

A by-law relating generally to the conduct of the affairs of

Russell and District Girls Hockey Association

(the "Association")

BE IT ENACTED as a by-law of the Association as follows:

1. Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a. **"Act"** means the laws that are applicable to the OWHA and/or Hockey Canada.
- b. **"Annual General Meeting"** (AGM) and/or **"Special Annual General Meeting"** (SAGM) includes an annual meeting of members or a special meeting of members; SAGM includes a meeting of any class members and a special meeting of all members entitled to vote at an annual meeting of members;
- c. **"appoint"** includes "elect" and vice versa;
- d. **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- e. **"board"** means the board of directors of the Association and "director" means a member of the board;
- f. **"by-law"** means this by-law and any other by-laws of the Association which are in force;
- g. **"household"** means the family and/or guardian(s) of the registered player(s). Multiple players from one household are only permitted one member vote.
- h. **"in camera"** means a confidential meeting or part of the meeting that is called by the Chairperson or by an approved motion.
- i. **"member"** means an individual that meets the membership requirements outlined in section 5 "Membership Conditions" as a member of the Association;
- j. **"NCWHL"** means the National Capital Women's Hockey League;
- k. **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- l. **"OWHA"** means the Ontario Women's Hockey Association;
- m. **"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.
- n. **"proposal"** means a proposal submitted by a member of the Association;
- o. **"recorded address"** means:

- i. in the case of a member, their address as recorded in the online registration portal of the Association; and
 - ii. in the case of an officer, auditor, or member of a committee of the Board, their latest address as recorded in the records of the Association in the online registration portal;
- p. "**regulations**" means the regulations made under the Act as required by Hockey Canada and/or OWHA, as amended, restated or in effect; and
- q. "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice versa, words in one gender include all genders, and "person" includes an individual, corporate body, partnership, trust and unincorporated organization.

3. Name

This Association shall be known as the Russell and District Girls Hockey Association, herein after to be referred to as RDGHA or the Association.

4. Purpose and Mission

RDGHA is to organize and govern the operation of hockey for girls and women. The Association fosters and encourages girls' hockey throughout the area, including surrounding towns. The aims of the RDGHA are:

- a. To provide girls and women with the opportunity to learn and/or play hockey;
- b. To ensure that each player, to the extent possible, will be able to participate in a hockey program suited to that player's skill and abilities;
- c. To establish and maintain a variety of hockey programs (developmental, house league, and competitive) for all age groups, to the extent possible; and
- d. To foster and develop sportsmanship, team discipline, self-discipline, self-confidence, respect for others and enjoyment through participation in hockey.

5. Membership Conditions

Membership in the Association is open to individuals 18 years or older who support the goals of the Association and have been accepted as members by completing and being accepted through the online registration portal, either as the parent of a player or a player of legal age. Each member has the right to receive notices for, attend, and vote at all meetings of the Association. Only one vote per household is allowed.

5.1 Membership dues

Members shall be notified in writing electronically of the registration fees, associated team fees, etc. payable by them. If any are not paid within one (1) calendar month of the membership renewal date (i.e. start of the hockey season or timeline outlined thereafter by the Board), the members in default shall automatically cease to be members of the Association.

5.2 Discipline of members

- a. The board shall have authority to suspend any member from the Association for further investigation for any one or more of the following grounds:
 - i. violating any provision of the by-laws, or written policies of OWHHA or the Association;
 - ii. carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
 - iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.
- b. If the board determines that a member should be suspended from membership in the Association, the President, or such other officer as may be designated by the board, shall provide five (5) days' notice of suspension to the member and shall provide reasons for the proposed suspension or expulsion.
- c. The member may make written submissions to the President, or such other officer as may be designated by the board, in response to the notice received within a twenty (20) day period. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.
- d. If no written submissions are received by the President, or such other officer as may be designated by the board, the President may proceed to determine if the member should be expelled from membership in the Association.
- e. The board shall have authority to expel any member from the Association based on the outcome of articles 5.2 a, b, and c upon completion of the investigation findings.
- f. The board's decision shall be final and binding on the member, without any further right of appeal.

5.3 Termination of membership

- a. A membership in the Association is terminated when:
 - i. the player receives a release;
 - ii. the member resigns;
 - iii. the member is expelled or their membership is otherwise terminated in accordance with the Articles or By-laws;
 - iv. the member's term of membership expires; or
 - v. the Association is liquidated and dissolved.
- b. In case of resignation, a member shall remain liable for payment of membership dues which became payable by such member during the current season.
- c. Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

6. Annual General Meeting / Special Annual General Meeting

6.1 Notice of an AGM/SAGM

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic means to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

A resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

6.2 Members calling an SAGM

The board of directors shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

6.3 AGM/SAGM Location and Attendance

- a. All AGM/SAGM shall be held locally or virtually as the Board determines that permits all participants to communicate adequately with each other during the meeting. A person participating in a virtual meeting is deemed to be present at the meeting.
- b. The only persons entitled to be present at an AGM/SAGM are those entitled to vote at the meeting, the Directors, and such other persons who are entitled or required under the Articles or By-laws of the Association or OWA. Any other person may be admitted only on the invitation of the Chair of the meeting.
- c. Notwithstanding any other provision of this by-law, any person participating, who is entitled to vote at that meeting, may vote electronically through the virtual system that the Association has made available for that purpose.

6.4 Quorum

- a. A quorum at any meeting of the members shall be two thirds (2/3) of the board of directors.
- b. If such quorum is not represented at any AGM/SAGM, the members entitled to vote in attendance, shall have power, by the affirmative vote of an eligible majority, to adjourn the meeting until a quorum shall be present.
- c. Once a quorum is established, it does not need to be maintained throughout the meeting.
- d. When a meeting is adjourned due to no quorum, the business of the meeting may be transacted at the rescheduled meeting where there is quorum.

6.5 Voting

Any matter shall be by show of hands, unless a ballot is demanded by a member entitled to vote at the meeting and shall be decided by a majority of the votes cast at an AGM/SAGM by the

members entitled to vote. In the case of an equality of votes, the chair of the meeting shall have a second vote in addition to an original vote as a member.

6.6 No Proxies

Proxies will not be permitted. Members must be present at the AGM/SAGM in order to exercise their voting rights in relation to those matters.

6.7 Adjournments

A meeting of the Association can be postponed at any time, and the postponed meeting(s) can handle the same business as the original meeting. No additional notice is needed for the adjourned meeting, except for those members who are present at the adjourned meeting. The meeting can be adjourned even if there is no quorum, unless that is the reason for the adjournment.

7 Board of Directors

7.1 Composition

a. Eligibility

A Director:

- i. shall be eighteen (18) or more years of age;
- ii. will normally be a Member of the Association at the time of the person's election or appointment;
- iii. will normally remain a Member of the Association throughout the person's term of office;
- iv. May be a member of the community who exhibits an interest in supporting the purpose and mission of the Association;
- v. any executive member who has a personal stake, be it as a member of coaching staff or as a parent, in a term(s), they must declare a conflict of interest and excuse themselves from any discussion or votes involving that team(s). This includes but is not limited to coaching selection, disciplinary action or executive related to that team(s).

b. Number of Directors

The affairs of the Association shall be managed by a Board, which consists of 12 elected positions of Directors, and one immediate Past President.

c. Term of Office

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

d. Renewal

Each Director's term may be renewed for an additional 2-year term. Directors interested in a term renewal shall submit their nominations in accordance with the applicable by-laws.

e. Rotation of Directors:

Elections will be staggered bi-annually:

Even Year

President

Treasurer

Director of Risk & Safety

Director of Competitive

Director of Player & Coach
Development

Webmaster

Odd Year

Secretary

Registrar

Director of House League

Ice Convenor

Director of Marketing

Equipment Manager

The Board shall appoint the Past-President as an advisor of the Board. The Past-President position shall be non-voting.

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

f. 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 the by-laws of the Association and must be ratified at the next AGM.

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

h. The President may not be nominated for, acclaimed to or elected President for a fourth consecutive term.

i. The Association shall endeavour to nominate as Treasurer a Director who has employment experience and/or skills in accounting procedures or the banking industry.

j. Vacancies

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.

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

- ii. All members of the Board that are absent for three (3) consecutive meetings without a valid reason, may be suspended; the Board shall name a replacement for either a specified period or the length of the current mandate.
- iii. A director shall hold office until the earlier of:
 - a. the director's successor being appointed,
 - b. the director's resignation,
 - c. such individual ceasing to be a director (if a necessary qualification of appointment) or
 - d. such director's death.
 - e. Nominations; or
 - f. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any director of the Association.

7.2 Nomination

Nominations for positions on the Board shall be accepted in any written or electronic format by the President during a 30-day period, ending seven (7) days before the date of the annual meeting. Names of nominees will be posted on the RDGHA website prior to the annual meeting. If an insufficient number of nominations are received to fill all vacant positions will be accepted from the floor during the annual meeting.

The Chair of the Board, or their delegate, shall share a listing of all individuals who have been nominated for election to the Board 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 prior to the AGM.

7.3 Election Procedures

The election of Directors shall take place at the Annual General Meeting of the Membership by a show of hands, unless a ballot is demanded by a member entitled to vote at the meeting and shall be decided by a majority of the votes cast by the members entitled to vote. No election or appointment of a Director is effective without consent given prior to the election or appointment.

7.4 Notice of meeting of board of directors

- a. Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association not less than 5 days before.
- b. Notice of an emergency meeting shall not be necessary if quorum is met, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- c. No error or omission in giving notice, pursuant to this by-law, for a meeting of the Board of Directors shall invalidate or make void any proceedings taken or held at such meetings.

- d. The Board of Directors shall meet approximately nine (9) times per year or once per month during the hockey season (i.e. August through April).

7.5 Quorum

A quorum at any meeting of the board shall consist of fifty percent plus one of the directors for the transaction of business. After quorum is established, business may continue to be conducted if quorum falls below the standard.

7.6 Voting at meetings of the board of directors

- a. At all meetings of the board, every motion shall be decided by a majority of the votes. In the case of a tie, the Chair of the meeting shall have the deciding vote.
- b. Voting will normally happen by show of hands.

7.7 No Proxies

Proxies will not be permitted. Directors must be present at Board meetings to exercise their voting rights in relation to matters coming before the Board.

7.8 Remuneration

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. The Board of Directors may establish policies relating to the reimbursement of Directors for reasonable expenses incurred in the performance of their duties.

7.9 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 transaction or other matter is first taken into consideration and the Director is present.
- c. After making such a declaration, the Director shall not vote on such a transaction or other matter, nor shall the person be counted in the quorum in respect of such a transaction or other matter.
- d. If a Director has made a declaration of an interest in a transaction or other matter in compliance with this Section, the Director is not accountable to the Association for any profit realized from the transaction or other matter.
- e. If a Director fails to make a declaration of interest in a 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 transaction or other matter.

7.10 Confidentiality

Every Director of the Association shall respect the confidentiality of matters brought before the Board. Directors must abide by the strictest confidence for in camera sessions.

7.11 Rules of Operation

Notwithstanding any other provision contained in this By-law, 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 that are not otherwise inconsistent with this By-law. Such prescribed rules and regulations shall have force and effect until the next AGM when they shall be confirmed. In the event of default of confirmation at such AGM, the regulations shall cease to have force and effect. Where there is a conflict between the By-Laws of the Association and the Rules of Operation, the By-Laws shall take precedence.

8 Responsibilities of Directors

8.1 President

- a. Represent the Association in the community;
- b. Act as Chair of the Board, the Executive Committee, and at all AGM/SAGM;
- c. May call meetings of these groups and standing committees when necessary;
- d. Exercise general supervision of the Association in accordance with policies;
- e. Monitor adherence by the Board to all existing policies and inform the Board with respect to any inconsistencies between existing policies and a proposed policy;
- f. Be a non-voting Member of all committees and sub-committees of the Association; except in the case of a tie as the tie breaking authority;
- g. Direct and ensure that refereeing complaints are addressed and solved in a timely fashion;
- h. Report regularly to the Board on matters of interest;
- i. Appoint standing committees subject to the approval of the Board;
- j. Shall be a member of the Coaches Selection Committee;
- k. Delegate tasks as necessary.

8.2 Treasurer

- a. Keep an accurate account of all RDGHA funds;
- b. Give an accurate financial statement at each meeting;
- c. Provides payment for OWHA fees, NCWHL fees, ice contracts, tryout evaluators and reimbursements (registration, coaching clinics, trainer courses, etc.) by electronic e-transfer or cheque;
- d. Ensure adherence to and implementation of financial Policies in the financial administration of the Association;
- e. Ensure annual financial review before the AGM by a competent accountant and present the yearly financial report at the AGM;
- f. Evaluate, review and recommend financial policies or assistance to the Executive Committee and to the Board;
- g. Is a voting member of the Board and Executive;
- h. Carry out duties assigned by the Board, the Executive Committee or the President.

8.3 Secretary

- a. Record or delegate the recording of the minutes of General Meetings of the

Membership, Board Meetings and Executive Committee Meetings and ensure that Association records are regularly and properly kept, and all business is conducted in accordance with By-laws and the Policies and procedures established by the Board or by the Membership;

- b. Ensure the completion and maintenance of the Association's minutes and resolutions and other records and documents;
- c. Is a voting member of the Board and Executive;
- d. Carry out duties as assigned by the Board, the Executive Committee or the President.

8.4 Registrar

- a. Record and manage all aspects of registration in accordance with OWHA
- b. Be responsible for all registration information and updates the OWHA electronic database;
- c. Ensures that all coaches, assistant coaches, trainers and any other team official or volunteer obtains the necessary certifications and training. This includes Respect in Sports, trainer and coach certifications, gender diversity and any other training or awareness sessions mandated by the OWHA;
- d. Manage roster requirements to send to the applicable organization for team participation;
- e. Provide advice to teams regarding access and proof of insurance, as required;
- f. Request advertisement of registration dates;
- g. Work closely with all members to ensure all registration fees, competitive upcharges and competitive attire are paid;
- h. Shall have signing authority for player movement forms (Permission to Try Out and Player Release);
- i. Act as the Communication Admin within RDGHA, NCWHL and between RDGHA and OWHA;
- j. Is a voting member of the Board and Executive;
- k. Carry out duties as assigned by the Board, the Executive Committee or the President.

8.5 Director of Risk & Safety

- a. Helps to promote the safety of each player;
- b. Ensures that all Coaching and Bench Staff as well as members of the Board complete the required safety checks and reports back to the Executive. All vulnerable sector checks must be completed for all team officials and Board members before December 1st. RDGHA will not accept any team official or volunteer who does not successfully pass a required safety check;
- c. Removes any team officials who have not complied with either a) or b);
- d. Provides support and guidance to all team trainers in matters of risk and safety;
- e. Reports and coordinates the repair of arena deficiencies with arena management and reports any outstanding issues to the Board, as required.
- f. Monitors the injury report process for each team and ensures medical clearance is given prior to return to play;
- g. Provide advice on accessing insurance coverage to teams in case of injury;
- h. Is a voting member of the Board;

- i. Carry out other duties as assigned by the Board, Executive Committee, or the President.

8.6 Director of House League

- a. Oversee house league operations;
- b. Ensure all house league coaches, trainers and coaching staff have completed checks and required training courses;
- c. Facilitate an instructional meeting with, coaches, trainers and team staff prior to season starting to clarify rules, roles and responsibilities;
- d. Shall be a member of the Coaches Selection Committee for house league teams;
- e. Assist with coach recruitment, team selection, scheduling and any other matters as requested;
- f. Work with other house league associations;
- g. Is a voting member of the Board and Executive;
- h. Carry out other duties as assigned by the Board, Executive Committee, or the President.

8.7 Director of Competitive

- a. Oversee competitive operations;
- b. Ensure all competitive coaches, trainers and coaching staff have completed checks and required training courses;
- c. Facilitate an instructional meeting with, coaches, trainers and team staff prior to season starting to clarify rules, roles and responsibilities;
- d. Shall be a member of the Coaches Selection Committee for house league teams;
- e. Assist with coach recruitment, team selection, scheduling and any other matters as requested;
- f. Is a voting member of the Board and Executive;
- g. Carry out other duties as assigned by the Board, Executive Committee, or the President.

8.8 Ice Convenor

- a. Maintains and negotiates ice contracts required for the season to the township(s) based on ice times required;
- b. Prepares the ice time available for league games and informs the executive and shares these times with the teams;.
- c. Directs, tracks and distributes the ice time for each team according to Association ice allocations;
- d. Confirm that referees are scheduled;
- e. Posts practices on the ice scheduling portal for teams to view;
- f. Collaborates in the planning for the following season;
- g. Is a voting member of the Board;
- h. Carry out other duties as assigned by the Board, Executive Committee, or the President.

8.9 Equipment Manager

- a. Maintains asset requirements with all teams and ensures the return of equipment;
- b. Distributes all equipment to the coaches at the beginning of the season and collects all equipment at the end of the season (goalie equipment, first-aid kits, pucks and jerseys, cones, shooter tutors);

- c. Recommends the purchase of equipment to the Executive while keeping in mind protection needs and quality;
- d. Purchases the equipment after approval from the Executive;
- e. Maintains the storage and ensures the repairs and cleaning of the equipment.
- f. Prepares an annual inventory and presents it to the Executive;
- g. Is a voting member of the Board;
- h. Carry out other duties as assigned by the Board, Executive Committee, or the President.

8.10 Director of Coach & Player Development

- a. Develops a process to constructively evaluate the coaches;
- b. Assists and guides coaches, as required, in preparing different programs, practices, etc.;
- c. Promotes an educational program for the parents to help them understand the rules and regulations, the philosophy and the basic structure of girls hockey;
- d. Holds different clinics depending on the needs. This includes coaches, players and goalies;
- e. Is a voting member of the Board;
- f. Carry out other duties as assigned by the Board, Executive Committee, or the President.

8.11 Director of Marketing

- a. Promotes the Association in the local and broader hockey and sport community with initiatives and marketing materials to raise awareness of the Association;
- b. Shall act as a point of contact for inquiries related to fundraising and sponsorship activities;
- c. Coordinates the materials to post on public boards and promotional materials;
- d. Request and receive nominations for Association awards;
- e. Is a voting member of the Board;
- f. Carry out other duties as assigned by the Board, Executive Committee, or the President.

8.12 Webmaster

- a. Shall publish all materials and information as required of the Board to the Association's website.
- b. Shall be responsible for compiling any information needed to be publicized such as standings, upcoming events, etc. and any other necessary information.
- c. Is a voting member of the Board;
- d. Carry out other duties as assigned by the Board, Executive Committee, or the President.

9 Committees of the Board

- 9.1** Any committee deemed necessary by the Board will consist of a Chairperson, as appointed by the President, and as many members as deemed necessary by the Executive as chosen by that Chairperson and approved by the Executive. A member of

the Executive may Chair and or participate on as many committees as necessary to serve the Association.

9.2 Standing Committees of the RDGHA

a. Executive Committee

- i. The Executive Committee shall be chaired by the President, and shall consist of the Secretary, the Treasurer, the Director of Competitive and the Director of House League and other pertinent board members invited by this committee who may be relevant to the matter.

The Executive Committee shall:

- ii. During the intervals between the Board Meetings, take action in relation to any matter of any nature within the power and the authority of the Board, which requires immediate attention. Such action shall not involve any change of policy or the authorization of unbudgeted expenditures, and any action taken shall be submitted to the Board for ratification at the next Board Meeting;
- iii. Review recommendations and proposals prior to such recommendations or proposals being submitted to the Board for Resolution;
- iv. Present a report regarding the activities of the Executive Committee to the Board;
- v. Deal with any other matters assigned to it by the Board or by the President.
- vi. Act as the discipline committee

b. Coach Selection Committee

- i. The Coach Selection Committee shall consist of a panel with oversight by the President and the Director of Competitive or Director of House League, as appropriate.
- ii. RDGHA will accept coaching applications for top tier teams with selection one (1) month prior to try-outs.

9.3 Standing Committee Procedures

All Standing Committees shall comply with all bylaws, guidelines, policies and procedures of the Association and shall comply with all requirements of the OWHA.

a. Meetings

Each Standing Committee shall meet at the call of the Chair and as necessary throughout the season.

b. Notice

Notice of all Meetings of Standing Committees shall be communicated to all Members of the standing committee at prior to the Meeting, except that such notice may be waived by consent of all Members of the Standing Committee.

c. Quorum

A quorum for a Standing Committee shall be a majority of the committee members.

d. Voting Rights

Each Member of a standing committee present at a Meeting shall be entitled to one vote. The Chair shall have the deciding vote in the case of a tie.

e. Records

Standing Committees shall maintain and keep records of their Meetings and shall report to the Board at regular intervals and upon request by the Board.

10 Execution of documents

The board may direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

11 Financial year end

The financial year end of the Association shall be April 30 in each year.

12 Banking arrangements

The banking business of the Association shall be transacted at a bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. Banking transactions can be carried out by two directors, either the Registrar or the Treasurer. Alternatively, the board can pass a resolution to give specific directors the authority to handle banking matters.

13 Annual financial statements

Any records maintained by the Association in the regular course of its business, including its register of members, books of account and minute books, may be in any form, provided that the records are capable of being reproduced in an accurate and intelligible written form, within a reasonable time. The Association shall make such records available for inspection under applicable law.

14 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

15 Omissions and errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

16 Amendments

16.1 The Board and any member in good standing may recommend amendments to the By-laws of the Association from time to time, to the Membership.

16.2 If the Board intends to discuss amendments of the By-laws of the Association at a Board Meeting, written notice of such intention shall be sent by the Secretary to each Director before such Meeting. Where such notice is not provided, any recommendation to amend the By-laws 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 By-laws shall be given.

- 16.3** By-law or an amendment to a By-law recommended by the Board shall be presented for adoption at the next Annual General Meeting of the Association. The notice of such Annual General Meeting shall refer to the distribution plan and date to describe and explain the By-law or amendment(s) to the By-law to be presented.
- 16.4** A motion to amend the By-laws recommended by the Board or proposed by a member called for that purpose must be approved by a two-thirds vote of the Members present at such AGM/SAGM.
- 16.5** The Members at the AGM/SAGM may confirm the proposed By-law or amended By-law as presented or amend or reject the proposed By-law or amended By-Law.
- 16.6** Any Amendment to the By-laws 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.
- 16.7** 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.

17 Repeal of Prior By-Laws

- 17.1** All prior By-laws of the Association, including the document entitled the "Constitution" of the Association are hereby repealed.
- 17.2** The repeal of all prior by-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

18 Rules of Procedure

The rules and procedures to be used in conducting the meetings and affairs of the Association in all cases will be respectful and orderly and in which they are not inconsistent with the By-laws or other governing documents affecting the Association. All motions will have an eligible individual second the motion and have time for discussion on the motion prior to holding a vote.


19 Effective Date

This By-law shall come into force without further formality upon its enactment after approval by the Members of the Association as hereinbefore set out.

The foregoing by-laws are hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the Members of the Association at the AGM of the Association duly called and held virtually in the Township of Russell, Ontario, and at which a quorum was present on the 26th day of May, 2025.



Chair



Secretary