills approved by the Executive.
- Presents financial reports at Executive meetings as requested, and to the membership at the Annual General meeting;
- Is responsible to collect and deposit membership and clinic fees.
- Ensure that the financial records are in order for the annual internal review prior to the end of the fiscal year.
- Assists executive members in establishing an annual budget by acting as a consultant, and notifying the Executive as to the funds spent or income generated in each portfolio to assist with budget forecasting.
- Invests extra funds in conservative and secure instruments (i.e. Guaranteed Investment Certificate)
- Carries out other duties assigned by the Executive.

6.9.5 **The Development and Education Officer and Junior Development Officer:**

- Are responsible for a program of education, training and evaluation which promotes the continuous improvement of officials;
- Are responsible for educational activities including the organization of clinics;
- Coordinate the writing of the annual exam(s) and update records;
- Are responsible for the formation of evaluation committees and assigning committees;
- Maintain records of membership evaluations and officiating levels;
- Advise the membership of rule interpretations;
- Carry out other duties assigned by the Executive.

6.9.6 **The Assignor:**

- Assign referees to basketball games in the Edmonton Metro Area, at the high school and recreational levels.
- Is accountable to the Executive for all assignments made;
- Act as the Executive's contact for teams, leagues and organizations requiring officials for tournaments within the Greater Edmonton Area;
- Keeps records of games assigned and that monthly and year-end statements are available to officials;
- Provides the Treasurer with billing and pay-out information;
- Sends billings promptly to schools and institutions following tournaments and regular season;
- Carry out other duties assigned by the Executive.

6.9.7 **The Assistant Assignor:**

- Assign referees to basketball games outside the Edmonton Metro Area and at the Junior high school levels;
- Is accountable to the Executive for all assignments made;
- Act as the Executive's contact for teams, leagues and organizations requiring officials for tournaments outside the Greater Edmonton Area;
- Keeps records of games assigned and that monthly and year-end statements are available to officials;
- Provides the Treasurer with billing and pay-out information;
- Carry out other duties assigned by the Executive.

**6.9.8 The Community League Assignor:**

- Assigns officials for all the Edmonton Youth Basketball Association (or organizations with similar objectives) basketball games including the regular season, tournaments and regular season playoffs.
- Is responsible to keep track of the T-shirt inventory including distribution and storage;
- Acts as the liaison between youth basketball associations and the Association;
- Carries out other duties assigned by the Executive.

**6.9.9 The Member At Large:**

- Acts as the liaison between the Executive and membership;
- Is responsible for awards selections and presentation;
- Is responsible to arrange and oversee the exchange program;
- Acts as the Chair of the Grievance Committee **Article 6.9.1**;
- Carries out other duties assigned by the Executive.

**6.9.10 The Past President:**

- Regularly reviews the Bylaws and ensures that this document reflect the current purposes and satisfy the present requirements of the Association;
- Acts as the chair of the Discipline Committee;
- Acts as Chair of the Nomination Committee **Article 6.9.2** to search for suitable individuals to run for Executive positions;
- Serves in an advisory position to the Executive;
- Carries out other duties assigned by the Executive.

## **6.10 Appointed Executive Members**

- 6.10.1 The position of the Treasurer, is appointed by the Executive.
- 6.10.2 Appointed Executive Members attend Executive meetings, but do not have voting rights.
- 6.10.3 Selection of Appointed executive members is done on a two year renewable terms.
  - (a) In even years, the position of will be appointed or renewed .
- 6.10.4 Terms may be renewed indefinitely until another qualified candidate expresses interest, or the appointed member resigns

## **6.10 Executive Committees**

The Executive may appoint committees to advise the Executive. The Executive establishes these standing committees:

- (a) Grievance Committee;
  - (b) Discipline Committee; and
  - (c) Nomination Committee.
- 6.10.1 Grievance Committee
    - (a) Consists of the Member At Large, who chairs the committee, and such other active members as may be added by the Executive or chairperson.
    - (b) Is responsible for:
      - Reviewing all written grievances, gather information and meet with appropriate parties; and
      - Ruling on the grievance and make recommendation to the Executive for approval.
  - 6.10.2 Discipline Committee
    - (a) Consists of the Past President, who chairs the committee, and such other active members as may be added by the Executive or chair.
    - (b) Is responsible for
      - Determining if a member will be suspended or expelled as per **Article 4.5**; and
      - Dealing with other specific issues relating to member conduct as determined by the Executive.
  - 6.10.3 Nomination Committee
    - (a) Consists of the Past President, who chairs the committee, and such other active members as may be added by the Executive or chairperson.
    - (b) Is responsible for
      - Preparing a slate of nominees for the Executive Officer's positions; and
      - Orienting new Executive Committee members.

## **ARTICLE 7 – FINANCES AND RECORD KEEPING OF THE ASSOCIATION**

### **7.1 Finance and Review**

- 7.1.1 The Fiscal year of the association ends on July 31 of each year.
- 7.1.2 An internal financial review of the books, account and records of the association must be completed at least once each year. The Reviewer, appointed by the Executive, should provide a report on his review of the financial statements.

### **7.2 Cheques and Contracts of the Society**

- 7.2.1 The signing officers of the Association shall be any three of the following: President, Vice – President, Assignor, Assistant Assignor and Treasurer. Two signatures are required on all cheques or disbursements.
- 7.2.2 All contracts of the Association must be signed by the designated Executive Member(s) or other persons authorized to do so by resolution of the Executive.

### **7.3 Borrowing Powers**

The association shall borrow no money.

### **7.4 Payments**

- 7.4.1 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon Executive approval.
- 7.4.2 Advances may be paid to the membership if approved by the Executive
- 7.4.3 Final payments to officials will be as soon as possible after the active basketball season is over pending collection of billings and bill payments.

### **7.5 Disposal of Funds**

Monies received by, or on behalf of, the Association shall be deposited in to the Association Account. This will be a secured in a chartered bank or trust company selected by the Executive.

### **7.6 The keeping and Inspection of the Books and Records of the Association**

- 7.6.1 The Secretary keeps the original Minute Books and records minutes of all meetings of the members and of the Association.
- 7.6.2 A Member wishing to inspect the books or records of the Association must give reasonable notice to the President or the Secretary of the Association of his intention to do so.
- 7.6.3 All Financial records of the Association are open for such inspection by the Members.
- 7.6.4 Other Records of the Association are also open for inspection, except for records that the Executive designates as confidential.

## **ARTICLE 8 – AMENDING THE BYLAWS**

- 8.1** These Bylaws may be cancelled, altered or added to by a special resolution at any Annual General or Special General Meeting of the Association.
- 8.2** The Twenty-one (21) days’ notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws
- 8.3** The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting.

## **ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION**

- 9.1** The Association does not pay any dividends to its Members.
- 9.2** If the Association is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution.