



TRACK & FIELD/ROAD RUNNING/CROSS COUNTRY

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Manitoba Track and Field Association Inc.
– Association Manitoabaine D’Athletisme INC.

BYLAWS

Revised March 23, 2012

ARTICLE 1: GENERAL

The Manitoba Track & Field Association INC. /Association Manitoabaine D’Athletisme INC is the governing organization for Track and Field, Road Running, Race Walking, Cross Country running and Paralympic Athletics events in the Province of Manitoba. Manitoba Track & Field Association INC. /Association Manitoabaine D’Athletisme INC. is a not for profit provincial sport organizations and we are partners and members of Sport Manitoba.

The vision of the Manitoba Track and Field Association INC. /Association Manitoabaine D’Athletisme INC is to provide recreational, competitive and elite athletes, coaches and officials with high quality, affordable programs that promote and develop the sport of Athletics which are accessible to all Manitobans.

The mission is to accomplish the goals as set out in our mission statement, in a transparent, equitable and fiscally responsible manner, and to continually strive to improve our methods in attaining those goals.

- 1.1 Purpose: These By-laws relate to the general conduct of the affairs the Manitoba Track and Field Association Inc. /Association Manitoabaine D’Athletisme INC, a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as the “Association” in these Bylaws.
- 1.2 Definitions: The following terms have these meanings in these Bylaws:
 - a. “Act” refers to the Manitoba Corporations Act, as from time to time amended;
 - b. “Ad-hoc” Committee refers to any committee, other than a Standing Committee, established by the Board to perform a certain task;
 - c. “Association” refers to the Manitoba Track and Field Association Inc. /Association Manitoabaine D’Athletisme INC which is also known as Athletics Manitoba and includes Track and Field, Road Running, Race Walking, Cross Country running and Paralympic Athletics events;
 - d. “Auditor” means an individual appointed by the voting Members at the Annual General Meeting to audit the books, accounts, and records of the Association;
 - e. “Board” refers to the Board of Directors of the Association;
 - f. “Constitution” refers to the Constitution/Articles of Incorporation of the Association, as filed with the Registrar and comprising a statement of the Association’s purposes;
 - g. “Director” refers to an individual elected or appointed to serve on the Board pursuant to these Bylaws and shall act in the best interests of the Association;
 - h. “Member” refers to a member of the Association and will include all categories of memberships referred to in these Bylaws;
 - i. “Ordinary Resolution” is a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members;
 - j. “Special Resolution” is a resolution passed by not less than two-thirds of the votes cast at a General Meeting of Members for which proper notice has been given;
 - k. “Registrar” refers to the Manitoba Registrar of Companies, or any successor or replacement agency;
 - l. “Standing Committee” is the Executive Committee, and any other Standing Committee that may be established by the Board;
 - m. “Branch” means those provincial or regional organizations that are duly affiliated in accordance with the By-laws of Athletics Canada;
 - n. “Sport Manitoba” is the lead planning, programming and funding agency for the development of amateur sport in Manitoba; and
 - o. “Athletics Canada” is the national sport governing body for Track and Field, including Cross-Country running, Road Running, Race Walking and Paralympic Athletics events.

- 1.3 Head Office: Subject to a change in the Bylaw the Head Office of the Corporation shall be situated in the City of Winnipeg, within the Province of Manitoba.
- 1.4 No Gain for Members: All activities of the Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.5 Conflict of Interest: A Director, Officer or member of a committee who has an interest in a proposed contract or transaction with the Association shall:
 - i. Disclose fully and promptly the nature and extent of such interest to the Board;
 - ii. Refrain from voting or speaking in debate on such contract or transaction; and
 - iii. Refrain from influencing the decision on such contract or transaction.
- 16 Ruling on Bylaws: Except as provided in the Act, the Board will have the authority to interpret any provisions in the Bylaws that are contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.7 Conduct of Meetings: Unless otherwise specified in the Act or these Bylaws, the Meetings of Members and Board of Directors will be conducted according to Roberts Rules of Order, the current edition. A copy of which shall be present at each meeting.
- 1.8 Interpretation: Words importing the singular include the plural and vice versa. Words importing the masculine gender shall include the feminine and vice versa.

ARTICLE 2: MEMBERSHIP

- 2.1 The categories of membership of the Association shall be divided into the following:
 - 2.1.1. Individual Membership:
 - 2.1.1a) Individual members: An individual member is a person who is registered with the Association as:
 - i. An Athlete Member in order to be eligible for competition; or is an
 - ii. Individual member of a registered Associate Organization.
 - 2.1.2 Club Membership:
 - 2.1.2a) Member Club: A member club is a club that is duly registered with the Association. The Association shall have the responsibility and jurisdiction over the clubs in Manitoba as has been delegated to them by the national Association.
 - 2.1.2b) School Club Membership: Registration under the category of “school club” will involve a one time fee per year for each School Club. This fee will cover all athletes listed on the club registration forms, regardless of the total number on the list. Athletes may be added to the list at any time during the year without additional cost to the school provided that they are from the same school.

Notwithstanding point 2.1.2 b) Regional School Clubs composed of more than one school located in a region will be permitted provided that each school consents in writing to being part of the club and that schools in the Regional School club may not register as individual School Clubs in that membership year.
 - 2.1.3 Associate Organizations including the Manitoba Track and Field Officials’ Association and other organizations which have registered with the Association in order to assist in the promotion of Track and Field, Road Running, Cross Country, Race Walking and Paralympic Athletics events.

- 2.2 Qualifications for Membership: The Board of Directors may from time to time by resolution prescribe such forms of application for membership containing such terms and conditions as the Board shall deem appropriate in the circumstances.
- 2.3 Membership Dues:
- 2.3.1 The membership year for the Association shall be January 1 – December 31.
- 2.3.2 The Board of Directors shall determine from time to time the annual dues payable by the categories of membership.
- 2.3.3 The Board of Directors will determine the deadline date by which membership dues, where levied, must be paid.
- 2.4 Transfers, Withdrawal and Termination of Membership:
- 2.4.1 Membership in the Association is non-transferable.
- 2.4.2 Termination of Membership: Membership in the Association shall automatically terminate upon:
- The member failing to pay membership fees or monies owed to the Association by the deadline dates prescribed the by the Association.
 - The member's death.
 - The expiration of the Member's annual membership unless renewed in accordance with these by-laws.
 - Resignation by the Member by giving written notice to the Association.
 - Dissolution of the Association.
 - Dissolution if the member is a corporation or representing a corporation.
 - As determined by a decision making panel in accordance with the Association's applicable discipline policies.
 - A majority vote of the Directors or the Members at a duly called meeting, given reasonable notice is provided and the member is provided an opportunity to be heard.
- 2.5 Resignation of Membership:
- 2.5.1 Any individual, Club or Associate member may withdraw from their membership in the Association at any time by giving written notice to that effect to the Executive Director of the Association.
- 2.5.2 An individual may not resign from the Association when the Member is the subject of a disciplinary investigation or action by the Association.
- 2.6 Member in Good Standing:
- 2.6.1 Definition – A Member of the Association will be in good standing provided that the Member:
- Has not ceased to be a Member;
 - Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - Has completed and remitted all documents as required by the Association;
 - Has complied with the Constitution, Bylaws, policies, and rules (if any) of the Association; and
 - Has paid all required membership dues.
- 2.6.2 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board, or the Discipline or Appeal Panels, will not be entitled to vote at meetings of Members, receive notice of member meetings, attend member meetings, speak at member meetings and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership, including but not limited to programs or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

SECTION 3: MEETING OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include an Annual General Meeting and any Special General Meetings.
- 3.2 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board.
- 3.3 Special General Meeting: The Board of Directors have the power to call a Special General Meeting of the Members of the Association at any time.
 - 3.3.1 The Board of Directors on receipt of request in writing, stating the reason, from at least 3 member clubs/associations shall call a special general meeting. The President of the Association shall fix a date for such meeting within 30 days of the receipt of such a request and then send written notice of such meeting a full 30 days prior to the meeting.
- 3.4 Annual General Meeting: The Annual General Meeting of the members of the Association shall be held at the head office of the Corporation or elsewhere in Manitoba as the Board may designate, at a date and time between Oct. 1st and November 30th agreed to by the Board of Directors.
 - 3.4.1 Notice of the Annual General Meeting shall be given a minimum of thirty days prior to the date of the Annual General Meeting. Written notice shall be given to each voting delegate of any Annual General Meeting or Special General Meeting.
 - 3.4.2 Business of the Annual General Meeting: The business of the Annual General Meeting shall include, but not be limited to:
 - a. Call to order
 - b. Establishment of Quorum
 - c. Appointment of Scrutineers
 - d. Approval of Agenda
 - d. Approval of the Minutes of the previous Annual Meeting
 - f. Board, Committee and Staff Reports
 - g. Approval of Auditor's report and financial statements
 - h. Appointment of an Auditor
 - i. New Business or as outlined in the meeting notice
 - j. Election of Directors
 - k. Adjournment
 - 3.4.3 New Business: Any Member who wishes to have new business placed on the agenda of a Meeting will provide written notice to the Association at least ten (10) working days prior to the meeting date or at the sole discretion of the President or designate.
 - 3.4.4 Quorum: Ten members present in person at the Annual or Special General Meeting representing at least 15 votes shall constitute a quorum.
 - 3.4.5 Voting at Meetings of Members: At all meetings of the members of the Association every question shall be determined by a majority of votes unless otherwise specifically provided by the Manitoba Corporations Act or by these Bylaws.
 - 3.4.6 Voting Privileges: Members will have the following voting rights at all the meeting of Members:
 - i. Individual Members: Members eighteen (18) years of age and older may attend and participate in meetings but are not entitled to a vote.

- ii. Club Members: Each member-club within the Association shall be entitled to one or more voting members at the Annual General Meeting or Special General Meeting of the Association in accordance with the following:
 - a. Clubs with 20 or less individual athletic or individual associate members holding cards = 1 vote.
 - b. Clubs with 21 to 40 individual athletic or individual associate members holding cards = 2 votes.
 - c. Clubs with 41 to 60 individual athletic or individual associate members holding cards = 3 votes.
 - d. Clubs with 61 to 80 individual athletic or individual associate members holding cards = 4 votes.
 - e. Clubs with 81 to 100 individual athletic or individual associate members holding cards = 5 votes.
 - f. When Clubs have individual athletic or individual associate members holding cards exceeds 100, Clubs shall be given one additional vote when reaching the following thresholds: 101, 121, 141, 161, etc.
 - g. Membership shall be based on Athletics Manitoba's record as of August 31 prior to the Annual General Meeting.
 - iii) Associate Organizations include the Manitoba Track and Field Officials' Association and other organizations shall abide by the same voting structure as Club Members as described in 3.4.6.ii.
 - iv) Directors may vote at regular Board meetings but may not vote at the Annual or Special General Meeting
- 3.4.7 Scrutineers: The Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast, counted and then destroyed.
- 3.4.8 Proxy Voting: There will be no voting by proxy.
- 3.4.9 Determination of Votes: Votes shall be determined by a show of hands or orally unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.4.10 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution of Members present who vote will decide each issue. In the case of a tie, the President will cast the deciding vote.
- 3.4.11 Electronic participation may be permitted at the discretion of the Board of Directors. If available, a Member may participate in a meeting of members by means such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a member participating in the meeting by that means is deemed to be present at that meeting.

SECTION 4: GOVERNANCE

- 4.1 Number of Directors: The Board shall consist of not more than fifteen (15) elected Directors and not less than ten (10).
- 4.1.1 Notwithstanding the limits of Section 4.1, one position of the Board of Directors shall be filled by the representative of the Athlete's Council.
 - 4.1.2 Notwithstanding the limits of Section 4.1 one position of the Board of Directors shall be filled by the representative of the Manitoba Track and Field Official's Association.
 - 4.1.3 Notwithstanding the limits of Section 4.1, one position of the Board of Directors shall be filled by the representative of the Manitoba Coaching Association.
 - 4.1.4 Notwithstanding the limits of Section 4.5, one position of the Board of Directors shall be filled by the representative of the Road Running Membership of the Association.

- 4.1.5 Vacancy: So long as a quorum of Directors remain in office, any vacancy occurring in the Board may be filled by a member of the Association appointed by the remaining Directors by a resolution passed by a majority vote. A Director so elected shall hold office for the remainder of the former Director's term.
- 4.2 Eligibility to serve as a Director: Directors must be individual athletic or associate members of the Association eighteen year of age or older, who are not employees of the Association or Athletics Canada.
- 4.3 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.
- 4.4 Nominating Committee: The Board may appoint a Nominating Committee, which will be comprised of three individuals. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in section 4.4 for the election of the Directors.
- 4.5 Nomination: Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature; and
 - b) Be submitted to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.
- 4.5.1 Incumbents: Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the Association fourteen (14) working days prior to the Annual General Meeting.
- 4.5.2 Circulation of Nominations and Platforms - Valid nominations will be circulated to all voting Members prior to the elections.
- 4.6 Election – The election of Board of Directors will take place annually at the Annual General Meeting as follows:
- a) With the exception of the four designated Board of Directors position as stated in Article 4.1.1 – 4.1.5, the election of the remaining seven to eleven positions on the Board of Directors will occur at the Annual General Meeting.
 - b) It is the intention that half the remaining positions will be filled in the even years and half in the odd years to allow for consistency on the Board of Directors.
 - c) The exception to election of Board of Directors, is if a Director resigns half way through the two year term. In this event, the vacancy can be filled through the Annual General Meeting nomination process or through the process described in Article 4.1.5.
- 4.6.1 Decision – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, where there are three or more valid nominations, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- 4.7 Resignation - A Director may resign from the Board at any time by presenting notice of resignation to the Board. This resignation will become effective on the date in which the request is approved by the Board. In the event that a Director who is subject to a disciplinary investigation or an action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.8 Vacate Office - The office of any Director will be vacated automatically should:
- The Director is found by a court to be of unsound mind;
 - The Director becomes bankrupt;
 - The Director is not a member;
 - Notification of the Director's death is received by the Association;
 - If the Director becomes ill so that he/she are unable to fulfil duties; and
 - If the Director misses three consecutive meetings, without providing notice of absence and is removed by a majority vote of the Board of Directors.
- 4.9 Removal – An elected Director may be removed by Ordinary Resolution of the voting Members present at an Annual General Meeting or Special Meeting provided the member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting. Such a resolution must be passed by a majority of the voting members present. The members are the only ones who can remove a Director.
- 4.10 Meetings of Directors
- 4.10.1 Call of Meeting: – The meetings of the Board will be held at any time and place as determined by the Board of Directors or the President.
- 4.10.2 Quorum: A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- 4.10.3 Number of Meetings: Meetings of the Board shall be held at least four times a year, and may be convened by the President or Vice-President at any time or place.
- 4.10.4 Notice of Meeting: Notice of any meeting of the Board shall be given to each Director electronically or by phone at least 14 days before each meeting with a copy of the agenda containing the business to be discussed. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice of otherwise signified their consent to the meeting being held in their absence.
- 4.10.5 No Notice of Meeting Required: For the first meeting of the Board held immediately following the election of Directors at an Annual General Meeting of the members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order to constitute the meeting, provided that a quorum of the Directors is present.
- 4.10.6 Waiver of Notice: Notice of any meeting of the Board or any irregularity in any notice of meeting thereof may be waived by any Director not properly notified..
- 4.10.7 Majority of Votes: Every question arising at any meeting of Directors shall be decided by a majority of votes cast on the question. In the event of a tie, the Chair will cast the deciding vote.
- 4.10.8 Voting: A declaration by the President that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie proof of the fact without proof of the number or proportion of the vote recorded in favour of or against such resolution.
- 4.10.9 Resolutions:
- Resolutions proposed at a meeting of the Board or committees established by the Board must be seconded and the President of a meeting may move or propose a resolution.
 - A resolution in writing, signed by a majority of Directors and placed with the minutes of the Board is valid and effective as if regularly passed at a meeting of the Board of Directors.

- 4.10.10 Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and of such regular meetings no notice need be sent.
- 4.10.11 Executive Director: The Executive Director shall attend and participate in all Board meetings but shall not be authorized to vote.
- 4.10.12 Meetings by electronic means: If available, a Member may participate in a meeting of members by means such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a member participating in the meeting by that means is deemed to be present at that meeting.
- 4.10.13 No Proxies: Directors may not at any time appoint a proxy to represent him/her at Board meetings.
- 4.10.14 Closed Meetings: Meetings of the Board will be closed to Members and the public except by invitation of the Board of Directors.

ARTICLE 5: Directors and Executive Committee

- 5.1** Executive Committee: The Executive Committee will be comprised of the President, Vice President, Treasurer and Secretary. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board. Election to the Executive Committee is by a vote or acclamation of the Board of Directors.
- 5.2** The Executive is elected by the Board of Directors at the first meeting of the Board following the Annual General Meeting.
- 5.3** Duties of the Members of the Executive Committee
- 5.3.1 President: The President of the Association shall:
- i. Preside as Chair over Annual General Meetings, Special Meetings, Board Meetings and meetings of the Executive Committee. The President shall, subject to the powers and duties of the Board, be the liaison between the Board of Directors and members and ensure the general management of the Association, is carried out according to program descriptions, strategic plans and direction from Sport Manitoba.
 - ii. In the absence or disability of the President, the Board shall delegate the powers and duties of the President to the Vice President.
- 5.3.2 Vice President: The Vice President of the Association shall:
- i. Be vested with all powers and shall perform all duties of the President in the absence or inability or refusal to act of the President and shall perform such other duties as may from time to time be prescribed by the Board.
- 5.3.3. Treasurer: The Treasurer of the Association shall:
- i. Provided direction to the Board and the Executive Director on the management and reporting of financial affairs of the Association.
 - ii. Ensure the Association keeps proper accounting records as required by the Act.
 - iii. Prepare and present to the Board regular reports on the Association's financial transactions and financial position.
 - iv. Have such other powers and duties as may from time to time be delegated to them by the Board.
 - v. Recommend an Auditor on yearly basis and make the motion at Annual General Meeting.
 - vi. Ensure communication with appointed Auditor is ongoing.
 - vii. Quality of Audit is verified.

- 5.3.4 Secretary: The Secretary of the Association shall:
- i. Record the minutes of all Board Meetings, Annual General Meetings and Special Meetings.
 - ii. Issue notices to Directors and Members.
 - iv. Perform such other duties as may from time to time be delegated to the Secretary by the Board.
- 5.4 Call of Meeting: Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.
- 5.5 Number of Meetings: The Executive Committee will hold at least four (4) meetings per year.
- 5.6 Quorum: Quorum will consist of three of the Executive's voting members.
- 5.7 Voting: Each Executive Committee member is entitled to one vote except the President who may only vote in the case of a tie and the Executive Director who is not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot.
- 5.8 Resolutions at the Executive Committee require a majority vote to implement.
- 5.9 Closed Meetings: Meetings of the Executive Committee will be closed.

ARTICLE 6: COMMITTEES

- 6.1 Appointment of Ad-hoc Committees: The Board may establish such committees as it deems necessary for managing the affairs of the Association.
- 6.2 Terms of Reference: The Board shall establish terms of reference and operating procedures for committees, and may delegate any of its powers, duties and functions to any committee.

Article 7: FINANCE AND MANAGEMENT

- 7.1 Fiscal Year: The fiscal year of the Association will be April 1 to March 31, or such other period as the Board may from time to time determine.
- 7.2 Bank: The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 7.3 Financial Transactions: All securities, monies and cheques of the Association will be deposited for safekeeping in one of the Association's bank accounts. Expenditures over one thousand dollars (\$1,000) for items such as capital assets or extraordinary items not disclosed in the annual budget will be decided by the Board of Directors by special resolution.
- 7.4 Signing Authority: All written agreements and financial transactions entered into in the name of the Association will be signed by two Officers being any two of the President, Vice-President, Secretary or Treasurer. The Board of Directors may authorize other persons to sign on behalf of the Association such as the Executive Director.
- 7.5 Annual Budget: The Executive Director and the Treasurer will produce a formal fiscal year budget proposal for a discussion and approval at least yearly at a Board of Directors meeting.
- 7.6 Auditors: The Treasurer is responsible for recommending an auditor for the approval by the Board of Directors. This will be confirmed at each Annual General Meeting of Members. The auditor shall have a recognized Financial Designation (preferably a Chartered Accountant) and shall not be an Employee or a Director of the Association.
- 7.7 Reports: The Treasurer will present the Auditor's Report and Financial Statements at each Annual General Meeting of the Association.

- 7.8 Books and Records: The books and records of the Association will be maintained as required by these Bylaws or by the applicable law and in compliance with the regulations for nonprofit organizations by the Institute of Chartered Accountants of Canada.
- 7.9 Property: The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, equipment or other properties, or any right or interest therein, for such consideration and upon such terms and conditions as the Board of Directors may determine.
- 7.01 Borrowing: The Association may borrow funds upon such terms and conditions as the Board may determine.
- 7.11 Salaries: The Executive Committee approves all staff changes including any changes in salaries.

ARTICLE 8 AMENDMENT OF BYLAWS

- 8.1 Voting : These Bylaws may only be amended, revised, repealed or added to by an affirmative Special Resolution vote of the Members of the Association present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately. Changes must be approved by two thirds of the voting members in attendance at the meeting.
- 8.2 Notice in Writing : Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered. The notice of such a meeting must include the details of the proposed changes to the Bylaws.

ARTICLE 9 NOTICE:

- 9.1 Written Notice: In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.
- 9.2 Date of Notice: Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 9.3 Error in Notice: The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 10 DISSOLUTION

Dissolution - Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property will be distributed to other charitable organizations in accordance with the provisions of the Act.

ARTICLE 11 INDEMNIFICATION

- 11.1 **Limitation of Liability:** No Director or Officer of the Association shall be liable to the acts or omissions or any other Director or Officer or employee of the Association or for any loss, damage or expense suffered by the Association through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Association shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any loss or damage which may occur in the execution of the duties of his office in relation thereto or in respect of any other act or omission of a Director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own act, willful neglect or default.



11.2 **Indemnity:** Every Director and Officer of the Association and their heirs, executors, administrators and estates, shall from time to time and at all times be indemnified and saved harmless by the Association from and against all cost, charges and expenses that such Director or Officer sustains or incurs by way of action, suit or proceeding commenced against him or in respect of any acts, deeds, matters or things whatsoever made, done or permitted by him in or about the execution of the duties of his office except such costs or charges or expenses which are occasioned by his own willful neglect or default.

SECTION 12: ADOPTION OF THESE BYLAWS

- 12.1 Ratification: These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a meeting of Members.
- 12.2 Repeal of Prior Bylaws: In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.
- 12.3 Review: The Board of Directors will review these Bylaws on an annual basis.

Upon the coming into force of the within Bylaws, all previous Bylaws shall be and hereby rescinded. Passed By the Board this ----- day of -----, 2012

Signature of President

Printed Name of President

Date

Signature of Secretary

Printed Name of Secretary

Date