

**AMENDED AND
RESTATED BY-LAWS
OF
THE WATER SKI AND
WAKEBOARD
ASSOCIATION OF
ALBERTA**

commonly known as
Water Ski and Wakeboard
Alberta (WSWA)

December 2019

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SECTION I GENERAL

Article 1.01 Association Name

The name of the association shall be THE WATER SKI AND WAKEBOARD ASSOCIATION OF ALBERTA. The Water Ski and Wakeboard Association of Alberta may carry out its activities under the trade name of “Water Ski & Wakeboard Alberta” OR “WSWA”. For the purposes of these by-laws, the organization shall be referred to as “WSWA”.

Article 1.02 Offices

The WSWA Board of Directors shall have the ability to determine the location(s), within Alberta, of the offices of WSWA.

- a. The head office of WSWA, as referred to in these by-laws, will be called the “Provincial Office”.

SECTION II MEMBERSHIP

Article 2.01 Membership Categories

WSWA will offer the following Membership Categories

- a. Individual Membership
- b. Affiliate Membership

The WSWA Board of Directors shall have the ability to determine the fees, sub-categories, responsibilities, and all other relevant details of the membership categories.

Article 2.02 Membership Eligibility

In order to become a WSWA member, the individual or affiliate representative must

- a. provide all required information, as determined by the Board of Directors, to WSWA;
- b. pay designated annual membership fees; and
- c. agree to abide by the rights and responsibilities of membership.

Article 2.03 Membership Responsibilities

Each WSWA member, whether as an individual or designated affiliate representative, shall conduct itself in a manner consistent with the by-laws and policies of WSWA and the decisions of the WSWA Annual General and Special Meetings, the Board of Directors and the Management Board.

The Board of Directors and the Management Board may, at any time, overrule any decision of a member that is inconsistent with the by-laws or policies of WSWA, a decision made at an AGM or by the Board of Directors or the Management Board.

Article 2.04 Membership Resignation or Expulsion

All memberships expire at the end of the calendar year for which they were applied for and purchased.

Any member of WSWA may withdraw before the end of the calendar year as a member by

providing the Board of Directors with written notice of such withdrawal.

Upon violation by a member of the by-laws or policies of WSWA or a decision of a WSWA General Meeting, the Board of Directors or the Management Board of which such member is or ought to have been aware, the Board of Directors may suspend or terminate the membership of such member or take such other action or impose such other sanctions as it deems appropriate in the circumstances. Prior to any such action being taken by the Board of Directors, the member under review shall be provided with notice of the alleged violation and shall be given an opportunity to offer written comment on or rebuttal to the alleged violation and to appear in person before the Board of Directors to present his, her or its case.

Article 2.05 Membership Rights

Any individual member, over the age of 18 years and with the power under law to contract, of WSWA has the right to:

- a. Run for and be elected to the WSWA Board of Directors; and
- b. Vote in person at all WSWA Annual General and Special Meetings. Voting by proxy is not permitted.

No individual member or designated affiliate representative shall be entitled to attend or vote at any WSWA General or Special Meeting unless she is in good standing with WSWA. For the purpose of this clause, the term "good standing" shall mean

- a. that the member is not in violation of the by-laws or policies of the WSWA or a decision of a WSWA General or Special Meeting, the Board of Directors or the Management Board; and
- b. all fees and other amounts due to WSWA from such member are paid in full.

Any individual member of WSWA has the right to attend any meeting of the Board of Directors. With prior notice and consent, they may address the Board on any issue however will not be entitled to a vote at these meetings.

SECTION III MEETINGS

Article 3.01 WSWA General Meetings

WSWA will hold a general meeting at least once per year. This meeting is referred to as the WSWA Annual General Meeting, or AGM.

The AGM shall be held at least once every calendar year within 90 days of the end of the previous fiscal year or on such date as the WSWA Board of Directors shall determine for the purposes of:

- a. reviewing the activities WSWA conducted during the preceding year and the financial statements for the mostly recently completed fiscal period of WSWA;
- b. electing the Board of Directors of WSWA; and
- c. attending to such other business that may be properly brought before the meeting.

Notice of meeting of the AGM shall be given not less than 21 days prior to the date of the meeting to every member of WSWA by email.

The President or, in his or her absence or inability or failure to act, the Past President or, in his or her absence or inability or failure to act, a member of the Board of Directors selected by the meeting shall act as the chair of the AGM.

The Executive Director shall act as secretary of the AGM and shall prepare or cause to be prepared the minutes of such meetings.

The chair of the AGM shall not be entitled to vote, except in the event of a tie, in which case the chair shall have the deciding vote.

A quorum for the transaction of business at the AGM shall be 10 members present in person, inclusive of the chair of the meeting.

Except as otherwise specified in this by-law, the Board of Directors shall have the power to establish procedures governing the conduct of the AGM.

Article 3.02 Special Meetings

On occasion, the Board of Directors may determine that a special meeting is required to address emerging issues that cannot wait until the next AGM.

All special meetings shall be subject to the same sanctions and procedures as the AGM, as detailed in Article 3.01.

SECTION IV THE BOARD OF DIRECTORS

Article 4.01 Election of the Board of Directors

The Board of Directors of WSWA shall consist of 7 – 11 persons, over the age of 18, with the power under law to contract, living in the province of Alberta, and members in good standing of WSWA.

Each year at the AGM, between 3 and 6 persons will be elected to the board. The remaining positions will be filled by those elected the previous year. Each Director shall serve a two-year term on the Board. Each position on the Board will be elected bi-annually in alternating years.

The Directors shall hold office until the close of the AGM following their election. A Director whose term of office has expired shall retire at the close of the AGM at which his or her successor is elected, but such retiring officer shall be eligible for reelection. The term of the Directors shall commence at the close of the AGM at which they are elected.

With the exception of the President, Director of Finance, and Secretary, all Board members will act as Directors at Large.

Article 4.02 Appointment of President, Director of Finance, and Secretary

In even-numbered years, the Board of Directors will elect, by secret ballot, a Director to act as President. The duties of the President shall include:

- a. to act as ex-officio a member of all Committees;
- b. when present, preside at all meetings of WSWA and the Board. The President or, in his or her absence or inability or failure to act, the Past President or, in his or her absence or inability or failure to act, a member of the Board of Directors selected by the meeting shall act as the chair of meetings of the Board of Directors;
- c. acting as the chief executive officer of WSWA

In even-numbered years, the Board of Directors will elect, by secret ballot, a Director to act as Secretary. The duties of the Secretary shall include:

- a. to prepare or appoint a designate to prepare the minutes of the AGM;
- b. shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary or President, or in his or her absence or inability or failure to act, a member of the Board of Directors selected by the meeting.

In odd-numbered years, the Board of Directors will elect, by secret ballot, a Director to act as Director of Finance. The duties of the Director of Finance shall include:

- a. acting as chief financial officer of WSWA;
- b. ensuring that the financial records of WSWA are properly maintained and financial statements are produced;
- c. ensuring that all monies of WSWA are properly received and kept safe and that all monies owing by WSWA are paid;
- d. providing financial information to the Board of Directors as required.

Article 4.03 Procedure for Nominations

At the AGM, any individual member of WSWA may nominate any other person not on the list of nominees from the Past President for election as a Director of WSWA.

Article 4.04 Removal or Resignation of Directors

If any Director is not fulfilling his or her duties of office in a manner satisfactory to the Board of Directors, the Board of Directors may remove such person from office before the expiry of his or her term by a resolution carried by not less than two-thirds of the votes cast on the question. Upon removal of a Director from office, the Board of Directors shall, by secret ballot, elect another person to fill the vacancy for the remainder of the term.

If a Director resigns prior to the expiry of her is his term of office, the Board of Directors shall determine whether the position shall remain vacant or a Special Meeting shall be convened to fill the vacancy. If a Special Meeting is called, then the vacancy may be filled by a resolution carried by not less than two-thirds of the votes cast on the question.

Article 4.05 Authority of the Board of Directors

The Board of Directors shall have the power and authority to:

- a. administer the affairs of WSWA;
- b. determine all policies required in connection with the affairs of WSWA;
- c. develop and administer all WSWA activities and programs;
- d. retain and terminate the employment of all staff required by WSWA, and fix the remuneration of such staff;
- e. approve the annual WSWA budget; and
- f. establish such committees as it deems necessary for the proper administration of the activities of WSWA;

all in accordance with the decisions and directives of the AGM.

Article 4.06 Remuneration of the Board of Directors

No member of the Board of Directors shall receive any remuneration from WSWA in connection with the holding of such office, except for the reimbursement or payment of expenses in accordance with the policies of WSWA.

Article 4.07 Meetings of the Board of Directors

The Board of Directors will determine the specific dates of the meetings of Board of Directors. The Board of Directors shall meet at least four times per year:

- a. subsequent to the WSWA AGM and before the annual meeting of the congress of WSWC;
- b. to approve the budgets;
- c. to plan the activities for WSWA for the next year; and
- d. to review the activities of WSWA.

The President or the Management Board may call special meetings of the Board of Directors at any time.

Notice of meetings of the Board of Directors shall be given not less than seven (7) days prior to the date of the meeting to all members of the Board of Directors and the chair of each committee of WSWA. If not a member of the Board of Directors, the chair of each committee of WSWA shall be entitled to attend all meetings of the Board of Directors and, unless the Board of Directors otherwise consents, may address the meeting only on matters relating to the area of responsibility of the chair's committee.

At meetings of the Board of Directors, each member of the Board of Directors, except for the chair, shall be entitled to one (1) vote. The chair of the meeting shall not be entitled to vote, except in the event of a tie, in which case the chair shall cast the deciding vote. Members of the Board of Directors shall not be entitled to appoint a proxy to attend and vote on his or her behalf at any meeting of the Board of Directors.

A quorum for the transaction of business at a meeting of the Board of Directors shall be five members, inclusive of the Chair of the meeting.

The Executive Director, or his or her designate, shall act as secretary of all meetings of the Board of Directors and shall prepare or cause to be prepared the minutes of each meeting.

Except as otherwise provided in this by-law, the Board of Directors shall have the power to establish procedures governing the conduct of meeting of the Board of Directors.

A meeting of the Board of Directors may be conducted by way of telephone conference call or any other type of communication that allows each member of the Board of Directors to hear the others; provided always that such a meeting only where reasonable attempts are made to include all members of the Board of Directors of the Management Board in the call or communication and at least two-thirds of the Board of Directors are involved in the call or communication.

Article 4.08 Email Voting

When the President deems it necessary, a vote of the Board of Directors may be taken by email without the calling of a formal meeting. In such circumstances the President or his or her designate shall:

- a. Email to each member of the Board of Directors or Management Board a clear statement of the question to be voted upon;
- b. Advise the members in writing of the closing date for receipt of ballots, which shall not be less than 1 day from the date on which the ballots are emailed.
- c. Advise the members of the email address to which all ballots are to be returned.

The president shall, within five (5) days of the closing date fixed for the receipt of ballots notify all members of the Board of Directors of the results of the voting. All ballots received by the President shall be kept on file.

SECTION V MANAGEMENT BOARD

Article 5.01 Election of the Management Board

The Board of Directors will determine if a Management Board will be appointed.

The Management Board of WSWA shall be comprised of:

- a. the President
- b. the Director of Finance
- c. three (3) other members of the Board of Directors

The three members of the Board of Directors to sit on the Management Board shall be selected by a secret ballot of the Board of Directors conducted at the first meeting of the Board of Directors held after the AGM. No nominations shall be made, and each member of the Board of Directors shall vote for three members of the Board of Directors, other than the President and the Director of Finance. The three members of the Board of Directors who receive the greatest number of votes shall sit on the Management Board. If there is a tie vote, the Board of Directors shall conduct a second secret ballot to select a member from those members who have received an equal number of votes.

The term of office of members of the Management Board shall commence at the close of the meeting of the Board of Directors at which the three members of the Board of Directors

selected to sit on the Management Board are determined and shall terminate at the close of the next AGM.

Article 5.02 Removal or Resignation of Directors

If any of the three members of the Board of Directors selected to sit on the Management Board is not fulfilling his or her duties on the Management Board in a manner satisfactory to the Board of Directors, the Board of Directors may remove such member from the Management Board before the expiry of his or her term by a resolution carried by not less than 60% of the votes cast on the question. Upon the removal of such a member, the Board of Directors shall, by secret ballot, select another member of the Board of Directors, other than the President or the Director of Finance, to fill the vacancy on the Management Board for the remainder of the term.

In the event of the resignation from the Management Board of any member elected by the Board of Directors, the Board of Directors shall, by secret ballot, elect a replacement director to hold office for the remainder of the term.

Article 5.03 Authority of the Management Board

The Management Board shall have the power and authority to:

- a. administer the day to day operations of WSWA and the implementation of all WSWA activities;
- b. supervise all WSWA staff; and
- c. reallocate budgeted funds within the area of responsibility of any Director, but not from the area of responsibility of one Director to the area of responsibility of another Director;

all in accordance with the decisions and directives of the AGM and the Board of Directors.

Unless specifically provided for in the budget approved by the Board of Directors, the Management Board shall not have the authority to utilize any funds from WSWA's capital reserves or its casino reserves without specific approval from the Board of Directors.

Article 5.04 Meetings of the Management Board

The Management Board shall meet as often as is necessary to ensure that the activities of WSWA are implemented in an orderly manner. Meetings of the Management Board shall be called by the President.

At each meeting of the Board of Directors, the President shall report with respect to all activities of any action taken by the Management Board since the last meeting of the Board of Directors.

Notice of meetings of the Management Board shall be given not less than three (3) days prior to the date of the meeting to all members of the Management Board.

The President, or in his or her absence or inability or failure to act, a member of the Management Board selected by the meeting shall act as the chair of meetings of the Management Board.

At meetings of the Management Board, each member of the Management Board, including the chair, shall be entitled to one (1) vote. In the event of a tie, the chair of the meeting may cast a second vote to break the tie. No member of the Management Board shall be entitled to appoint a proxy to attend and vote on his or her behalf at any meeting of the Management Board.

A quorum for the transaction of business at a meeting of the Management Board shall be three (3) members, inclusive of the chair of the meeting.

The Director of Finance, or his or her designate, shall act as secretary of all meetings of the Management Board and shall prepare or cause to be prepared the minutes of each meeting.

Except as otherwise provided in this by-law, the Management Board shall have the power to establish procedures governing the conduct of meetings of the Management Board.

SECTION VI OFFICERS AND COMMITTEES

Article 6.01 Appointment of Officers and Committees

After the close of the AGM, the Board of Directors will meet to appoint Officers and Committees to execute the annual projects for the association.

Officers and Committees may be selected from the Board of Directors or other individual members of WSWA, as determined by the Board of Directors.

The specific roles of Officers and Committee Members will be determined on an annual basis, after the projects for the year have been determined and may change from year-to-year. Specific roles of Officers and Committee Members may be found in the WSWA Policy Manual.

Article 6.02 Removal or Resignation of Officers

If any Officer is not fulfilling his or her duties of office in a manner satisfactory to the Board of Directors, the Board of Directors may remove such person from office before the expiry of his or her term by a resolution carried by not less than two-thirds of the votes cast on the question. Upon removal of an Officer from office, the Board of Directors, by secret ballot, elect another person to fill the vacancy for the remainder of the term.

Article 6.03 Remuneration of Officers

No Officer shall receive any remuneration from WSWA in connection with the holding of such office, except for the reimbursement or payment of expenses in accordance with the policies of WSWA.

Section 6.04 Committee Chairs

At the time of establishing any committee, the Board of Directors shall identify which Officer will assume responsibility for the committee.

The term of any chair of a committee who is not a Director shall expire at the close of the AGM next following the date on which the chair is appointed. Any person whose term as chair of a committee has expired may be reappointed.

The Board of Directors may delegate to the Management Board the responsibility of appointing the chair for any or all committees.

Section 6.05 Removal or Resignation of Committee Chairs

If the chair of any committee, including any Director, is not fulfilling his or her duties in a manner satisfactory to the Board of Directors, the Board of Directors may remove the chair from office by a resolution passed by not less than two-thirds of the votes on the question. Upon the removal of the chair of a committee, the Board of directors may appoint a new chair for the remainder of the term or any delegate such responsibility to the Management Board.

If the chair of a committee resigns, the Management Board may appoint a new chair for the remainder of the term.

Section 6.06 Committee Reporting

At each meeting of the Board of Directors, the chair of each committee shall report with respect to the planning and operational status of all activities in his or her committee's area of responsibility.

SECTION VIII RESPONSIBILITIES OF DIRECTORS, OFFICERS, AND COMMITTEE MEMBERS

Article 8.01 Membership

All Directors, Officers, and Committee Members shall be individual members of WSWA. No person may be nominated for or appointed to any office or committee unless she or he is an individual member of WSWA in good standing.

Article 8.02 Acting in Good Faith

All Directors, Officers, and Committee Members of WSWA (each of such persons being referred to as a "Volunteer") in discharging his or her duties shall act honestly and in good faith with a view to the best interests of WSWA. Subject to the foregoing, no Volunteer shall be liable for:

- a. The acts, receipts, neglects or defaults or any other Volunteer or of any employee of WSWA;
- b. Any loss, damage, cost, or expense of WSWA arising through the insufficiency or deficiency of title to any property acquired for or on behalf of WSWA;
- c. The insufficient or deficiency of any security in or upon which any of the monies of WSWA are invested;
- d. Any losses, costs, expenses or damages arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or other property of WSWA are deposited;

- e. Any loss, cost, expense or damage resulting from an error or judgment or oversight on his or her part;
- f. Any loss, cost, expense or damage or misfortune whatsoever that occurs in the execution of the duties of his or her office or in relation thereto;

Provided that nothing contained in this clause shall relieve any Volunteer from the duty to act in accordance with any applicable statute or from liability for any breach thereof. Subject to any limitations imposed by any applicable statute, WSWA shall indemnify each Volunteer, each former Volunteer, and his or her heirs and person representatives, against all cost, losses, damages, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by her or him in respect of any civil, or criminal or administrative action or proceeding to which she or he is made a party by reason of being or having been a Volunteer, if:

- a. She or he acted honestly and in good faith with a view to the best interests of WSWA;
- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that her or his conduct was lawful

Article 8.03 Expenditures

Any expenditure, debt or liability in an amount greater than \$1000 made or incurred on behalf of WSWA by any employee, or volunteer without the approval of the Board of Directors or the Management Board and which exceeds the amount budgeted for the activity in respect of which the expenditure, debt, or liability was incurred shall be the personal liability of such employee or volunteer, and WSWA and its members shall not be liable for such expenditure, debt or liability.

SECTION IX: FINANCIAL AFFAIRS

Section 9.01 Financial Review

The Fiscal year of WSWA shall end on the 31st day of December in each year. The Board of Directors may from time to time change the date upon which the fiscal year of WSWA shall end.

The accounts of WSWA shall be audited following the completion of each fiscal year by such person as the Board of Directors may determine.

The books and records of WSWA shall be available for inspection by any member of WSWA at every AGM.

No income of WSWA shall be available for distributing to or for the personal benefit of any WSWA member.

Section 9.02 Dissolution of WSWA

Upon the winding-up and dissolution of WSWA, after payment of all liabilities of WSWA, all remained assets shall be transferred to another non-profit organization with goals and objectives similar to WSWA. No amount shall be paid and no assets shall be distributed to or for the benefit of any member of WSWA.

Section 9.03 Accruing Debt

The Board of Directors may, without authorization of the AGM:

- a. borrow money on credit of WSWA;
- b. issue, reissue, sell or pledge debt obligations of WSWA;
- c. give a guarantee on behalf of WSWA to secure the performance of an obligation of any person; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all of any property of WSWA to secure any obligation of WSWA.

SECTION X AMENDMENTS

Article 10.01 Special Resolutions

No amendments shall be made to these by-laws except at an AGM. All amendments will be made by Special Resolution, as defined by Section 1(d) of the Societies Act, and shall be registered with Alberta Corporate Registries.

All amendments to this by-law shall require the approval at the AGM by a resolution carried by not less than three-quarters of the votes cast on the question.

Article 10.02 Notification of Amendments

All proposed amendments to be considered at any AGM shall be deposited with the President at the Provincial Office at least thirty (30) days prior to the date of the AGM.

The President shall cause all proposed amendments to this by-law to be forwarded to each member of WSWA with the notice of the AGM. Specific notification of the intention to amend the by-laws will be given not less than twenty-one (21) days before the meeting.

Article 10.03 Effective Date of Amendments

Any amendment to these by-laws shall become effective at the close of the AGM at which they were passed. Amendments will be registered with the Registrar of Corporations for the Province of Alberta as soon as possible after the AGM.

If the Registrar of Corporations finds any deficiencies with the by-laws then every effort will be made by the Board of Directors to act in accordance with the current by-laws registered at the Registrar of Corporations.