

**ADOPTED AT ANNUAL GENERAL MEETING OCTOBER 5, 2015**

# **BYLAWS**

**PICKLEBALL MANITOBA INC.**

## ARTICLE 1 GENERAL

### 1.1 Purpose

These Bylaws relate to the general conduct of the affairs of Pickleball Manitoba Inc., a corporation without share capital incorporated under the Manitoba Corporations Act, and referred to as the “Association” in these Bylaws.

### 1.2 Definitions

The following terms have these meanings within these Bylaws:

- a) Act - The Manitoba Corporations Act (C.C.S.M. c. C225), as amended;
- b) Ad Hoc Committee – any committee, other than a Standing Committee, duly established by the Board to perform a specific task;
- c) Association – Pickleball Manitoba Inc.;
- d) Auditor – an individual, appointed by the Members at the Annual General Meeting, to audit the books, records and accounts of the Association, and to report to the Members at the next Annual General Meeting. The Auditor will not be an employee or a Director of the Association;
- e) Board – the Board of Directors of the Association;
- f) Constitution – the Articles of Incorporation of the Association, as filed with the Registrar, and comprising a statement of the Association’s purpose;
- g) Director – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- h) Member - will include all categories of membership pursuant to these Bylaws;
- i) Officer - an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws;
- j) Ordinary Resolution – a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given;
- k) Registrar - The Manitoba Registrar of Companies, or any successor or replacement agency;
- l) Special Resolution – a resolution passed by not less than two thirds (2/3) of the votes cast at a General Meeting of Members for which proper notice has been given; and
- m) Standing Committee - the Executive Committee, and any other Standing Committee the Board may establish.

- 1.3 Head Office - The Head Office of the Association will be located in Winnipeg, Manitoba, Canada at such place therein, as may from time to

time be determined by the Board. The Head Office location may be changed by resolution of the Board. -

- 1.4 Corporate Seal - The Association may have a corporate seal, which may be adopted, and may be changed by resolution of the Board.
- 1.5 No Gain For Members - The business of the Association will be carried on without the purpose of gain of any nature, for its Members, and any profits or other accretions to the Association, will be used in promoting its objectives.
- 1.6 Ruling On Bylaws - 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 objectives of the Association.
- 1.7 Conduct Of Meetings - Unless otherwise specified in the Act, or by these Bylaws, meetings of the members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.8 Interpretation - Words importing the singular will include the plural, and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

## **ARTICLE 2 MEMBERSHIPS**

### **Categories of Membership**

#### 2.1 Categories of Membership

The Association has the following class of membership, the conditions of which are set out below, and in policy. The Board may introduce other categories of membership and their admission criteria.

- a) Regular Member (hereinafter, Member)

### **Qualifications for Membership**

- 2.2 Member - Definition - Any person, who has satisfied the requirement for admission, is registered as a member of the Association, has agreed to abide by the Association Bylaws, policies, procedures and rules and regulations and has paid the dues established by the Board. A Member in good standing is entitled to one vote on all matters at member meetings.

## **Admission of Members**

- 2.3 Admission of Members - No person will be admitted as a Member of the Association unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Association;
  - b) The candidate member has met the requirements defined in section 2.2;
  - c) The candidate member has been approved by majority vote as a member by the Board, or by any committee, or individual delegated this authority by the Board;
  - d) If the candidate member was at any time previously a Member, the candidate member was a Member in Good Standing at the time of ceasing to be a Member; and
  - e) The candidate member has paid dues, if any, as prescribed by the Board.

## **Membership Dues**

- 2.4 Year - Unless other wise determined by the Board, the membership year of the Association will be from June 1 to May 31.
- 2.5 Dues – Membership dues for all Categories of Membership will be determined annually by the Board. Payment of membership dues will not be pro- rated over the membership year.
- 2.6 Deadline - The Board will determine the deadline date by which membership dues, where levied, must be paid.

## **Transfer, Withdrawal and Termination of Membership**

- 2.7 Transfer - Membership in the Association is not transferable.
- 2.8 Termination – Membership in the Association will terminate immediately upon:
- a) The Members death;
  - b) The expiration of the Members membership, unless renewed in accordance with these bylaws;
  - c) Resignation by the Member, by giving written notice to the Association;
  - d) Dissolution of the Association;
  - e) Dissolution if the Member is a corporation or representing a corporation;
  - f) As determined by a decision making panel in accordance with the Associations applicable discipline policies;

- g) Two-thirds (2/3) vote of the Directors or Members at a duly called meeting, provided reasonable notice is provided, and the Member is provided and opportunity to be heard; and
- h) Failing to pay membership dues or monies owed to the Association by the deadline date prescribed by the Association.

2.9 May Not Resign – A member may not resign from the Association when the Member is subject to disciplinary investigation or action from the Association.

### **Good Standing**

2.10 Definition – A member of the Association will be in good standing provided that Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Association;
- d) Has complied with the Articles of Incorporation, Bylaws and policies and rules of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.11 Cease to be in Good Standing – Members who cease to be in good standing, as determined by the Board, Discipline or Appeals Panels, will not be entitled to vote at meetings of Members, receive notice of Member meetings, attend Member meetings, speak at Member meetings and, where the Member is a Director, at meetings of the Board or be entitled to the benefits and privileges of membership, including but not limited to, programs or competitions, until such time as the Board is satisfied that the Member has met the definition of Good Standing as noted in section 2.10.

## **ARTICLE 3 MEETINGS OF MEMBERS**

3.1 Types Of Meetings – Meetings of Members will include Annual General Meetings and Special General Meetings.

3.2 Special General Meeting – A Special General Meeting of the Members may be called at any time by the Board, the President, or upon written requisition of five percent (5%) or more of the voting Members of the

Association. A Special General Meeting will be called within twenty-one (21) days and held within forty-five (45) days of receiving the written requisition. The agenda of Special General Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date – The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4 Notice – Written notice of meetings of Members will be given to all Members at least forty-five (45) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information for Members to make informed decisions.

3.5 Attendance at Meetings – Attendance at meetings of Members will be in person, unless otherwise authorized by the Board.

3.6 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.7 Agenda – The Agenda for the Annual General Meeting will at least include:

- a) Call to Order;
- b) Establishment of the Quorum;
- c) Appointment of Scrutineers;
- d) Approval of the Agenda;
- e) Declaration of any Conflicts of Interest;
- f) Adoption of the Minutes of the previous Annual Meeting;
- g) Board, Committee and Staff reports;
- h) Approval of Auditors report and Financial Statements;
- i) Appointment of Auditors;
- j) Business as specified in the meeting notice;
- k) Election of new Directors; and
- l) Adjournment.

3.8 New Business

Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

- 3.9 Quorum – Quorum at the General Meeting will be fifteen (15) Members, excluding those Members who are Directors of the Association. If the quorum of fifteen (15) Members is present at the start of the meeting it is deemed to be present until the meeting is adjourned.
- 3.10 Closed Meetings – Meetings of the Members will be closed to the public except by invitation of the Board.

### **Voting at Meetings of Members**

- 3.11 Voting Privileges – members will have the following voting rights at all meetings of members:
- a) Regular members eighteen (18) years of age and older may attend and participate in meetings and are entitled to one (1) vote.
- 3.12 No Delegates and Proxy Voting – Association Members can not appoint a delegate to represent and vote on their behalf at meetings of Members.
- 3.13 Scrutineers – At the beginning of meetings of Members, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.14 Determination of Votes - Votes will be determined by a show of hands or orally, unless a secret or recorded ballot is requested by the majority of those Members voting.
- 3.15 Majority of Votes – Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution of Members present who vote will decide each issue. In the case of a tie the issue is defeated.

## **ARTICLE 4 GOVERNANCE**

### **Composition of the Board**

- 4.1 Directors – The Board of Directors will consist of nine (9) Directors occupying the following positions:
- a) Four (4) Directors will be Officers of the Association, and will occupy the positions of President, Vice President, Treasurer and Secretary. These four (4) positions will comprise the Executive Committee of the Association.
  - b) Five (5) Directors will occupy Director At Large positions.
  - c) Of the five (5) Directors at Large positions, two (2) positions are reserved for Members residing outside the boundaries of the City of

Winnipeg, as defined by The City of Winnipeg Charter Act, and must be occupied by Members from this region.

d) Positions on the Executive Committee may be filled by Directors from any region within Manitoba

All Directors must be residents of Manitoba.

4.2 Election of Directors – Any individual who is eighteen (18) years of age or older, who meets one or more of the criteria noted in Section 4.3 below, and who has the power under law to contract, may be nominated for election as a Director.

4.3 Knowledge, Skills and Attributes (KSA's) For Directors

Potential Directors will have one, or any combination of, the following KSA's:

- a) Commitment and capacity (time, expertise and health) to fulfill the obligations as a Director;
- b) Knowledge of the role and responsibilities of a Director, Board and staff;
- c) Experience in formulating strategy and related policy and programs;
- d) Knowledge of the sport community in general, and specifically of pickleball and its practice within the broader community;
- e) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report;
- f) A network of, and connectivity with, key stakeholders;
- g) Demonstrated ethical and values based behaviour;
- h) Recognized professional designation, (examples include, but are not limited to, teaching, nursing, accounting, legal, marketing, human resource management, operations management);
- i) Strong interpersonal and communication skills;
- j) Administrative, management or team working experience;
- k) Public relations and/or fund raising experience; and
- l) Other KSA's valued by the Board and Members.

4.4 Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of three (3) Members appointed by the Board. The Nominating Committee will be responsible to solicit nominations from the membership with the KSA's defined in section 4.3 above.

4.5 Nomination – Any nomination of a Member for election as a Director will:  
a) Include the written consent of the nominee by signed or electronic signature; and  
b) Be submitted to the Head Office of the Association fourteen (14) days prior to the date of the Annual General Meeting.



- 4.6 Incumbents – Members currently on the Board, and wishing to be re-elected to the Board, are not subject to nomination, but must provide written notice of their intent to stand for office, to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.
- 4.7 Circulation of Nomination and Platforms – Valid nominations will be circulated to all voting Members prior to elections.
- 4.8 Election – The election of Directors will take place annually at the Annual General Meeting as per the schedule contained in Appendix A, which forms a part of these Bylaws.
- 4.9 Decision – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One valid nomination – winner is declared by acclamation; and
  - b) Two or more valid nominations – winner is the nominee receiving the greatest number of votes. In the event of a tie, the nominee receiving the fewest votes will be deleted from the nomination list and a second vote will be conducted. This process of elimination of the nominee with the fewest votes will continue until there remain only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- 4.10 Terms and Limits – Except as noted in the schedule contained in Appendix A of these Bylaws, elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from, or vacate their office. Appendix A forms part of these Bylaws. Directors will be eligible for re-election as Directors up to a limit of 3 consecutive terms for any Officer of the Board and/or Director-at-large positions.

### **Resignation and Removal of Directors**

- 4.11 Resignation – A Director may resign from the Board at any time by presenting her or his written notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to such disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.12 Vacate Office – The office of any Director will be vacated automatically if any one of the following occurs:
- a) The Director is found by a court to be of unsound mind;
  - b) The Director becomes bankrupt;

- c) The Director is not a Member or a Member in Good Standing;
  - d) Upon the Directors death.
- 4.13 Removal – An elected Director may be removed by Ordinary Resolution of the voting Members present at an Annual General Meeting or Special General Meeting, provided the Director has been given fourteen (14) days written notice of, and the opportunity to be present and to be heard at, the meeting where such a Ordinary Resolution is put to a vote.

### **Filling a Vacancy on the Board**

- 4.14 Vacancy – Where the position of a Director becomes vacant for whatever reason, and there is still a quorum of Board members, the Board may appoint a qualified Member to fill the vacancy for the remainder of the vacant positions term of office.

### **Meetings of the Board**

- 4.15 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors or the President.
- 4.16 Notice – Written notice, served other than by mail, of the Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.17 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.18 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.
- 4.19 Voting – Each Director is entitled to one vote. Voting will be by a show of hands in the case of in-person meetings, orally in the case of teleconference or computer conference, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the resolution is defeated.
- 4.20 Closed Meetings – Meetings of the Board will be closed to Members and the public, except by invitation of the Board.

- 4.21 Meeting By Telecommunications - A Director may participate in a meeting of directors or at a committee of directors by means such as telephone or other communication facilities, providing such facilities permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed to be present at the meeting.
- 4.22 Decisions In Lieu Of Meetings – If all voting members agree to, and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

### **Powers of the Board**

- 4.23 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- 4.24 Managing the Affairs of The Association – The Board may make policies, procedures and manage the affairs of the Association in accordance with the Act and these Bylaws.
- 4.25 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.
- 4.26 Employment of Persons – The Board may employ, or engage under contract, such persons as it deems necessary to carry out the work of the Association.

## **ARTICLE 5 OFFICERS AND EXECUTIVE COMMITTEE**

### **Executive Committee**

- 5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary and Treasurer.
- 5.2 Duties – The duties and accountabilities of the Officers are as noted below.
- a) The President is accountable for:
- General supervision of the affairs and operations of the Association, including office staff;
  - Presiding at, and conducting, effective meetings of Members, Board or Executive;
  - Acting as the official spokesperson of the Association;

- Provision of leadership and accountability to Members via reporting on Association activities at the Annual General Meeting; and
- Performs such other duties as from time to time are established by the Board.

b) The Vice President is accountable for:

- Supporting and assisting the President in all duties;
- Assuming the duties of President as required;
- Performs such other duties as may from time to time be established by the Board.

c) The Treasurer is accountable for:

- Ensuring that all proper accounting records as required by the Act are kept on behalf of the Association;
- Ensuring that all monies received by the Association are deposited in the Associations bank accounts;
- Supervising the management and disbursement of funds of the Association;
- Providing the Executive and Board with timely and accurate financial reports on the financial transactions and financial position of the Association;
- Drafting of annual budgets for review and on acceptance by the Board, finalizing such annual budgets; and
- Performs such other duties as may from time to time be established by the Board.

d) The Secretary is accountable for:

- Attendance at all Board meetings;
- Documentation of all amendments to the Associations Bylaws;
- Ensuring that all official documents and records of the Association are properly kept;
- Ensuring the recording of the minutes of all meetings of the Associations Members, Board and Committees; and
- Performs such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the voting Members in a meeting, providing the Officer has been given adequate notice of, and the opportunity to be present and to be heard at, the meeting where such a Special Resolution is put to a vote.

5.4 Vacancy – Where the position of an Officer becomes vacant, for whatever reason, the position will remain vacant until the next Annual General Meeting.

## **Executive Committee**

- 5.5 Executive Committee – The Executive Committee will be comprised of the Officers.
- 5.6 Call of Meetings – Meetings of the Executive Committee will be held at any time and place as determined by the President, or upon the request of any two (2) Officers.
- 5.7 Number of Meetings – The Executive Committee will hold at least four (4) meetings per year.
- 5.8 Quorum – Quorum will be two thirds (2/3) of the Executive’s voting members.
- 5.9 Voting - Each Executive Committee member is entitled to one vote. Voting will be by a show of hands in the case of in-person meetings, or orally in the case of a teleconference or computer conference, unless a majority of Officers present request a secret ballot. Resolutions will be passed upon a majority plus one of the votes being in favour of the resolution. In the event of a tie, the resolution is defeated.
- 5.10 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

## **Other Committees**

- 5.11 Appointment of Ad Hoc Committees – The Board may appoint such ad-hoc committees as it deems necessary for managing the affairs of the Association, and may appoint members of committees, or provide for the election of members of committees, may prescribe the duties of committees and may delegate to any committee any of its powers, duties and functions, except where prohibited by the Act or these Bylaws.
- 5.12 Committee Members – Except for the Executive Committee, any individual may be appointed to any Committee by the Board, and once appointed will be a voting member of the Committee, except when expressly prohibited by the Board, or where the individual appointed to the Committee is a staff person, and thus a non-voting member of the Committee.
- 5.13 Quorum – A quorum for any Committee will be the majority of its voting members.
- 5.14 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees and may delegate any of its powers duties or functions to any Committee.

- 5.15 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder off the committee’s term.
- 5.16 President Ex-officio – The President will be an ex-officio (non voting) member of all Committees of the Association.
- 5.17 Removal – The Board may remove any member of any Committee.

### **Remuneration**

- 5.18 No Remuneration – All Director, Officers, and members of Committees will serve their term of office without remuneration of any form, except for reimbursement of expenses approved by the Board.

### **Conflict of Interest**

- 5.19 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association, will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will other wise comply with the requirements of the Act regarding Conflict of Interest.

## **ARTICLE 6 FINANCE AND MANAGEMENT**

- 6.1 Fiscal Year - The fiscal year of the Association will be from June 1 to May 31 or such other period as the Board may from time to time determine.
- 6.2 Bank - The banking business of the Association will be conducted at such f financial institution as the Board may designate.
- 6.3 Deposits and Withdrawals - All securities, monies, and cheques of the Association will be deposited for safekeeping in one of the Associations bank accounts and may be withdrawn by Ordinary Resolution of the Board of Directors.
- 6.4 Expenditure Over Five Thousand - Expenditures of five thousand dollars (\$CDN 5,000.00) or greater will be decided by the Board of Directors by Special Resolution at a Board of Directors meeting.

- 6.5 Signing Authority - All written agreements and financial transactions entered into in the name of the Association will be signed by two Officers, being any two of the President, Vice President, Secretary or Treasurer. The board of Directors may authorize other persons to sign on behalf of the Association.
- 6.6 Annual Budget - The President and Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.
- 6.7 Requests For Financial Aid - Requests for financial aid from third parties may be made to the Board of Directors, at any time, and must be submitted by documented presentation.
- 6.8 Auditors - At each Annual General Meeting the Members will appoint an auditor to make a report to Members on the financial statements of the Association, and whether in the opinion of the Auditors, the financial statements fairly represent the financial position of the Association in accordance with generally accepted accounting principles. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an Employee or Director of the Association.
- 6.9 Books and Records - The necessary books and records of the Association required by these Bylaws or applicable law will be necessarily and properly kept.
- 6.10 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

## **ARTICLE 7 AMENDMENT OF BYLAWS**

- 7.1 Voting – These Bylaws may only be amended, revised, repealed, or added to by an affirmative Special Resolution vote by Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, additions, or deletions will be effective immediately.
- 7.2 Notice In Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which a change to these Bylaws is to be considered, and is to be delivered to voting Members thirty (30) days prior to the meeting at which any change is to be considered.

## **ARTICLE 8 NOTICE**

- 8.1 Written Notice - In these Bylaws, Written Notice will mean notice which is hand delivered, provided by mail, fax, electronic mail, or courier to the address of record of the Association, Director or Member, as the case may be.
- 8.2 Date of Written Notice - Date of Written Notice will be the date on which receipt of the Written Notice is confirmed verbally where the Written Notice is hand delivered, electronically where the Written Notice is faxed or e-mailed, or in writing where the Written Notice is couriered, or in the case of Written Notice that is provided by mail, five (5) days after the date the mail is post marked.
- 8.3 Error in Notice - The accidental omission to give Written Notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive Written Notice, or an error in any Written Notice which does not affect its substance, will not invalidate any action taken at the meeting.

## **ARTICLE 9 DISSOLUTION**

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

## **ARTICLE 10 INDEMNIFICATION**

- 10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association, each Director and Officer, their heirs, executors and administrators, from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer, or any other person, for acts of fraud, dishonesty or bad faith.

## **ARTICLE 11 APORTION OF THESE BYLAWS**

- 11.1 Adoption by Board - These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on August 25, 2015.



- 11.2 Ratification - These Bylaws are ratified by a Special Resolution of the Members of The Association present and entitled to vote at a Meeting of Members duly called and held on October 5, 2015.
- 11.3 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

## APPENDIX A

### BOARD OF DIRECTOR POSITIONS (9) AND THEIR STAGGERED ELECTION CYCLES (Years)

<b>Board Position</b>	<b>Initial Term Length</b>	<b>Subsequent and Ongoing Term Length</b>	<b>Comments</b>
President	1 Year	2 Years	
Vice President	2 Years	2 Years	
Secretary	1 Year	2 Years	
Treasurer	2 Years	2 Years	
Director At Large	1 Year	2 Years	
Director At Large	2 Years	2 Years	
Director At Large	2 Years	2 Years	
Director At Large	1 Year	2 Years	Outside of Winnipeg
Director At Large	2 Years	2 Years	Outside of Winnipeg

#### Notes

1. Appendix A forms part of the Bylaws of The Association.
2. Staggered election cycles ensure the Association has continuity in leadership and accountability and ongoing memory of events and activities.