



Constitution

And By-laws relating generally to the
transactions of the
Thunder Bay Martial Arts Council

Mission Statement

We are a community based organization of martial arts disciplines working together to foster the awareness of the benefits of training in the martial arts.

Membership

MAC members must have a Martial Arts club within Northern Ontario. Each MAC Member club will hold (1) voting position as a member of the Board of Directors of The Thunder Bay Martial Arts Council. Each MAC Member club to be in good standing must have a Director appointed by those clubs. In the event that the Director is unable to attend, a substitute representative associated in any capacity with that club can be sent.

Revocation

Any membership may be revoked by an executive action of a majority of the Board of Directors at a meeting where there is quorum.

Fees

Every application for membership shall be accompanied by the appropriate annual fee as determined each year at the Annual General Meeting by resolution of the Board of Directors.

Fee Insurance

An additional fee to be reviewed prior the Annual General Meeting will cover the cost of insuring the average yearly number of students and instructors that are registered at each participating Member club.

Affiliations and Certification Standards

Every Member club shall be registered as a member in good standing with a Provincial or National Governing body for their respective martial art, and be able to supply proof of such. The head of each club must hold a Black Belt in their respective martial art and be able to

produce a valid certificate if requested by the Board of Directors.

Meetings

Annual General Meeting

An AGM called for the purpose of electing an Executive and transacting other business as may properly come before an AGM shall be held in the Month of November in each year. At least fourteen (14) days notice of the time and the place of such meeting shall be given in the manner provided by these by-laws.

General Meeting

The Chair may call a General Meeting of the Board of Directors at any time and place not contrary to the law, and Democratic Rules of Order shall apply.

Notice of Meetings

Notice of the time and place shall be given to each member by delivering electronically the notice fourteen (14) days before the time fixed for the holding of such meetings. A general or special meeting of the Council may be held at any time and place without notice provided two thirds (2/3) of the Board of Directors are present and at least one of the following Executive are also present: **The Chair, Past Chair, Vice Chair, Regional Vice Chair, Secretary or Treasurer.**

Agenda

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Executive and Financial Statements shall be presented. An Executive will be elected as provided by these by-laws.

Nomination

The Board of Directors shall appoint a nominating officer who shall present a proposed slate of Directors and Executive to the general meeting. Only one member from each Club can serve on the board. The nomination for the Executive comes from the members of the board.

Voting

All questions before a general meeting of the members shall be decided by a majority of votes. Each Board of Director member in good standing has one (1) vote.

Voting Procedure

At all general meetings of the Council, every question shall be decided by a majority of the votes of all the Board of Directors present. Every question shall be decided in the first instance by a show of hands unless a vote is requested by any member. Unless a vote is requested, a declaration by **the Chair** that a resolution has been carried or not carried. An entry to that effect into the minutes shall be sufficient evidence of the number of the votes recorded in favour of or against such resolution. In the case of an equality of votes at any general meeting, the deciding vote shall be determined by the drawing out of a hat.

Executive

The affairs of the Thunder Bay Martial Arts Council shall be decided by the Executive. All

expenditures of the Council shall be approved by a majority of the Executive. In order to be elected and maintain a position on the Executive, a member must be a member in good standing. The Executive may establish policy and procedure as required for the proper management of the Council. Any member may not hold more than one office within the Executive except for the Secretary and Treasurer Office.

Election

The immediate **Past Chairs** of the Thunder Bay Martial Arts Council shall be a director ex officio Director of the Council. The Executive with the exception of the ex officio Director shall be elected at the AGM of the Council and shall hold office until their successors have been duly elected or appointed unless removed in the meantime. The election may be by a show of hands unless a ballot is requested.

Vacancies

If a member of the Executive resigns their office or without reasonable excuses, absent themselves from three or more meetings, the Board of Directors may declare that the office is vacated and appoint a successor in place to hold office until the next AGM.

Indemnification

Every Executive Officer of the Thunder Bay Martial Arts Council is deemed to have assumed office on the express agreement and condition that he or she and their heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Council and against all costs, suit, proceeding, which is brought, commenced, or prosecuted, against him for or in respect of any act, deed, matter or thing, made, done or permitted by them or any other directors in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which they sustains or incurs on 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.

Time and Place of Meeting

Executive meetings may be held at such times and at such places as the Executive from time to time determines. A meeting of the Executive may be convened at any time by a quorum of the Executive. They shall report at the AGM to the Board of Directors.

Quorum

Two thirds (2/3) of the Executive constitutes a quorum for the transaction of business.

Resolutions

A declaration by **the Chair** that a resolution has been carried and an entry to that effect in the minutes shall be sufficient evidence of the number or proportion of the votes recorded in favour or against such resolution. **A resolution is deemed to be carried by a simple majority.**

Officers

The Officers of the Thunder Bay Martial Arts Council shall consist of a **Chair, a Past Chair, a Vice Chair, a Regional Vice Chair,** a Secretary, a Treasurer and Founding Chair. The Executive shall hold office for a period of one (1) year.

The positions of **Chair, Vice Chair, Regional Vice Chair,** Secretary and Treasurer. These positions must be holders of the rank of Black Belt in a Martial Art or as ranked by the style of Martial Arts they participate in, that the individual is of a qualified ranking level.

Chair

The **Chair** shall when present, preside at all meetings of the members of the Council and of the Executive. **The Chair** shall also be charged with the general management and supervision of the operations of the Council. **The Chair** shall be an ex officio member of all committees. **The Chair,** with the Secretary, or other officer appointed, shall sign all resolutions and all other documents requiring their signatures.

Past Chair

It will be the duty of the **Past Chair** to advise and assist the **Chair** and other members of the Executive. He will be a voting member of the Executive committee. He shall remain in office until a new **Past Chair** is created.

Vice Chair

The **Vice Chair** shall perform all the duties of and shall be subject to the duties of the **Chair,** whenever the **Chair** ceases to hold office for any reason, or is prevented from attending to his/her duties, and shall preside at all meetings of the Council or the Executive in the absence of or upon the request of the **Chair.**

Regional Vice Chair

The Regional **Vice Chair** shall be the representative for the Council in the regional locations outside of the Municipality of Thunder Bay.

Recording Secretary

The Secretary shall attend all meetings of the Executive and of the Board of Directors and records all acts and minutes of all proceedings in the books kept for that purpose. He shall send reports as may be required. He shall as Secretary keep a true and complete record of the proceedings of any Executive committee and Board of Directors meetings. He shall perform such duties as required of him from time to time. Where the **Chair** and the Secretary are the signing officers of any documents or agreements, they shall sign such documents with the full knowledge of the Board of Directors.

Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Council in proper books of account and shall deposit all money or other valuables in the name and to the credit of the Council in such banks as may from time to time be designated by the Executive. The Treasurer shall disburse the funds of the Council under the direction of the Executive, taking proper vouchers thereof, and shall render to the Executive at the regular

meetings thereof or whenever required of him an account of all his transactions as Treasurer, and of the financial position of the Council. The Treasurer shall provide for the preparation of an annual statement and shall also perform such other duties as may from time to time be determined by the Executive.

Founding Chair

The Founding Chair position is in recognition of Ken Boshcoff's contribution to the establishment and creation of the Thunder Bay Martial Arts Council, one of the world's very first. The Founding Chair will hold a voting position on the Executive.

Honorary Chair

The Honorary Chair position is appointed by the Executive on special occasions .

Standing Committees

The Executive may by resolution establish and appoint standing committees as may be required to carry out the programs of the Council.

Books and Records

The Executive shall cause all books and records of the Council required by law and the by-laws of the Council to be regularly and properly kept.

Contents

The minute books of the Council shall contain all the resolutions passed, a copy of the by-laws and the Constitution of the Council and copies or originals of all documents, registers and resolutions as required by law. The books of the Council shall record all money received and expended by the Council and matters in respect of which the receipts and expenditures take place, all revenues and purchases and all assets and liabilities of the Council as well as other transactions affecting the financial position of the Council.

Inspection

All minutes books and books of accounts shall at all times be open to inspection by the Board of Directors and the Executive. Any member in good standing shall have the right to inspect any book, document, or account of the Council subject to the provisions of the Freedom of Information Act and the Protection of Privacy Act.

Amendments

Any amendments to the Constitution and by-laws of the Thunder Bay Martial Arts Council may only be made at the Annual General Meeting in November. These amendments must be made in writing and presented to the Secretary and posted fourteen (14) days prior to the Annual General Meeting. The proposed amendments shall be physically or electronically sent to all Board of Directors in good standing.

Closure

In the event that the Thunder Bay Martial Arts Council should dissolve, all monies shall be

distributed equally to registered member clubs, as determined by the Executive at the time.

Interpretation

In these by-laws, unless the context otherwise requires, words importing the singular number or the feminine gender include the plural or the masculine gender as the case may be, and vice versa.

Glossary of terms

MAC – Martial Arts Council

Council – Martial Arts Council Board of Directors

AGM – Annual General Meeting

BOD – Board of directors

Club – Dojo , Dojang , Training facility , school or place of martial arts training or learning , academy, community centre

Recommended changes to Constitution

Dated May 6, 2020 . At the City of Thunder Bay , by virtual online process.

Peng You

Chair _____

Eric Boutin

Vice Chair _____

Fred Simonaitis

Regional Vice Chair _____

Ted Ciotucha

Treasurer _____

Victor Cooke

Secretary _____

Ken Boshcoff

Founding Chair _____