

Canada, on Your Mark Bylaws and Constitution

Title

The Organization shall be called Canada, On Your Mark, hereafter referred to as “the Organization”.

Interpretation

All terms contained in this bylaw shall have the meanings given to such terms in the Ontario Non-Profit Corporations Act. Words importing the singular include the plural and vice versa and words importing gender include all genders.

Seal

The seal of the Organization, if any, shall be in the form determined by the Board.

Aims and Objectives

Canada On Your Mark was created by youth advocates to support the student athlete, their families, schools, coaches, and clubs. We exist to collaborate and develop a world class youth sport ecosystem that promotes inclusion and affordability.

Financial Year

The financial year of the Organization ends on December 31st on each year or on such other date as the Board may, from time to time, by resolution, determine.

Membership

General membership in COYM shall include:

All Board of Directors and volunteer trustees of COYM and all registered youth sport organizations.

registered youth sports organizations in good standing with COYM, in regard to having NO outstanding fees or equipment or under suspension or expulsion from COYM are considered General members of COYM.

Membership cost to those who do not fall under the guidelines above is \$100.00 CAD.

Membership in the COYM includes acceptance of the COYM Codes of Conduct, which includes the Spectator Code of Conduct, Player Code of Conduct and Safe Management Policy. Copies of which can be downloaded from the website or by contacting the Secretary.

Board of Directors

There shall be elected bi-annually, a Board of Directors, which shall be responsible for the management and policies of COYM and for recommending the membership at the AGM, changes to the Constitution and By-Laws.

The Directors shall be elected by the Members with the founding two (Evangelea Vlachos and Matthew Marquardt) remaining as directors for the first 15 years of incorporation or unless they request a leave from their position. This cannot be changed or altered through a voting process. Terms for the balance of office for the remaining directors shall be from the date of the meeting at which they are elected or appointed, until the next annual meeting, or until successors are elected or appointed.

Members who wish to run for a Board Position must present a current Vulnerable Vector Search at the Annual General Meeting. If a decision to accept a nomination is made at the AGM, a VVS must be presented to the Board within 30 days of the AGM.

The Board of Directors may delegate certain responsibilities to committees of the Board and to the members of COYM but retain ultimate responsibility for all aspects of the policies and operations of the COYM.

No member of the Board of Directors shall receive remuneration other than reimbursement for expenses properly incurred. A receipt for such expenses must be presented for payment to be made.

Non-founding members of the Board shall be elected for a two (2) year Term to be staggered where the positions of President, Vice-President of Operations and Treasurer will be elected on opposite years of the positions of General Manager, Registrar, Equipment Director and Secretary. If a Board member whose position is not up for re-election chooses to stand down after one (1) year the position will be filled at the Annual General meeting for the remaining year of the Term and will be opened at the end of the Original two (2) year term.

A Director must have served at least one FULL (2 years) Term on the Board of Directors to accept a nomination for the Position of President.

Members of the General Membership shall be eligible to vote for as many candidates for the Board of Directors as there are vacancies to be filled. Members get one (1) vote per household for each player registered with COYM in the previous Calendar Year and be in good standing with COYM.

Meeting of the Board of Directors

The Board of Directors of COYM shall meet at least once per quarter and shall record its decisions in writing in a Minute Book, only the Board members and invited individuals may attend. These meetings are called at the discretion of the President and are for the purpose of conducting the normal ongoing business of the Incorporation. ALL Board meetings can be held via Virtual Medium.

Special meetings of the Board of Directors may be requested by anyone in the General Membership, providing that such a request sets out the reasons for such a meeting and is submitted to the Secretary of the Board of Directors with the signature of at least twenty (20) other members. Such meetings must be convened within five (5) days of the Secretary having received a formal request of such a meeting. Board Members may participate in Regular Board meetings only via Secured Digital Technology (Skype, WebEx etc.) or Via Conference Bridge if sufficient notice is given and such Technology is available at meeting location.

A general meeting may be held at Mid-Year. This meeting will be open to members in good standing.

Protection of Directors and others

No director officer or member of the organization is to be liable for the acts neglects or defaults of any other director officer committee member or employee of the organization or for joining in any receipt or for any loss, damage or expense happening to the organization through the insufficiency or deficiency of title to any property acquired by the organization or for on behalf of the organization or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the organization shall be placed out or invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person firm or corporation with whom or which any monies, securities or effects shall be or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided they have: (a) complied with the organization's articles and bylaws; and (b) exercised their powers and discharged their duties in accordance with the act. Note – Organization may purchase and maintain insurance for Directors.

Annual General Meeting

The annual meeting shall be held on a day on, or prior to December 15th of the fiscal year and at a place within Ontario fixed by the board. Any member, upon request shall be provided, not less than 7 days before the AGM with a copy of the approved financial statements auditors report or review engagement report required by the bylaws

The business transacted at the annual general meeting shall include:

Agenda

Minutes of previous annual and special meetings

Consideration of the financial statements

Report of the auditor or review engagement
Election of directors
Other or special business as may be set out in the notice of meeting
i.e. place of meeting maybe outside of Ontario only if articles say so

The membership at the AGM is responsible to approve all changes to the Constitution and By-Laws of COYM and may pass resolutions on matters of concern to the membership. All changes require approval of majority (51%) of members at the AGM.

The AGM shall be held prior to or on December 15th in any given year. At the AGM the election of the Board of Directors shall be conducted, and the audited or reviewed statement of the previous year's finances shall be presented for approval by the membership.

Notice of the AGM shall be sent by mode of communication utilized by COYM management on all other matters pertaining to the operation of the organization. Said modes must include email and website notification. Notification to the membership must occur no less than twenty (20) days prior to the date of the meeting. The notices shall include an Agenda detailing the topics to be considered at the AGM.

The Annual General Meeting can be held via Virtual Medium as well as In-Person, at the discretion of the Board of Directors.

Procedures

Quorum for all regular meetings of the Board shall consist of 4 members of the voting board members being present. Members of the Board, who have been absent for three (3) meetings in a six (6) month period without being "excused", may be removed from the Board by the Board of Directors.

The Board of Directors shall notify the members of COYM in writing of any change in the composition of officers of the Board within twenty-one (21) days.

The Board of Directors shall schedule a General Members meeting within thirty (30) days of change in the composition of officers of the Board to fill any vacancies on the Board and give members of COYM ten (10) days advance notice of such meeting.

All board members, coaches, managers and volunteers must sign a 3-fold declaration:

- 1) that they will notify the board if they are in conflict of interest and follow the guidelines with regards to this.
- 2) they will keep all information discussed at any meeting or directly with any member confidential and they will not make public any personal information provided by any member while in the service of COYM and thereafter
- 3) that they will not hold COYM liable for any actions that occur while they are performing their volunteer duties with COYM.

No proxy votes shall be permitted at "regular" or 'special" Board meetings.

Committees

The Board of Directors may establish from time to time such standing committees as it seems fit.

Committees of the Board shall be governed by the same procedures, as is the Board of Directors.

Voting

Business at any members meeting shall be by a majority of votes provided that:

- (a) each member shall be entitled to one vote at any meeting
- (b) votes shall be taken by a show of hands

(c) an abstention shall not be considered a vote cast

Amendment of bylaws

Members may from time to time amend a by law if at least 51 percent of the members approve the amendment. The board may not amend these bylaws.

Or

This by law may be amended by a majority vote of the board and the members

Financial Management

The Board shall approve such financial procedures as are required to ensure the sound financial management of COYM and our compliance with the requirements set by funding bodies.

The fiscal year of COYM shall run from January 1st of any given year to December 31st of the same year.

An audited or reviewed financial statement for the fiscal year shall be presented annually for the approval of the membership at the AGM.

COYM membership/ board of directors must address any association debt.

Any player or family that has outstanding fees or equipment, will not be allowed to play in the COYM or any other association in Ontario.

The use of the COYM names and/or Logo's may only be used at the consent of the Board of Directors and only for the express use as requested and approved. ANY and ALL fundraising efforts must receive approval from the Board of Directors at least Thirty (15) days prior to commencing.

Accountability

Members of the Board of Directors who have neglected their responsibility or undermine the goals and objectives of COYM may be removed from the Board by majority vote of the Board of Directors or the General Membership, after having an opportunity to be heard.

A Board of Directors that has neglected their responsibilities or which has undermined the goals and objectives of COYM (outside of the original founders within the first 10 years) may be removed from office by vote of two-thirds majority of the Membership at a General meeting with no less than twenty (20) members in good standing present to vote. Such motion can be made by any member, with at least another 20 member's signatures and requires notice of not less than fifteen (15) days given to ALL members of COYM and shall be sent by mode of communication utilized by COYM management on all other matters pertaining to the operation of the organization. Said modes must include email and website notification and outlines ALL reasons for the request and the Board of Directors will be given an opportunity to be heard.

Dissolution

If under any conditions the Board of Directors decides to terminate operations of COYM by two-third (2/3) majority of the existing Board of Directors, or by COYM Trustee or a duly selected Board of Directors quorum ceases to exist the assets of COYM will undergo the following:

in the event of dissolution of the Incorporation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by COYM Trustee or Board of Directors to one or more not-for-profit related organizations, which solely operates in Ontario.