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1 - GENERAL and DEFINITIONS

1.1 Purpose

- a) These Bylaws related to the general conduct of the affairs of the Orillia Girls Hockey Association.

1.2 Definitions

- a) "Association" means Orillia Girls Hockey Association (or such other name as the Association may in the future legally adopt);
- b) "Board" means the Board of Directors of the Association;
- c) Hockey Canada means the governing body for minor hockey in Canada (or such other name as Hockey Canada may in the future legally adopt);
- d) "Corporations Act" means that Corporations Act R.5.O. 1990, Chapter 38 and any statute amending or enacted in substitution therefore, from time to time;
- e) "Director" means an individual who has been elected or appointed to the Board of Directors of the Association;
- f) "OHF" means the Ontario Hockey Federation (or such other name as the OHF may in the future legally adopt);
- g) "OWHA" means Ontario Women's Hockey Association (or such other name as the OWHA may in the future legally adopt);
- h) "Policies" means written statements governing issues affecting the affairs of the Association, which have been considered and approved by the Board of Directors of the Association.
- i) "OGHA" means Orillia Girl's Hockey Association.
- j) "Members" means all classes of membership in the Association as provided for in Section 5.
- k) Ordinary Resolution a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- l) Special Resolution - a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.
- m) Extraordinary Resolution - a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.

1.3 Terms

a) All terms defined in the Corporations Act have the same meaning in this Bylaw and all other Bylaws and Resolutions of the Association.

1.4 No Gain for Members

a) 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 objects.

1.5 Ruling on Bylaws

a) Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.6 Interpretation

a) Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.7 Conduct of Meetings

a) Unless otherwise specified, Meetings of the Members and Meetings of the Board will be conducted according to Robert's Rules of Order {current edition}.

2 - REGISTERED OFFICE

2.1 The registered head office of the Association shall be located in the Province of Ontario

2.2 The Boundaries of the area of governance will be directed by the OWHA.

3 - MISSION OF THE ASSOCIATION

3.1 Mission

a) The purpose of the Association is to organize, develop, and promote ice hockey for the girls of the City of Orillia and the surrounding area.

b) Provide the opportunity for all eligible individuals to participate in ice hockey, and to provide community-based programs, which will allow a player to participate in an environment for fun, physical exercise and fair play without regard to race, creed, colour or ability, but with regard to facilities available: and

b) Instill in all players, coaches, managers and members associated with the OGHA good sportsmanship, correct and proper behavior and good citizenship on and off the ice, respect for authority and team play.

4 - AFFILIATIONS

4.1 The Association shall have the following affiliations:

- a) The Association shall be a member of the OWHA.
- b) The Association shall operate in cooperation with the City of Orillia Parks and Recreation Department and surrounding communities.
- c) The Association will follow the published rules of Hockey Canada, the Ontario Hockey Federation and the Ontario Women's Hockey Association, and other associations as approved by the Association

5 - CLASSES OF MEMBERSHIP

5.1 The Association has the following categories of Member:

- a) Player Member - A player who is eighteen (18) years old or older and who has paid the annual player registration fees.
- b) Parent Member - A parent/guardian of a player who is younger than eighteen (18) years old and who has paid the annual player registration fees on behalf of the player. There is a maximum of one Parent Member per player.
- c) Team Official Member - A rostered team official, including but not limited to, coaches, managers, or trainers, who are approved by the Board of Directors and registered as a Team Official with the OWHA.
- d) Volunteer Member - Any individual who has been approved by the Board of Directors, who fulfills voluntary responsibilities on behalf of the Corporation and who would not otherwise qualify as a Member.
- e) Director Member - Any individual holding a position as a Director of the Corporation.
- f) Lifelong Member - A member who has been recognized in the past by the Board of Directors.

6 – TERMS OF MEMBERSHIP AND ELIGIBILITY

6.1 Memberships

a) Active Membership:

- i) an individual parent or guardian who represents the interests of one of more a minor age players registered with the Association and who has paid the annual registration fee on behalf of the player. There is a maximum of ONE Active Member per player
- ii) Team Official Member - a rostered team official, including but not limited to coaches, managers or trainers who are approved by the Board of Directors and registered as a Team Official with the OWHA
- iii) Member of the Board of Directors- any individual holding a position as a Director with the Association
- iv) Volunteer - any individual, who is over the age of 18, who has been approved by the Board of Directors and, who fulfills voluntary responsibilities on behalf of the Association and would not otherwise qualify as a Member
- v) A player who has reached the age of eighteen and who has paid the annual player registration fee
- vi) Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Association and is entitled to one vote at any meeting of the Members of the Association, provided that such Active Member is in good standing. For greater clarity, one membership shall be issued to a designated parent or guardian in each family regardless of the number of minor aged players registered in that family. "Registered means whoever paid the registration for the player"

b) One Person - One Class of Membership:

- i) Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare himself/ herself prior to the start of any meeting of the membership and advise the chairperson of the membership class he/she/ wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

c) Registration

- i) Each category of Member must register with the Association and agree to abide by the Association's Bylaws, policies, procedures, rules and regulations.

6.2 Membership List

- a) The Registrar of the Association shall prepare and maintain a list of current Active Members. This list shall be kept at the head office and updated as necessary and made available to all Directors.
- b) Such list of Members shall be used to determine eligibility to attend and vote at any Meeting of the Membership.

6.3 Membership Duration

- a) Unless otherwise determined by the Board, every membership of the Association, shall end at the completion of the AGM for the previous season.
- b) For Members who are Directors, membership begins when the Director is elected/appointed and is terminated at the end of the Director's term of when they are resign from, or are removed from, office

6.4 Member in Good Standing

- a) Members in good standing shall be those defined in membership definitions admitted to Membership and who have paid all required membership fees to the Association.
- b) A Member in Good Standing:
 - i) An individual who has accepted a position, either by election or appointment, within the Orillia Girls Hockey Association, from June 1 to May 31, and who is not under suspension;
 - ii) an individual (parent or guardian) who represents the interests of a player or players registered with the Association in the current year, who is not under suspension and has paid fees or has made arrangements to pay such fees; or
 - iii) a player who has reached the age of majority and is registered with the Association in the current year, who is not under suspension and has paid fees or has made arrangements to pay suclilees:-
 - iv) Has completed and submitted all documents required by the Association
 - v) Has complied with the Bylaws, policies and rules of the Association

vi) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board

6.5 Privileges of Good Standing

a) Subject to these Bylaws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:

- i) To attend, participate, and vote at meetings of the Members;
- ii) To participate in the Association's activities; and
- iii) To participate in other events associated with the Association.

6.6 Cease to be in Good Standing

a) Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

6.7 Transfer, Suspension and Termination of Membership

a) Transfer - Membership in the Association shall not be transferable

b) Resignation - Members may resign from the Association by submitting a resignation in writing addressed to the Secretary and Registrar who in turn notifies the appropriate Board members.

c) Suspension - A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

d) Effects of Suspension - A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

e) Members whose Membership fees are in arrears for one (1) month shall be suspended from Membership and not permitted to vote, make nominations or hold office in the Association. The Treasurer shall inform those concerned of this suspension in writing.

f) A Member whose conduct is considered by the Board to be contrary to the stated Code of Conduct and the purposes of the Association shall be asked by the Board to explain or justify their actions. If the Member is unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the

Board shall give proper notice of motion, to be considered at the next Board meeting, requesting the concerned within a reasonable period of time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds (2/3) majority in a ballot conducted at the meeting. The Member concerned shall be invited to attend the meeting and to explain their position before the vote is taken.

g) Membership shall be automatically terminated immediately, but not limited to, any of the following reasons:

- i) The expiration of the Member's membership, unless renewed in accordance with these Bylaws
- ii) If the Member has been found guilty of an offence under the Ontario Women's Hockey Association Code of Conduct;
- iii) if the Member has been charged or found guilty of a criminal offence or involving violence under the Association's Vulnerable Sector Check Policy;
- iv) if the Member has failed to properly account for monies or other property belonging to the Association.
- v) The Member fails to maintain any of the qualifications or conditions of membership described in the Bylaws
- vi) A decision made by the Board (or designate) or a disciplinary panel in accordance with these Bylaws or the Association's policies
- vii) Resignation by the Member by giving written notice to the Corporation;
- viii) Dissolution of the Corporation;
- ix) The Member's death
- x) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

6.8 Membership Fees

a) Registration fees shall be established annually by the Board of Directors Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances.

6.9 Right to Vote

- a) All active Members and Lifelong Members shall be entitled to notice of and to vote at all meetings of Members of the Association.

6.10 Authority of Members

Membership Authority - The Members of the Association will have the following powers:

- a) To appoint the Auditor
- b) To amend the Bylaws
- c) To elect Directors; and
- d) As provided in the Act and in these Bylaws

6.11 Record Date

- a) Individuals, who are Members of the Association at least 30 days in advance of any General Meeting of the Members of the Association, are entitled to notice of and to vote at such General Meeting of Members.
- b) Any individual who is not a Member at least 30 days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

6.12 Resignation

- a) A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

6.13 Discipline

- a) A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or Bylaws.
- b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period.
- c) The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

6.14 Arrears

- a) A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board.
- b) Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

7 - MEETINGS OF THE MEMBERSHIP

7.1 Annual General Meeting of Members

The Annual General Meeting shall be held each year in May, at a time, place and day determined by the Board, for the transaction of at least the following business, to be set out in the agenda of such Annual General Meeting;

- a) approval of the agenda;
- b) approval of the minutes of the previous Meeting of the Membership;
- c) receiving reports of the activities of the Association during the preceding year;
- d) receiving information regarding the planned activities of the Association for the current year;
- e) receiving and approving the report of the Auditor of the Association from the previous year (if available) and a projected financial position for the current year;
- f) the board will appoint a licensed accountant to provide an annual report to be presented at the AGM;
- g) consideration of any proposed amendments to the Bylaws of the Association
- h) New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- i) Election of the new Board.

7.2 Additional General Meetings of Members

- a) In addition to the Annual General Meeting described in Article 7.1, a General Meeting of the Membership may be called at any time by Ordinary Resolution of the

Board. The business to be transacted at a General Meeting shall be limited to that specified in the notice calling the General Meeting.

7.3 Notice

a) Annual General Meeting: Notice of the Annual General Meeting to be held in May each year, shall set out the agenda, including particulars of any other business to come before the Meeting. The time and the place of the Meeting will be made available at the registration to all members and posted on the Association website.

b) Additional General Meetings of the Membership: Notice of any Additional General Meetings of the Membership shall be posted on the Association website at least fifteen (15) days prior to the date of the Meeting

7.4 Quorum

a) A quorum for an Annual General Meeting or General Meeting shall be a minimum of 2/3 of the Board or 25 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn, or to take a recess.

7.5 Voting Procedures:

a) A majority of votes cast by Members entitled to vote, unless otherwise required by the Corporations Act by the Bylaws of the Association, shall decide every question proposed for consideration at Meetings of the Membership.

b) The Chair presiding at a meeting of the Membership shall have a vote only in the event of a tie vote;

c) At the Meetings of the Membership, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any Member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested or required, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.6 Proxies

a) Proxies will not be permitted. Members must be present in person in order to exercise their voting rights in relation to matters coming before an Additional General Meeting or an Annual General Meeting of the Membership.

7.7 Adjournments

a) Any Meeting of the Members of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meeting(s) as might have been transacted at the original Meeting(s) from which such adjournment took place.

b) No notice shall be required of any such adjourned Meeting other than to those Members present in person at the adjourned Meeting. Such adjournment may be made notwithstanding that no quorum is present.

7.8 Chair

a) In the absence of the President and the Vice President, the Members entitled to vote and present at any Meeting of the Membership shall choose another Director as Chair

b) If no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose any Member present to be Chair.

7.9 Scrutineers

a) At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

7.10 Voting at Meetings of Members

a) Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- i) Player Members have one vote each.
- ii) Parent Members have one vote each.
- iii) Director Member have one vote each.
- iv) Lifelong Members have on vote each.

7.11 Voting Powers

a) Each voting Member may vote on every issue. An individual who meets qualifications of multiple membership categories in the Corporation is entitled to one (1) vote (regardless of the number of membership categories the individual is deemed a member) up to a maximum of players (who are not Player Members) within the immediate family registered with the Corporation.

7.12 Determination of Votes

a) Votes will be determined by a show of hands, orally, or electronic ballot

b) Except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

7.13 Majority of Votes

- a) Except as otherwise provided, an Ordinary Resolution will decide each issue.
- b) In the case of a tie, the issue is defeated.

8 - BOARD OF DIRECTORS

8.1 Composition and Eligibility

a) Eligibility:

A Director:

- i) shall be eighteen (18) or more years of age;
- ii) shall not have the status bankrupt or of unsound mind;
- iii) shall be a member of the Association at the time of their election or appointment;
- iv) shall remain a Member of the Association throughout their term of office
- v) any executive member who has a personal stake, be it as a member of coaching staff or as a parent, in a team(s), they must declare a conflict of interest and excuse themselves from any discussion or votes involving that team(s). This includes but it is not limited to coaching selection, disciplinary action or executive related to that team(s)
- vi) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property; Have not been declared incapable by a court in Canada or in another country.

b) Number of Directors:

The affairs of the Association shall be managed by a Board, which consists of 11 elected Directors, 3 appointed and one immediate Past President

c) Term of Office:

Directors shall be elected for a term of two (2) years

d) Rotation of Directors:

Odd year election:

1. Vice President
2. Treasurer (Appointed)

3. Secretary
4. Director of Equipment
5. Director of Local League / House League Hockey
6. Director of Risk Management
7. Director of Player and Coaching Development

Even year election:

1. President
2. Registrar
3. Director of Ice and Game Schedules (Appointed)
4. Director of Fundraising/ Sponsorship
5. Director of Tournaments (Appointed)
6. Director of Competitive Hockey
7. Director of Marketing & Communications

e) Change in Number of Directors:

The Association may by special resolution increase or decrease the number of its Directors. Any change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations and must be ratified at the next AGM.

f) It is required that the President must have served on the Board for at least one (1) year prior to election to this position.

g) The Association shall endeavour to nominate as Treasurer a Director who has employment experience and skills in accounting procedures.

h) The President, The Vice President, Director of Competitive and Director of House/Local League will not be eligible for consideration and appointment to a competitive team head coach position through the Competitive Coach Selection Process. These individuals will be eligible for emergency or interim appointment to a competitive team head coach position as approved by the Board of Directors when circumstances warrant.

i) Vacancies in Office

If a vacancy occurs in any Office, or if for any reason an executive member is unable or unwilling to act in that capacity, a Board Meeting shall be held within thirty (30) days for the purpose of selecting a replacement Officer from among the current Board of Directors.

j) The Board shall fill vacancies in other executive positions for the balance of the unexpired terms from among those eligible to serve.

9 - PROCEDURE FOR ELECTION OF DIRECTORS

9.1 Nominations

a) The election of Directors shall take place at the Annual General Meeting of the Membership. No election or appointment of a Director is effective without consent given in writing prior to the election or appointment.

b) Nominations for the Board shall be made to the Secretary or through the OGHA website.

c) A nomination must be completed for all nominees with a nominator who is a Member in good standing of the Association. Nominations must be received by the Secretary 5 days prior to the AGM.

d) Nominations from the floor at the AGM will only be accepted if no written nominations are submitted by the deadline.

9.2 Board Positions

a) The Board shall consist of the following;

- 1) Past President (Immediate)
- 2) President
- 3) Vice President
- 4) Treasurer (Appointed)
- 5) Secretary
- 6) Registrar
- 7) Director of Fundraising and Sponsorship
- 8) Director of Ice and Game Schedules (Appointed)
- 9) Director of Tournaments (Appointed)
- 10) Director of Equipment
- 11) Director of Local League / House League Hockey
- 12) Director of Competitive Hockey
- 13) Director of Player and Coaching Development

14) Director of Risk Management

15) Director of Marketing & Communications

b) The Board of Directors may appoint such assistants to the Board that may be determined by Resolution from time to time.

9.3 Election Procedures

The Chair of the Board shall post on the association website a listing of all individuals who have been nominated for election to the Board 5 days prior to the AGM. Such listing shall identify what position each nominee is seeking election for. Nominations may also come from the floor at the Annual General Meeting if no written nominations are submitted by 5 days prior to the AGM.

9.4 Vacancies

Any vacancy occurring on the Board may be filled only for the remainder of the current year of the vacated term by Resolution of the Directors then in office provided there is a quorum of Directors then in office. The Board shall invite applications from the Membership for appointment to the vacancy on the Board. The Board shall appoint a replacement Director within thirty (30) days after the Board position was vacated. Positions filled by appointment shall expire at the end of the season and the incumbent may run for re-election at the Annual General Meeting.

9.5 Termination

a) Removal of Director by Membership

Provided that notice specifying the intention to pass such resolution has been given with the notice of meeting, eligible voting Members of the Association, by a resolution passed by at least 2/3 of the votes cast at a General Meeting of Members may remove any Director before the expiration of their term of office, and, by a majority of the votes cast at that Meeting, may elect any person in their stead for the remainder of their term.

b) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive Board Meetings for reasons other than sickness or employment shall be deemed to be a resignation of the said Director from the Board.

c) Resignation

A Director of the Board may resign their Directorship by submitting a letter of resignation to the President of the Association. Any member forfeiting or resigning membership shall not be eligible for the Board in the following year.

10 - BOARD RESPONSIBILITIES

10.1 Governance:

a) The Board of Directors shall govern the Association in compliance with the objects, powers, bylaws and Policies of the Association, Rules of Operation and all applicable laws and regulations.

10.2 Board Meetings

a) Regular Board Meetings

Except as otherwise required by law, the Board may hold Meetings at such place or places as the President or, in their absence, the Vice-President, may from time to time determine. The Board shall meet regularly throughout the season.

b) Special Board Meetings

Special Board Meetings may be called by the President or a Vice-President in the absence of the President or on petition in writing to the Secretary signed by any three Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the Meeting.

10.3 Notice of Board Meetings

a) Notice shall be communicated to all Directors at least seven (7) days in advance of the Meeting, unless all Directors agree to the calling of a Meeting on shorter notice or the Board Meeting is held on a regular day or date each month or immediately following a Meeting of the Members of the Association;

b) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case of a Special Board Meeting.

c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the Meeting being held in their absence

d) Members wishing to attend board meetings shall provide written notice seven (7) days in advance and provide items they wish to be added to the agenda.

10.4 Error in Notice

a) No error or omission in giving notice for a Board Meeting shall invalidate such Meeting or invalidate or make void any proceedings taken at such Meeting

b) 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.

10.5 Adjournment of Board Meetings

- a) Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place.
- b) No notice shall be required of any such adjournment.

10.6 Quorum

- a) A quorum for a Board Meeting shall be 2/3 of the Elected Officers.
- b) No business of the Board shall be transacted in the absence of a quorum.

10.7 Voting Rights

- a) Each Director, present at a Board Meeting, excluding the Chair and the Past President, if they are a member, shall be entitled to one vote.
- b) The Chair shall have the deciding vote in the event of a tie.
- c) Directors receiving compensation for their role shall not have a vote.

10.8 Voting Procedures

- a) A majority of votes of the Directors present at a Board Meeting shall decide every question.
- b) Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the Meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such motion.

10.9 Remuneration

- a) Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association; provided that, the Board of Directors may establish Policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

10.10 Conflict of Interest

- a) Every Director who directly or indirectly has an interest in a proposed or existing contract or transaction or other matter relating to the Association shall make a full and fair declaration of the nature and extent of the interest at a Board Meeting.

- b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question of entering into the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of that Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.
- c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall they be counted in the quorum in respect of such a contract or transaction or other matter.
- d) If a Director has made a declaration of an interest in a contract, appointment or transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.
- e) If a Director fails to make a declaration of interest in a contract, appointment or transaction or other matter in compliance with this Section, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter.

10.11 Indemnification of Directors

- a) Every Director of the Association and their heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:
 - i) all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office; and
 - ii) all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default; provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that they sustain or incur in or about any action, suit or other proceeding as a result of which they are adjudged to be in breach of statute unless, in an action brought against them in their capacity as a Director, they have achieved complete or substantial success as a defendant.
 - iii) the Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

10.12 Confidentiality

a) Every Director of the Association shall respect the confidentiality of matters brought before the Board for consideration in camera. Every Board Member will be required to sign a confidentiality form at the first Executive meeting that they attend.

10.13 Rules of Operation

a) Notwithstanding any other provision contained in this Bylaw, the Board shall have the power to pass without any confirmation or ratification by the members of the Association all necessary rules and regulations as they deem expedient related in any way to the operations of the Association, including, without limitation, the conduct of its members, member teams and guests, provided such rules and regulations are not otherwise inconsistent this Bylaw

11 - RESPONSIBILITIES OF DIRECTORS

11.1 Responsibilities

a) President

i) Chair all Executive Committee and General Meetings

ii) The President is charged with the general management and supervision of the affairs and operations of the Association

iii) The President shall keep informed of all matters pertaining to the business of the Association

iv) Ex-officio member of all committees formed for any purpose by the Association

v) The President will stay current with all new OWHA information and policies and coordinate the dissemination of this information to Board members and the Association members as appropriate.

vi) Be the Executive Committee's representative to the Ontario Women's Hockey Association

vii) Represent the Association in relation to all other bodies and events or appoint a person to represent the Association where such persons are not already designated by the Constitution or Regulations.

viii) The President will set up and oversee a formal process to handle questions/inquiries from members, ensuring that those questions are answering promptly (within 7 days)

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ix) The President shall, from time to time, appoint persons to ad hoc committees such as but not limited to: Discipline Boards, Appeal Tribunals and Protest Committees.

x) The President may designate, from time to time, the Vice-President who shall carry out the duties of the President, when the President is absent or unable to act.

xi) Act as a signatory for OGHA authorized cheques

xii) Exercise the powers of the Executive Committee where it is not practical to obtain Executive Committee direction. Such action shall be presented for Executive committee for approval, rejection or modification at the next Executive committee meeting.

xiii) Shall sign all bylaws and membership certificates along with the Secretary or other appointed Executive Member

xiv) May authorize expenditures under \$200.00

xv) This position can only be filled by a person who has served on the Executive for one year

xvi) May serve no more than 2 consecutive terms

xvii) Shall only vote to break a tie

xviii) Such other duties as agreed from time to time with the Executive

b) Vice President

i) Act for the President as requested or required due to absence or incapacity

ii) Act as signatory for OGHA authorized cheques

iii) The Vice-President shall preside over all disciplinary boards under the direction of the president.

iv) The Vice-President shall assist the President in the management and monitoring of all ongoing programs of the Association and the administration of its business.

v) Public Relations

vi) Works closely with the President and Registrar in dealing with association concerns.

vii) Will co-ordinate, execute and maintain a list of " Player Releases" and "Permissions to Tryout" requests

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viii) Review Association's Policies, Procedures and Bylaws annually to ensure they are up to date and make recommendations to the Executive on any changes required

ix) The Vice-President shall ensure that all team management staff are familiar with OGHA regulations regarding fundraising and accountability, registration, etc.

x) The Vice President shall provide a report to the membership during the AGM on the previous season

xi) Such other duties as agreed from time to time with the Executive

xii) The Vice President shall be a voting member of the Executive Committee

c) Treasurer

i) Collect and disburse all monies and record all financial transactions of the Association

ii) Keep accurate and full accounts of all receipts, disbursements of the Association in accounting software program

iii) Keep up to date records so that they available should a member request to see them. With Executive approval and in the presence of another OGHA Executive, show the member the records

iv) Act as a signatory for OGHA authorized cheques

v) Ensure disbursements over \$200 have prior OGHA executive approval

vi) Ensure disbursements under \$200 are brought to OGHA Executive at the Executive meeting next following

vii) Review financial situation of the OGHA periodically and keep the OGHA Executive updated as well preparing recommendations for maximizing resources and minimizing expenses

viii) Present at General Meetings a financial statement which is in keeping with generally accepted accounting principals

ix) Provide a current financial position statement and bank statement at each OGHA Executive Meeting

x) Present to first OGHA Executive meeting following AGM a budget for the following year with revenue estimates

xi) Maintain financial archives

xii) Will coordinate the pickup of OGHA mail

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- xiii) Co-ordinate with Registrar to ensure all basic registration and representative fees for players on the ice have been paid in full.
- xiv) The Treasurer shall be a voting member of the Executive Committee
- xv) Other such duties as agreed from time to time with the Executive

d) Secretary

- i) Attend all meetings of the Executive and OGHA and record all facts and minutes and provide meeting minutes within 7 days of meeting
- ii) The Secretary will email a copy of the agenda and supporting materials to the Executive Committee within three (3) days of the next scheduled meeting.
- iii) Preserve minutes of all Executive and OGHA meetings
- iv) Prepare the minutes of the AGM to be made available at the next AGM or prior to
- v) Ensure proper notice of all meetings to appropriate members and arrange accommodations for all meetings
- vi) Keep accurate record of all Association Executive Committee members and their contact information
- vi) Deal with correspondence as directed by the President and Executive Committee
- vii) Monitor the "info@" email and forward to the appropriate Director
- viii) Responsible for archives (non-financial) and history
- ix) Distribute correspondence as appropriate
- x) Transcribe and make available to members all meeting minutes
- xi) Responsible for all OGHA templates
- xii) Will sit on all sub committees needing minutes
- xiii) Report all anomalies to the executive {President}
- xiv) Prepare agenda for AGM
- xv) Manage online repository of policies and procedures
- xvi) The Secretary will gather all documents and manuals from board members and update accordingly.
- xvii) The Secretary shall be a voting member of the Executive Committee

ORILLIA GIRLS HOCKEY ASSOCIATION BYLAW NO. 1

xviii) Such other duties as agreed from time to time with the Executive

e) Registrar

i) Act as a liaison with OGHA, OWHL and OWHA and other associations

ii) Resource re: OWHA, training, VSC, technical matters for Executive Committee, team staff and rosters

iii) Ensure that all teams have RAMP access for Team, App

iv) Communicate OWHA policy changes to Executive Committee.

v) Hold and exercise team votes re OWHA meetings???' ()

vi) Facilitate player and team (coaches, bench staff, volunteer) registration; ensuring on time registration

vii) Facilitate the of registration of all Executive members

viii) Ensure that all links on the website are accurate for registration and certification

ix) Coordinate all advertising for media regarding OGHA registration

x) Hold pre-season meeting for coaches and managers to review registration requirements and assist where necessary to ensure proper completion and registration (two meetings)

xi) Maintain registration archive

xii) Ensure all basic registration fees of players on the ice have been paid in full in collaboration with the Treasurer.

xiii) Submit rosters to OWHA as needed for each team

xiv) The Registrar shall provide a report to the membership during the AGM regarding the previous season's registration information including numbers, cost and anticipates costs for the upcoming season

xv) The Registrar shall be a voting member of the Executive Committee

xvi) Other such duties as agreed from time to time with the Executive

f) Fundraising & Sponsorship Director

i) Act as chairperson for all OGHA fundraising efforts

ii) Ensure available sponsors

iii) Ensure sponsor recognition given through Communications Director

ORILLIA GIRLS HOCKEY ASSOCIATION BYLAW NO. 1

- iv) Organize and coordinate OGHA fundraising events
- v) Authorize individual team fundraising efforts and obtain team summaries through team fundraising authorization form and ensure that teams are recognizing sponsors at end of season (plaques, thank you cards, etc.)
- vi) Maintain and organize awards, trophies, AGM awards and certificates
- vii) Work with local businesses to develop relationships for sponsorship opportunities
- viii) Revise Fundraising Policy as required
- ix) Approve usage of association logo on sponsorship material
- x) Work with Executive to develop a sponsorship program to support LL/HL & Competitive teams, Tournaments and OGHA events
- xi) Arrange photographer for Local League and Competitive team pictures in conjunction with Competitive and Local League Directors
- xi) The Fundraising & Sponsorship Director shall be a voting member of the Executive Committee
- xvi) Other such duties as agreed from time to time with the Executive

g) Director of Ice and Game Schedules

- i) Negotiate ice time with municipalities where facilities are used
- ii) Attend ice allocation meetings with President or Vice-President
- iii) Advise Executive of any ice changes or if new ice is available so that the Executive may determine if it should be purchased or not
- iv) Act to ensure even (seasonal average) ice distribution as directed by the OGHA Executive Committee
- v) Maintain master ice schedule, copy to coaches and Executive as required
- vi) Maintain awareness of ice rentals available in area arenas.
- vii) Collaborate with OMHA (Orillia Minor Hockey Association) and other ice users in ice exchanges, schedules, etc. whenever possible.
- viii) Ensure coaches are aware of ice schedule changes, trades and returns.
- ix) Shall confirm all ice contracts along with the President. All ice invoices shall be validated for payment by the Treasurer.

x) At the discretion of the Executive, the position is awarded a monetary honorarium. Upon the honorarium being awarded, the position shall cease to be a voting position on the executive, until the honorarium ends, or until the next AGM. Renewal of the honorarium must be approved by the Executive on a yearly basis. OR if Ice Scheduler is not awarded a monetary honorarium, the Ice Scheduler shall be a voting member of the Executive Committee.

xi) Other such duties as assigned by the Executive from time to time

h) Tournament Director

i) Register the tournament(s) with the OWHA for sanctioning

ii) Chair the Tournament(s) Committee. Tournament Committee shall consist of 1-2 parent members from each team. When parent volunteers are unavailable the current executive committee will assume the role of a tournament committee.

iii) Assign duties to Committee Members

iv) Attend OGHA Executive Meetings and update executive on progress of the tournament

v) Maintain financial accounting of the tournament budget and associated expenses

vi) At the discretion of the Executive, the position is awarded a monetary honorarium. Upon the honorarium being awarded, the position shall cease to be a voting position on the executive, until the honorarium ends, or until the next AGM. Renewal of the honorarium must be approved by the Executive on a yearly basis.

vii) If Tournament Director is not awarded a monetary honorarium, the Tournament Director shall be a voting member of the Executive Committee.

l) Director of Equipment

i) Evaluate equipment needs for safety, replacement or repair, reporting same to the OGHA Executive for authorization to proceed.

ii) Maintain inventory records, equipment movement system (including but not limited to pucks, socks, practice and game jerseys and equipment) and provide a shared document to executive

iii) Organize apparel program (jackets, sweats, etc.) and try-on for apparel

iv) Coordinate the implementation of an apparel RFP process with local vendors to secure "apparel vendor" for a designated period by the Board

ORILLIA GIRLS HOCKEY ASSOCIATION BYLAW NO. 1

- v) Approve usage of association logo on apparel
 - vi) Develop an apparel policy to be reviewed and approved by the Executive; noting usage of Hawks apparel and logo for all competitive teams
 - vii) Coordinate the distribution and return of try out jerseys for representative teams
 - viii) Prepare an annual equipment budget for the OGHA Executive for authorization prior to the start of each season
 - ix) The Equipment Director will be a voting member of the Executive Committee
 - x) Such other duties as agreed from time to time with the Executive
- j) Director of Competitive Hockey
- i) Be responsible for the operations of the competitive team division
 - ii) Act as liaison between the Executive and competitive teams
 - ii) Assist in recruiting coaching interview panel
 - v) Recruit potential coaching candidates
 - iii) Communicate and keep competitive team coaches informed of all developments pertaining to their teams including, but not limited to, tournaments, OWHHA rulings, schedules, disciplinary action and league policies
 - iv) Assist in co-ordinating tryout sessions
 - v) Schedule and preside over pre and mid-season meeting with the coaches, bench staff and managers of each competitive team
 - vi) Assist Tournament Director with coordinating volunteers for both Rep and HL tournaments
 - vii) Such other duties as agreed from time to time with the Executive
 - viii) The Director of Competitive Hockey will be a voting member of the Executive Committee
- k) Director of Local League / House League Hockey
- i) Be responsible for the operations of the house/local league division
 - ii) Act as liaison between the Executive and house/local league teams

ORILLIA GIRLS HOCKEY ASSOCIATION BYLAW NO. 1

- iii) Assist in co-ordinating equipment requirements for house/local league teams
 - iv) Assist in recruiting coaching interview panel
 - v) Recruit potential coaching candidates
 - vi) Assist in preparing and distributing team lists and schedules to coaches
 - vii) Assist in organizing teams taking into account player age, caliber and number of players
 - viii) Communicate and keep local league coaches informed of all development pertaining to their teams including, but not limited to, tournaments, OWHA rulings, schedules, disciplinary action, league policies
 - ix) Schedule and preside over pre and mid-season meeting with the bench staff, coaches and managers of each house/local league team
 - x) Assist Tournament Director with coordinating volunteers for both Rep and LL/HL tournaments
 - xi) Such other duties as agreed from time to time with the Executive
 - xii) The Director of Local League / House League Hockey will be a voting member of the Executive Committee
- l) Past President (Immediate)
- i) Act in an advisory capacity to the Executive Board
 - ii) Conduct elections at the annual meeting. If the Past President is unavailable to conduct the elections at the AGM, the Board can appoint someone to fulfill this responsibility.
 - iii) Be available to assist any Director requiring assistance in the completion of their functions
 - iv) Carry out other duties as assigned by the Board, Executive Committee, or the President
 - v) Such other duties as agreed from time to time with the Executive
 - vi) The Past-President does not have any voting rights
- m) Marketing & Communications Director
- i) Responsible for maintaining the Association's website as a central source of information

- ii) Create & maintain social media pages - Face book, Twitter, Instagram as not only a source of information and news but also to recognize achievements of teams and players
 - iii) Create campaigns, strategies, content ideation and implementation in collaboration with Executive, including but not limited to Fundraising and Tournament
 - iv) Ensure brand consistency with social media messaging
 - v) Provide guidelines to teams on social media messaging
 - vi) Update Association's website with player profiles for all competitive teams, ensuring a consistent format
 - vii) Maintain the trophy case
 - viii) Develop a monthly newsletter to be shared with members - content and design to be Executive approved
 - ix) Complete Graduating Player Spotlights and post on website and social media
 - x) Shall assist other Directors in the sharing of information, materials and releases to communicate association programs and deadlines, through email, website, social media, and other means.
 - xi) Such other duties as agreed from time to time with the Executive
 - xii) The Director of Communications and Marketing shall be a voting member of the Executive.
- n) Director of Risk Management
- i) Establish and maintain procedures with respect to clearance of all teams' officials and volunteers required to complete a police record check
 - ii) Work with the OGHA Chief Trainer to promote and maintain the Hockey Trainer Certification Program for all OGHA Trainers, ensuring all Trainers meet all requirements
 - iii) Ensure all injury reports are completed properly and promptly, obtain and direct such reports as required.
 - iv) Carry out volunteer screening as per policy and guidelines.
 - v) Ensure Hockey Canada, OHF, OWHA & OGHA policies are adhered to.
 - vi) Prepare and Report to the Board of Directors risk management and disciplinary issues.

vii) Assist in internal investigations and sit on the Incident Resolution Committee

viii) Such other duties as agreed from time to time with the Executive

ix) The Director at Large shall be a voting member of the Executive.

o) Director of Player & Coach Development

i) Responsible for organization and coordination of all coaching/training and development clinics for coaches and all members of the Association

ii) Work with the Registrar and Team Managers to ensure all certifications and qualifications are up to date for all team staff

iii) Arrange goalie development sessions

iv) Shall organize the Fundamentals program

v) Responsible for application and deliverance of the First Shift Program

vi) Assist coaches with education, training and certification requirements

vii) The Director of Player & Coaching Development shall organize player development for all House League (HL) teams and if available Competitive teams

viii) The Director of Player & Coach Development shall provide a report to the membership during the AGM.

ix) Such other duties as agreed from time to time with the Executive

x) The Director of Player & Coach Development will be a voting member of the Executive Committee

12 - COMMITTEES OF THE BOARD

12.1 Committee Makeup

a) Any committee deemed necessary by the Board will consist of a Chairperson, as appointed by the Executive, and as many members as deemed necessary by the Executive as chosen by that Chairperson and approved by the Executive.

b) A member of the Executive may Chair and or participate on as many committees as necessary to serve the Association.

12.2 Committee Procedures

- a) All Committees shall comply with all bylaws, guidelines, policies and procedures of the Association as determined by the Board of Directors or the Membership of the Association, from time to time, and also shall comply with all requirements of the OWSHA, the CHA, and, if applicable, any other hockey organizations with which Association teams are participating.
- b) Meetings: Each Committee shall meet at the call of the Chair and as necessary throughout the season.
- c) Notice: Notice of all Meetings of Committees shall be communicated to all Members of the standing committee at least seven (7) days prior to the Meeting, except that such notice may be waived by consent of all Members of the Committee.
- d) Quorum: A quorum for a Standing Committee shall be a majority of the Members of the Standing Committee.
- e) Voting Rights: Each Member of a standing committee present at a Meeting shall be entitled to one vote; In the case of a tie of votes, the Chair shall have the deciding vote.
- f) Minutes: Standing Committees shall maintain and keep minutes of their Meetings and shall report to the Board at regular intervals and at any other time upon request by the Board.
- g) Annual Report: Each Standing Committee shall prepare an Annual Report of the matters for which it is responsible to be presented to the Membership at the Annual General Meeting of the Association.

12.3 Sub-Committee and Ad Hoc Committees

- a) The Standing Committee procedure also shall govern the procedure of all subcommittees and ad hoc committees of the Association.

13 - EXECUTION OF DOCUMENTS

13.1 Execution of Documents

- a) The Board may from time to time appoint any Director or Directors or any person or persons on behalf of the Association, either to sign documents generally or to sign specific documents.

13.2 Books and Records

a) The Board shall ensure that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

14 - FINANCIAL YEAR

14.1 End of Year

a) The financial year of the Association shall terminate on the 31st day of March in each year.

15 - BANKING ARRANGEMENTS

15.1 Banking Resolution:

a) The Board shall designate, by resolution, the Directors and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have the authority to set out in the resolution, including, unless otherwise restricted, the power to:

- i) Operate the accounts of the Association with a bank or a trust company;
- ii) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- iii) Issue receipts for and orders relating to any property of the Association;
- iv) Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.
- v) All cheques are to be signed by two (2) people. The signing authority is the Treasurer and the President and the Vice President.

15.2 Deposit of Securities

- a) The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board.
- b) Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner as shall be determined from time to time by resolution of the Board, and such authority may be general or confined to specific instances.

c) The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15.3 Benefits & Dissolution

a) That there are no benefits given to any board members of this organization in any way, nor is this corporation in the business of making a profit. It collects only the amount it needs to operate and be able to fundraise. All fundraising dollars are to benefit members of the association.

b) Should the organization, namely the Orillia Girls Hockey Association ever dissolve, all assets in its possession are to be sold and donated. With respect to the lottery account, it will be donated to an organization that is eligible to receive lottery monies as agreed upon by the members.

16 - NOTICE

16.1 Computation of Time

a) In computing the date when notice must be given under any provision of this Bylaw requiring a specified number of days' notice of any Meeting or other event, the date of giving the notice is included, unless otherwise provided.

16.2 Omissions and Errors

a) The accidental omission to give notice of any Meeting of the Board or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the Meeting. Any Director, Member or the Auditor of the Association may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

16.3 Method of Giving Notice

a) Whenever under the provisions of this Bylaw of the Association, notice is required to be given, such notice may be given either personally or by telephone or by e-mail with a 'read receipt' received by sender or by depositing same in a post office or a public letter box, in a postage paid sealed envelope addressed to the Director, Officer or Member at their address as the same appears in the records of the Association. Any notice or other documents so sent by mail shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any Member, Director or Officer shall be their last address in the records of the Association.

17 - PASSING AND AMENDING BYLAWS

17.1 Amendments

- a) The Board and a member in good standing may recommend amendments to the Bylaws of the Association from time to time, to the Membership.
- b) If the Board intends to discuss amendment of the Bylaws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director not less than ten (10) days before such Meeting. Where such notice is not provided, any recommendation to amend the Bylaws may nevertheless be moved at the Meeting and discussion and voting thereon adjourned to the next Meeting for which written notice of intention to pass or amend such Bylaws shall be given.
- c) A Bylaw or an amendment to a Bylaw recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Members of the Association. The notice of such Annual General Meeting shall refer to the distribution plan and date to describe and explain the Bylaw or amendment(s) to the Bylaw to be presented at the Meeting of the Members.

17.2 Motion of Amendments

- a) A motion to amend the Bylaws recommended by the Board or proposed by a Member at a General Meeting of Members called for that purpose must be approved by a two thirds vote of the Members present at such General Meeting.
- b) The Members at the General Meeting of Members may confirm the proposed Bylaw or amended Bylaw as presented or amend or reject the proposed Bylaw or amended Bylaw.
- c) Any Amendment to the Bylaws by a member must be in writing, signed by a member in good standing and received by the Secretary of the Association 30 days prior to the Annual General Meeting.
- d) All members in good standing shall have access to any proposed amendments to the Bylaws, seven (7) days prior to the Annual General Meeting at a place as stated in the original meeting notice.

18 - REPEAL OF PRIOR BYLAWS

18.1 Repeal

- a) All prior Bylaws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.

18.2 Proviso

a) The repeal of all prior Bylaws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed bylaw.

19 - RULES OF PROCEDURE

19.1 Roberts Rules

“Robert’s Rules” shall govern the rules and procedures to be used in conducting the meetings and affairs of the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or other governing documents or laws affecting the Association.

20 - EFFECTIVE DATE

20.1 Bylaw No. 1

a) This bylaw shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out. The foregoing Bylaw No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at a General Meeting of the Members of the Association duly called and held at the West Orillia Sports Complex in the City of Orillia, Ontario, and at which a quorum was present on the 19th day of May, 2026.