

# NORTH OKANAGAN



# CORNHOLE

North Okanagan Cornhole Association  
BYLAWS

## MISSION STATEMENT

TO PROMOTE THE GROWTH OF CORNHOLE IN VERNON.  
WE WILL USE THE GAME OF CORNHOLE TO OVERCOME SOCIETAL CHALLENGES BY ENSURING WE  
SUPPORT LEAGUES THAT, PROVIDE SAFE INCLUSIVE SPACES FOR PEOPLE OF ALL AGES, RACES, ETHNIC  
ORIGINS, SEXUAL ORIENTATION, GENDER, RELIGION, AND SOCIO-ECONOMIC STATUS.

North Okanagan Cornhole Association  
BOARD OF DIRECTORS

PRESIDENT:

VICE PRESIDENT:

TREASURER:

SECRETARY:

MEMBERS AT LARGE:

## North Okanagan Cornhole Association

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#### ARTICLE 1 – NAME

- Our organization will be known as the North Okanagan Cornhole Association

#### ARTICLE II – AFFILIATION

- The North Okanagan Cornhole Association will be affiliated and a member of the British Columbia Cornhole Society as well as be a member of Canadian Cornhole Leagues.

#### ARTICLE III – STATUS

- The North Okanagan Cornhole Association is a self-governing body for Cornhole in Vernon. North Okanagan Cornhole Association shall create a Board of Directors, which is responsible for governing Articles, Bylaws, Regulations, Playing Rules and Policies put in place by the members. North Okanagan Cornhole Association represents the Central Okanagan to the province.

#### ARTICLE IV – PURPOSE

- Our purpose is to grow the game in Vernon, and leverage the growth to help and support our communities. To create a diverse Cornhole Community, that is not only dedicated to growing the game but by making a positive impact in Vernon.

#### ARTICLE V – OBJECTIVES

- Educating the public about the rules, benefits and enjoyment Cornhole can bring to a person's life.
- Provide training programs, equipment and funding to ensure people can learn the game of Cornhole.
- Providing and promoting an atmosphere of good spirit, fair play and respect for all event participants.
- Provide and promote an atmosphere that encourages and supports a game the entire family can play together.
- Provide and build a structure that promotes youth in learning the game of Cornhole. A structure that provides a low-cost game all ages can play.
- Expand our network of players, enthusiasts, and organizations.
- Fundraise and provide funding for leagues that support us in achieving our Mission Statement.
- Provide a vehicle for other groups to use Cornhole as a way to raise money for Charities, organizations, and groups.

#### ARTICLE VI – HEAD OFFICE

- North Okanagan Cornhole Association shall be in Vernon, British Columbia.

#### ARTICLE VII – MEMBERSHIP

- North Okanagan Cornhole Association shall have only one (1) class of Members. Those Members are duly constituted in Vernon for Sport, Culture and Recreation Clubs listed in Bylaw 5.1. They are responsible for the management of Cornhole within their district and shall have the responsibility for representing their District at British Columbia Cornhole Society meetings.

#### ARTICLE VIII – AMENDMENTS

- Amendments can be made to the Articles only at the Annual General Meeting of North Okanagan Cornhole Association. With a quorum in place, a two-thirds (2/3) majority is required to adopt an amendment to an Article.
- Proposed changes to Articles may be considered at the Annual General Meeting provided the Board receives notice of change by email at least thirty (30) Days before the Annual General Meeting. The Secretary shall forward a copy of the proposed changes to the Members and the Board at least fifteen (15) Days before the Annual General Meeting.
- Notices of Motion may only be submitted by voting Members.

#### ARTICLE IX – AMENDMENTS TO REGULATIONS, PLAYING RULES AND POLICIES

- North Okanagan Cornhole Association may adopt, amend, revise or repeal Bylaws, Regulations, Playing Rules and Policies for the governance of North Okanagan Cornhole Association only at the Annual General Meeting of British Columbia Cornhole Society.

#### ARTICLE X – DISSOLUTION

- North Okanagan Cornhole Association may be dissolved by a Special Resolution passed by the Members of North Okanagan Cornhole Association, at a Members Meeting.
- North Okanagan Cornhole Association may only be dissolved should it not follow government guidelines in the Not-For Profit Corporations Act.
- If North Okanagan Cornhole Association is dissolved, its assets shall be liquidated and transferred to a Qualified Donees selected by the Members by a Special Resolution passed by the Members at a Members Meeting.
- A Special Resolution passed by the Members is required to make any change concerning the distribution of property remaining on liquidation after the discharge of any liabilities of North Okanagan Cornhole Association.

## BYLAWS

### SECTION A - OVERVIEW

#### 1. DEFINITIONS

1.1 For the purpose of all North Okanagan Cornhole Association Bylaws, unless otherwise defined in a specific Bylaw, the following words, terms and expressions are defined as follows in alphabetical order:

- **Act** means the Society Act, Societies Act[SBC 2015] CHAPTER 18, including the Regulations made pursuant to the Act, and any statutes or Regulations that may be substituted, as amended from time to time;
- **Activities**, respecting a charitable corporation or a membership corporation, includes:  
(a) any conduct of the corporation to further its charitable or membership purposes; and  
(b) any business carried on by the corporation;
- **Association** is a district that operates Cornhole and controlled by a duly elected Executive or Board of Directors;
- **Auditor** means a Public Accountant, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of North Okanagan Cornhole Association for a report to the Members at the next Annual Meeting;
- **Board** means the Board of Directors of
- **British Columbia Cornhole Society** is the provincial governing body to all regions across British Columbia.
- **Cornhole Canada** means the organization that overseas Cornhole in Canada;
- **Canadian Cornhole Leagues (CCL)** means the organization that oversees and in charge of National Championships, tournament fees, membership fees and insurance;
- **Categories** means the levels of play: Tier 1 (Elite), Tier 2, Tier 3, Tier 4 and Tier 5 (Social); the levels may be subdivided by ages where U refers to Under and O refers to Over;
- **Days** means days inclusive of weekends and holidays;
- **Delegate** is an authorized representative of a Member(s) approved in advance to represent that Member's interests at a Members Meeting;
- **Director** is an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- **District** is a territorial division within British Columbia and defined as an administrative unit especially of a town or city established for the performance of a special governmental function.
- **Division** means the classes of play being operated within the British Columbia Cornhole Society. These are as follows: Men, Women, Mixed Adult, Youth Boys, Youth Girls, Mixed Youth and further described in the Regulations;
- **Executive** means any Board position from a Member of North Okanagan Cornhole Association
- **Game(s)** mean any sanctioned competition between two (2), or four (4), or eight(8)

- players by a Member of North Okanagan Cornhole Association;
- **Head Office** has the meaning described in Article VI;
- **League(s)** means an organization providing competition for Players that are in a Member District and registers with British Columbia Cornhole Association;
- **Meeting** means Annual, Board or Special Meeting;
- **Member** has the meaning described in Article VII and, where appropriate, means the designated individual, Delegate or representative duly authorized to appear for and make decisions on behalf of such Member;
- **Officer** has the meaning described in Bylaw 35.1;
- **Ordinary Resolution** is a resolution passed by a majority of the votes cast on that resolution;
- **Parent** means an individual who has legal custody of a child either through biology or court order (eg. adoption, legal guardianship, or a custodial order);
- **Player(s)** means the Registered Participants of a Team or an individual in competition;
- **Playing Rules** means the rules that govern the game of Cornhole in Canada, as set out in the Official Rulebook of Cornhole Canada;
- **Policies** means Policies of North Okanagan Cornhole Association;
- **President** means the President of North Okanagan Cornhole Association;
- **Proposal** is a notice submitted by a Member of North Okanagan Cornhole Association that meets the requirements of the Act;
- **Qualified Donees** are organizations that can issue official donations receipts for gifts they receive from individuals and corporations under the Income Tax Act;
- **Registered Participant** is a registered Player from any of the Member Districts;
- **Regulations** means the Regulations of North Okanagan Cornhole Association, as amended, restated or in effect from time to time;
- **Season** means the Cornhole Season which commences on September 1 and ends on August 31 of the following year;
- **Secretary** means the administrator of North Okanagan Cornhole Association; also, a Member of the Board;
- **Special Resolution** is a resolution passed by at least two-thirds (2/3) of the votes cast on that resolution;
- **Team (s)** means the Registered Participants of a Team;
- **Treasurer** is in charge of all finances of North Okanagan Cornhole Association; also, a Member of the Board; and
- **Vice President** means the Vice President of North Okanagan Cornhole Association

## 2. FISCAL YEAR

- 2.1 The fiscal year of North Okanagan Cornhole Association begins on September 1 and ends on August 31 the following year, unless otherwise determined by the Board by way of Ordinary Resolution.

## 3. OFFICIAL LANGUAGES

- 3.1 The official language of the North Okanagan Cornhole Association is English.

## 4. COMPLIANCE

- 4.1 North Okanagan Cornhole Association is a self-governing organization. Membership in North Okanagan Cornhole Association and its Member Districts are voluntary. Membership includes:
  - acceptance of the final and binding authority of North Okanagan Cornhole Association;

- adhere and observe the Bylaws, Regulations, Playing Rules and Policies and related decisions of British Columbia Cornhole Association;
- acceptance and subscription to insurance coverage and membership fees as may be approved and made mandatory by British Columbia Cornhole Association and administered by British Columbia Cornhole Leagues from time to time; and
- acknowledgement that the Members share the same goals, philosophies and responsibilities and agree to be governed by a uniform set of rules and Regulations that British Columbia Cornhole Association may establish from time to time.

## **SECTION B - MEMBERSHIP**

### **5. MEMBERS**

- 5.1 Each of the following Regional Districts shall be governed and registered with British Columbia Cornhole Association in accordance with these by-laws. Each will have jurisdiction over their District.
- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>- Alberni-Clayoquot (District #1)</li> <li>- Bulkley-Nechako (District #2)</li> <li>- Capital (District #3)</li> <li>- Cariboo (District #4)</li> <li>- Central Coast (District #5)</li> <li>- Central Kootenay (District #6)</li> <li>- Central Okanagan (District #7)</li> <li>- Columbia-Shuswap (District #8)</li> <li>- Comox Valley (District #9)</li> <li>- Cowichan Valley (District #10)</li> <li>- East Kootenay (District #11)</li> <li>- Fraser Valley (District #12)</li> <li>- Fraser Fort-George (District #13)</li> <li>- Kitimat-Stikine (District #14)</li> </ul> | <ul style="list-style-type: none"> <li>- Kootenay Boundary (District #15)</li> <li>- Metro Vancouver (District #16)</li> <li>- Mount Waddington (District #17)</li> <li>- Nanamino (District #18)</li> <li>- North Coast (District #19)</li> <li>- <b>North Okanagan</b> (District #20)</li> <li>- Northern Rockies (District #21)</li> <li>- Okanagan- Similkameen (District #22)</li> <li>- Peace River (District #23)</li> <li>- qathet (District #24)</li> <li>- Squamish- Lillooet (District #25)</li> <li>- Strathcona (District #26)</li> <li>- Sunshine Coast (District #27)</li> <li>- Thompson-Nicola (District #28)</li> </ul> |
|--|---|
- 5.2 Each Member, as a condition to membership, shall adopt Articles, Bylaws, Regulations, Playing Rules and Policies that conform to the Articles, Bylaws, Regulations, Playing Rules and Policies of British Columbia Cornhole Association.
- 5.3 Members shall apply for District Sport Organization (PSO/TSO).
- 5.4 Members shall provide proof of non-profit status on an annual basis along with Annual General Meeting minutes and financial statements to the Secretary and must abide by all rules and regulations of the Not for Profits Corporations Act.
- 5.5 Membership shall be acquired by application in writing to the Secretary, expressing compliance with and adherence to the Articles, Bylaws, Regulations, Playing Rules and Policies of British Columbia Cornhole Association, accompanied by the fees for membership and a copy of the applicant's Articles, Bylaws, Regulations and Policies. Membership shall take effect upon approval of the application by the Board by Ordinary Resolution.
- 5.6 Members shall submit an annual membership application with fees to Canadian Cornhole Leagues and British Columbia Cornhole Association on or before September 1st.

### **6. MEMBERS' RIGHTS**

- 6.1 Members have the following rights:
- attend and speak at Members Meetings;
  - may submit Proposals for inclusion on the agenda of Members Meetings;

- voting rights in accordance with North Okanagan Cornhole Association Bylaws at any Members Meeting on matters including, but not limited to, Bylaws, Regulations and Playing Rule changes and the election of the Board;
  - participate in competitions and other organized events by North Okanagan Cornhole Association Association's, Cornhole Canada and Canadian Cornhole League; and
  - exercise all other rights and privileges arising from the Bylaws and Regulations of North Okanagan Cornhole Association, and such other rights and privileges as the Board may, from time to time, determine.
- 6.2 A Special Resolution passed by the Members is required to change any of the rights described in this Bylaw.

## **7. MEMBER OBLIGATIONS/RESPONSIBILITIES**

- 7.1 Each Member shall recognize North Okanagan Cornhole Association as the authority concerning all levels of play, Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions of North Okanagan Cornhole Association as well as any amendments. Members shall comply fully.
- 7.2 Each Member is obligated and empowered to foster, conduct and control Cornhole within its Districts in a manner consistent with North Okanagan Cornhole Association's Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions.
- 7.3 All Games played within a Member's Districts, and the qualification of all Registered Participants competing in such Games, must conform to such Articles, Bylaws, Regulations, Playing Rules, Policies and Board decisions.
- 7.4 No Member shall amend its Articles, Bylaws, Regulations, Playing Rules or Policies in a manner that conflicts with the Articles, Bylaws, Regulations, Playing Rules or Policies of North Okanagan Cornhole Association. Every Member shall submit all amendments or changes to its Articles, Bylaws or Regulations, in their annual year end report to the Board.
- 7.5 Members shall hold a publicly advertised Annual Meeting at which time a full Executive is democratically elected and which allows for appropriate representation by Members from the District. An election of Directors shall be held a minimum of every two years. Executives appointed to a Board must not derive an income from the sport for which the Member is a Board appointee. All positions must be volunteer elected Members.
- 7.6 Members shall have a volunteer leadership structure that is democratically elected by the membership and supports the appropriate representation of Members through its Constitution. Board Members shall not be in a conflict of interest position.
- 7.7 Bylaws, Regulations, Playing Rules and Policies shall be purchased through North Okanagan Cornhole Association.
- 7.8 Members shall not advertise or promote publicly non-member leagues, tournaments or merchandise.
- 7.9 Members shall be registered with North Okanagan Cornhole Association and Canadian Cornhole Leagues, and administered by North Okanagan Cornhole Association and Canadian Cornhole Leagues exclusively.
- 7.10 Each Member shall ensure that the Board, through a qualified Auditor, shall have immediate access on demand to all books, vouchers, receipts, and records that generally pertain to the finances and operation of that Member. If the Auditor's report to the Board documents a qualified or adverse opinion, the Board may take appropriate disciplinary measures.
- 7.11 Each Member shall comply fully with all other duties arising from the By-Laws, Regulations, Playing Rules and Policies of North Okanagan Cornhole Association.
- 7.12 A Special Resolution passed by the Members is required to make any addition, change or deletion to the obligations of membership described in this Bylaw.



7.13 A membership in North Okanagan Cornhole Association is not transferable.

## **8. INSURANCE**

8.1 Cornhole Canada is responsible for negotiating an insurance program administered by Canadian Cornhole Leagues.

8.2 Members shall participate in the Cornhole Canada insurance program.

## **SECTION C - OTHER STAKEHOLDERS**

## **9. GENERAL**

9.1 In addition to the Members, North Okanagan Cornhole Association and Registered Participants contribute to the success of British Columbia Cornhole Society and Cornhole Canada.

## **10. REGISTERED PARTICIPANTS**

10.1 Any person registered with North Okanagan Cornhole Association or any of its Members, or any person, affiliated with or associated with, in any capacity whatsoever, participating in Games or activities of any kind organized by North Okanagan Cornhole Association, including but not limited to the Parents or legal guardians of any minor aged participant registered in North Okanagan Cornhole Association programming, shall not have membership status within North Okanagan Cornhole Association but, rather, shall be referred to throughout these Bylaws as a "Registered Participant".

10.2 Participation in North Okanagan Cornhole Association sanctioned Leagues and events is voluntary. Registration within programming offered by North Okanagan Cornhole Association or one of its Members entails acceptance by the Registered Participant, including the Parents or legal guardians of any minor aged registrant of the final and binding authority of rules and decisions of the Board, adherence to and observance of the Articles, Bylaws, Regulations, Playing Rules and Policies of North Okanagan Cornhole Association and acceptance of and subscription to such insurance coverage and Registered Participant registration fees as may be approved and made mandatory from time to time by the Board.

## **SECTION D - RESIGNATION, SUSPENSION, EXPULSION AND TERMINATION OF A MEMBER**

## **11. RESIGNATION**

11.1 Any Member may resign from North Okanagan Cornhole Association by submitting a resignation in writing to the Secretary. Any such written resignation shall be received at least three (3) months prior to North Okanagan Cornhole Association Annual General Meeting, otherwise, the Member shall retain that status for the following year and any financial responsibilities associated with that status under these Bylaws shall remain in effect.

## **12. SUSPENSION**

12.1 The Board, by way of Ordinary Resolution, may suspend any Member that breaches or violates any decision of the Board or any Bylaw, Regulation, Playing Rule or Policy of North Okanagan Cornhole Association. Any such suspension shall have immediate effect, and shall continue until the earlier of the date upon which the Board lifts it, or until the next Members Meeting, where it may be extended by way of Ordinary Resolution of the Members in attendance at that Meeting and on such terms as those Members deem appropriate. The suspended Member shall not be included in the calculation of the number of votes required to constitute a majority.

- 12.2 A suspended Member shall lose its rights within North Okanagan Cornhole Association including the right to vote. Other Members may not engage in any cornhole related activity with a suspended Member unless authorized by the Board.
- 12.3 If a Member is suspended, the Board shall proceed with the organization of the Leagues within that Districts for the remainder of the current Season.
- 12.4 Without limiting or restricting the generality of anything elsewhere contained in the Articles, Bylaws, Regulations, Playing Rules and Policies, and without limiting any of the specific or general powers of the Board, any breach or violation by any League or Registered Participant of any provision of the By-Laws, Regulations, Playing Rules and Policies, or of any decision of the Board may result in an immediate indefinite suspension or expulsion of that League or registered Participant, including any Team with whom that Registered Participant is associated or affiliated.
- 12.5 Any suspension imposed under these Bylaws shall continue until the requirements for lifting the suspension have been met. The Board may remove or remit, on such conditions as it may deem fit, any suspension or penalty that has been imposed by the Board or by operation of any of the provisions of these Bylaws.

### **13. EXPULSION**

- 13.1 The Board may expel a Member if:
- they fail to fulfill its financial obligations to North Okanagan Cornhole Association within sixty (60) Days of due date;
  - they seriously or repeatedly violate the Articles, Bylaws, Playing Rules, Regulations, directives, Policies or decisions of North Okanagan Cornhole Association; or
  - they are deemed to have brought the sport of cornhole into disrepute.
- 13.2 At least seventy-five percent (75%) of the Board shall be present for an expulsion described in Bylaw 14.1 to be valid. The motion for expulsion shall be passed by Special Resolution of the Directors in attendance.
- 13.3 A Member or Registered Participant may be expelled from North Okanagan Cornhole Association in accordance with North Okanagan Cornhole Association's policies and procedures relating to discipline. The Board shall provide a statement of the reason(s) for the proposed expulsion, at least thirty (30) Days prior to the Meeting. The statement shall include the place and time when the Meeting will take place. The person (s) shall be given an opportunity to be heard at this Meeting. The decision of the Board is final.

### **14. EFFECT OF RESIGNATION, EXPULSION OR TERMINATION**

- 14.1 Loss of Membership status by resignation or expulsion immediately terminates all rights and privileges that the Member enjoyed within North Okanagan Cornhole Association, but does not relieve that Member from its financial obligations to North Okanagan Cornhole Association, other Members, or anyone else to whom the Member may have a financial obligation for which North Okanagan Cornhole Association may bear liability.

## **SECTION E - MEETINGS**

### **15. GENERAL PROVISIONS**

- 15.1 The current edition of Robert's Rules of Order shall be used as a reference at any Board or Members Meeting so far as they may be applicable without coming into conflict with the Act of incorporation, Articles, By-Laws, Regulations and Policies adopted by North Okanagan Cornhole Association.

- 15.2 All Members Meetings, except a Special Meeting requested under Bylaw 18.1(ii), shall be called by the President. The President shall send notice of the time and place to each Director and to the office of each Member. Notice shall be sent by email, not less than thirty (30) Days before the Meeting and shall be accompanied by a Meeting agenda. Members' Meetings may be held with shorter notice provided waivers of notice are given in writing to all Members.
- 15.3 Quorum at all Members Meetings shall consist fifty percent (50%) of current Members.
- 15.4 Members Meetings, including the Annual General Meetings, may take place online or by conference call.
- 15.5 Delegates may attend a Members Meetings but shall be affiliated with the Member which they represent. Members will provide North Okanagan Cornhole Association with written notice of the name(s) of its Delegates ten (10) Days prior to the Meeting.
- 15.6 The Secretary shall send the minutes for all Members Meetings expeditiously as possible by email after such Meetings to members of the Board of the Directors and the offices of each Member.
- 15.7 A Special Resolution passed by the Members is required to make any change to the manner of giving notice described in Bylaw 16.2.

## **16. ANNUAL GENERAL MEETING**

- 16.1 The Annual General Meeting for North Okanagan Cornhole Association shall be held around the time of the Provincial Championships.
- 16.2 Observers may be invited to the Annual General Meeting at the discretion of the Board. Requests from Members to have them attend must be submitted to the Board of thirty (30) Days in advance of the Meetings. The Board will not consider unsolicited requests from observers to attend the Meetings. The Board will respond in writing to any observer requests and provide a rationale to Members as to why they have been approved or not.
- 16.3 Proxies are not allowed at the Annual General Meetings.
- 16.4 At the Annual General Meetings, the following shall be the order of business:
- roll call of Members, Executives and Directors;
  - if any; roll call of Delegates;
  - establishment of quorum;
  - approval of previous Annual General Meetings minutes and/or Special Meetings held during the year;
  - President report;
  - Board report;
  - registration and finance reports;
  - review of fees and insurance;
  - approval of financial statements;
  - appointment of Auditor;
  - admissions, suspensions and expulsions;
  - amendments to Bylaws, Regulations and Playing Rules;
  - general or new business;
  - Provincial Championships
  - National Championships;
  - elections;
  - date and place of next Annual Meeting; and
  - adjournment.

## **17. SPECIAL MEETING**

- 17.1 Special Meetings shall be held when requested by:
- i. Two-thirds (2/3) of the Board in a written submission to the President; or
  - ii. Members who collectively hold at least five per cent (5%) of the votes that may be cast at a Meeting of Members. Any such request shall be made in a written submission to the President and the Board, and must set out the purpose for which such Meeting is being requested.
- 17.2 Any Special Meeting requested under Bylaw 18.1 (ii) shall be called by the Board within fifteen (15) Days of its receipt of the request and shall be accompanied by a Meeting agenda.
- 17.3 The President shall prepare the agenda for the Special Meeting, and shall limit that agenda to the items specified in the Special Meeting request.
- 17.4 The agenda of a Special Meeting may not be altered.

## **18. COMMITTEE MEETINGS**

- 18.1 The Board shall schedule committee meetings at such times and places as it determines. The agenda for such Meetings shall be determined by the Board, and may focus on issues including, but not limited to, the execution of Board priorities, technical workshops, professional development, policy issues, and governance.

## **19. VOTING**

- 19.1 Each Member is entitled to cast one (1) vote for each Division they offer on any matter in which Members are entitled to vote. Divisions must have fifteen (15) Registered Participants in order to claim a vote.
- 19.2 Each Member may claim a vote for the following four (4) Divisions:
- Men
  - Women
  - Boys
  - Girls
- 19.3 Decision shall be by a majority of the votes cast, unless the favourable vote of a larger proportion of the votes is required by these Bylaws. In an event of a tie, the Board votes shall be used to declare the winner. If still tied then the President's vote will be used to declare the winner.
- 19.4 Absentee voting is prohibited, except in the case of a Meeting conducted in accordance with Bylaw 16.4. If a vote is held during any Meeting that occurs online, the President shall ask each participant holding voting rights to vote orally, and shall tabulate and report the result to the participants. Voting by proxy is prohibited in all circumstances.
- 19.5 At Meetings other than those described in Bylaw 16.4, voting shall be by a show of hands unless a ballot is demanded by a Member entitled to vote at the Meeting, or the Bylaws that specifically require a secret ballot.
- 19.6 In lieu of conducting a formal vote on any resolution that can be adopted by an Ordinary Resolution, the President may ask the Members to indicate whether there are any objections to a particular resolution that has been put forward. If any objections are noted, the resolution shall be put to a formal vote. If no objections are noted, the resolution shall be deemed to be adopted by consensus, and no formal vote will be required.
- 19.7 A Special Resolution passed by the Members is required to make any amendment to the method of voting by Members not in attendance at a Meeting, as described in Bylaw 20.4.

## **SECTION F - BOARD OF DIRECTORS**

### **20. ROLE**

- 20.1 The Board shall manage and supervise all activities of North Okanagan Cornhole Association, and is accountable to the Members which it serves.

### **21. COMPOSITION AND ELIGIBILITY**

- 21.1 The Board shall consist of at least two (2) Members and may change from time to time;
- President
  - Vice President
  - Treasurer
  - Secretary
  - Events Director
  - Facility Director
- 21.2 Any person seeking election as a Director shall declare any conflict of interest in advance of seeking election, in accordance with North Okanagan Cornhole Association's *Conflict of Interest Policy*.
- 21.3 Directors may be paid employees of the North Okanagan Cornhole Association.
- 21.4 In order to qualify to become a Director, an individual shall:
- be a citizen or permanent resident of BC;
  - be at least eighteen (18) years of age;
  - have the capacity under law to contract;
  - be a Member of North Okanagan Cornhole Association; and
  - not have been declared incapable by a court in Canada or in another country.
- 21.5 A Special Resolution passed by the Members is required to increase or decrease the number of Directors set out in Bylaw 22.1.

### **22. NOMINATIONS**

- 22.1 Nominations for a Director position may only be submitted by email at least thirty (30) Days prior to the Annual General Meeting. No Member, League or Registered Participant may submit a number of nominations that exceeds the number of Directors' positions available for election.
- 22.2 All nominations shall include a resume of the candidate's credentials, and a written statement by the candidate expressing a willingness to serve as a Director. The President shall forward all nominations to the Members at least seven (7) Days prior to the Annual General Meeting.
- 22.3 Nominations from the floor at the Annual General Meeting are not permitted.

### **23. ELECTIONS**

- 23.1 Elections shall be held at the Annual General Meeting in an even numbered year, to fill the positions of the elected Directors whose terms have expired. The election of Directors shall be conducted by secret written ballot. The names of all of the nominees for elected Directors' positions shall appear on the ballot.
- 23.2 Each Member in attendance at the Annual General Meeting shall receive one (1) ballot and shall cast a vote as described in Bylaw 20. If applicable, each Member shall designate one of its Delegates to vote on that Member's behalf. Any ballot containing votes for a number of

nominees other than the number of available Directors' positions, shall be voided. The available Board positions shall be filled by the nominees receiving the most votes.

- 23.3 If there is a tie for the final Director's position(s), the names of the tied nominees shall appear on a new ballot, and the voting procedure described in Bylaws 24.1, 24.2 and 24.3 shall continue until all of the Directors positions have been filled. In the event of a deadlock, the final Director's position(s), shall be filled by a random draw conducted by the President, from among the deadlocked nominees.
- 23.4 Upon the completion of the elections, only the names of the elected Directors shall be announced. All election ballots will be destroyed after those names are announced.

#### **24. APPOINTMENT OF DIRECTORS**

- 24.1 The Board may appoint a Director only if there is a vacancy during a two (2) year term.
- 24.2 Directors, by Special Resolution, may appoint a recommended candidate to serve as an appointed Director.
- 24.3 The term of an appointed Director shall commence at the date of such appointment and expires immediately upon the close of the next Annual General Meeting.
- 24.4 If elected at the Annual General Meeting, the appointed Director may serve two (2) more terms.

#### **25. TERM**

- 25.1 The original two (2) elected Directors shall stay in office for the first two (2) years of North Okanagan Cornhole Association's existence before new Directors can be voted in.
- 25.2 Elected Directors shall serve a two (2) year term unless otherwise specified in the Bylaws. The term shall commence on September 1 of the given year and terminates August 31 two (2) years later.
- 25.3 Directors may serve three (3) consecutive terms in the same position. Directors will not be eligible to stand for election to the Board for a period of two (2) consecutive years thereafter.

#### **26. BOARD VACANCIES**

- 26.1 Any Board position shall be automatically vacated if a Director:
- resigns from office by delivering a written resignation to the President;
  - is found by a court to be of unsound mind;
  - dies; or
  - is removed by the Members in accordance with Bylaw 28.

#### **27. REMOVAL OR SUSPENSION OF DIRECTOR**

- 27.1 Any Director may be removed from office by Ordinary Resolution passed by the Members voting at a Special Meeting called for that specific purpose.
- 27.2 The Board shall provide the Director with a statement of the reason(s) for the proposed suspension, at least fifteen (15) Days prior to the Meeting. The statement shall include the place and time when the Meeting will take place. The Director shall be given an opportunity to be heard at this Meeting. The decision of the Members is final.

#### **28. FILLING A BOARD VACANCY**

- 28.1 Where a vacancy occurs on the Board, the following procedure shall apply:
- if the vacant position was previously filled by an appointed Director, the remaining Directors may, by Special Resolution, fill the vacancy with an individual identified Board sees fit to do so.
  - if the vacant position was previously filled by an elected Director, the Board shall solicit

nominations from the Members for candidates to fill the vacancy. The Members shall fill the vacancy at the next Members Meeting, using the proper election procedure described in Bylaw 24.

- 28.2 Any individual elected or appointed as a Director under this Bylaw, shall serve on the Board for the remainder of the unexpired term of the previous Director whose position is being filled.

## **29. BOARD MEETINGS**

- 29.1 Board Meetings may be called by any of the two (2) Directors.
- 29.2 There shall be a minimum of four (4) Board Meetings per Season.
- 29.3 Quorum at all Board Meetings shall consist of fifty percent (50%) of Directors.
- 29.4 The President shall send notice of the time and place to each Director. Notice shall be sent by email, not less than fifteen (15) Days before the Meeting and shall be accompanied by a Meeting agenda.
- 29.5 Board Meetings may take place online by conference call.
- 29.6 Questions arising by way of motion at any Board Meeting shall be decided by an Ordinary Resolution of the Directors present, unless a larger proportion of the votes is required under these Bylaws. Each Director is authorized to exercise one (1) vote. In an event of a tie the President's vote shall count as two (2) votes. Proxies are not accepted at any Board Meeting.
- 29.7 Any Member or any individual may attend any Board Meeting upon the invitation of the President.
- 29.8 The Secretary shall send the minutes for all Board Meetings expeditiously as possible by email after such Meetings to Members of the Board of the Directors and the offices of each Member.

## **30. BOARD POWERS**

- 30.1 The Board shall manage and supervise all activities and affairs of North Okanagan Cornhole Association and may bind any contract which North Okanagan Cornhole Association may lawfully enter into.
- 30.2 The Board shall govern the affairs of North Okanagan Cornhole Association in accordance with the provisions of North Okanagan Cornhole Association's Articles, Bylaws, Regulations, Playing Rules, and Policies.
- 30.3 The Board shall have the authority to delegate any or all of its powers, duties and authority that may be lawfully delegated to the President or to any third party to assist it in carrying out its responsibilities.
- 30.4 In addition to any other powers which are granted upon the Board by law or these Bylaws, the Board shall have the power to:
- interpret, construe, define and explain the Articles, Bylaws, Regulations, Playing Rules and Policies of North Okanagan Cornhole Association. All Members, Leagues and Registered Participants shall accept as final and binding all such interpretations, constructions, definitions and explanations given or made by the Board;
  - impose and enforce appropriate penalties for any violation or breach of Articles, Bylaws, Regulations, Playing Rules or Policies of North Okanagan Cornhole Association or for any violation or breach of any decision or ruling of the Board of Directors, which penalties shall be in addition to any automatic suspension imposed;
  - make decisions for the better governance and organization of cornhole;
  - ensure that decisions of the Members, made in accordance with the Bylaws, are

- executed;
  - review and make recommendations on all Proposals to be considered by the Members;
  - initiate items for decision by the Members;
  - adjudicate all disputes between Members;
  - formulate and monitor the implementation of the strategic plan of North Okanagan Cornhole Association;
  - supervise the collection of any monies belonging to North Okanagan Cornhole Association and the expenditure of money;
  - have, through a qualified Auditor, immediate access on demand to all books, vouchers, receipts and records that generally pertain to the finances or operations of any Member or of any League affiliated with any Member;
  - approve the budget and adjustments thereto;
  - recommend to the Members at the Annual General Meeting the appointment of an independent Auditor;
  - establish, operate and manage any type of insurance plan that the Board has approved for the benefit and protection of its Members, Leagues and Registered Participants;
  - establish terms of reference for the Members, the Board, the Stakeholders; and
  - overrule any decision of any Member, that is inconsistent with any decision by the Board or the Articles, Bylaws, Regulations, Playing Rules and Policies of North Okanagan Cornhole Association, including any decision by Member which makes a national ruling less restrictive.
- 30.5 All Directors shall be entitled at all times to participate in all North Okanagan Cornhole Association Meetings.

### **31. DUTIES OF THE BOARD**

- 31.1 The President shall preside at all Meetings. The President shall also be charged with the general management and supervision of the affairs and operations of the North Okanagan Cornhole Association. The President shall sign all Bylaws and Members certificates. The President shall be the primary signing Officer.
- 31.2 The Vice President shall communicate concerns and suggestions to the Board and Members and work with the Member Districts Boards to ensure their voices are heard. The Vice President shall preside over any planning sessions. The Vice President shall be the alternate signing authority for all Bylaws and Members certificates. The Vice President shall be the alternate signing Officer. The Vice President shall become President, should the President not be able to fulfill the roles of President.
- 31.3 For Treasurer duties please see Bylaw 40.
- 31.4 The Secretary enters or causes to be entered in the North Okanagan Cornhole Association minute book and minutes of all proceedings at such Meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Members and the Board. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the North Okanagan Cornhole Association. The Secretary shall receive Member and League registration forms. The Secretary shall receive all fees for rulebooks, governance and suspensions from all Members. And if applicable, shall receive funds from sponsors.
- 31.5 North Okanagan Cornhole Association will oversee the Events Director position. They shall work together on all aspects of sanctioned tournaments. The Events Director shall be the main point of contact for Players and Teams attending the sanctioned events held by North Okanagan Cornhole Association. The Events Director shall outsource hotel stays for the Board, Members, Leagues and Registrant Participants. The Events Director shall create all schedules and update



master tournament binder. The Events Director shall establish tournament sponsors. The Events Director shall coordinate merchandise sales. The Events Director shall oversee all volunteers.

### **32. BORROWING**

- 32.1 With direction from the Treasurer the Board may, from time to time:
- borrow funds upon the credit of North Okanagan Cornhole Association in such amounts and on such terms as may be deemed expedient;
  - issue, reissue, sell, pledge or hypothecate debt obligations of North Okanagan Cornhole Association;
  - give a guarantee on behalf of North Okanagan Cornhole Association to secure performance of an obligation of any individual;
  - mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of North Okanagan Cornhole Association, owned or subsequently acquired, to secure any obligation of North Okanagan Cornhole Association.
- 32.2 The Board may, by Ordinary Resolution, delegate any or all of the powers referred to in Bylaw 33.1 to a Director, a committee of Directors, or such staff of North Okanagan Cornhole Association as it deems appropriate.

### **33. REMUNERATION**

- 33.1 Directors shall serve without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A Director shall not be prohibited from receiving compensation for services provided to North Okanagan Cornhole Association in another capacity.

## **SECTION G - OFFICERS**

### **34. OFFICERS**

- 34.1 The Officer of North Okanagan Cornhole Association is the President, and any other individual holding an Officer position created under Bylaw 37.1.

### **35. PRESIDENT**

- 35.1 The President shall be responsible for the general management of North Okanagan Cornhole Association day to day activities, subject to the oversight of the Board, and shall exercise such additional authority.

### **36. OTHER OFFICERS**

- 36.1 The President, with the approval of the Board, may create additional Officer level positions to perform such duties and to have such powers as the Board.

### **37. OTHER POWERS AND DUTIES**

- 37.1 In addition to the powers and duties specifically set forth in these Bylaws, each Officer shall have such powers and duties as the Board may from time to time designate.

### **38. SIGNING AUTHORITY**

- 38.1 The President of North Okanagan Cornhole Association shall be its primary signing Officer, and the Vice President shall be an alternate signing Officer. The Treasurer shall be the second signature on all cheques written on behalf of North Okanagan Cornhole Association

## **SECTION H - FINANCIAL**

### **39. TREASURER**

- 39.1 The Treasurer shall be and is hereby authorized with the acceptance of Board, in the name of North Okanagan Cornhole Association:
- to draw, accept, and make all or any bills of exchange, cheques and orders for the payment of money in accordance with the Financial Policy of North Okanagan Cornhole Association.
  - shall be the second signature on all cheques written on behalf of North Okanagan Cornhole Association
  - to pay and receive all monies, and to give a quittance for the same, to borrow monies from a chartered bank selected by the Audit upon the credit of North Okanagan Cornhole Association, in such amounts as may be deemed proper and by way of overdraft or otherwise;
  - to grant securities by way of mortgage, hypothecation or pledge covering all or any of the property and assets of North Okanagan Cornhole Association, as security for all or any money so borrowed and interest thereon and generally for and in the name and on behalf of North Okanagan Cornhole Association;
  - to transact with the bank any business that may be appropriate;
  - to negotiate with, deposit with or transfer to the bank, all or any bills of exchange, cheques, or orders for the payment of money and other negotiable paper and for the said purpose to endorse the same or any of them on behalf of North Okanagan Cornhole Association;
  - to arrange, settle, balance and certify all books and accounts between North Okanagan Cornhole Association and the bank;
  - to receive all paid cheques and vouchers; and
  - to negotiate disputed receivables and other negotiable instruments.
- 39.2 The Treasurer, with the prior approval of the Board, may delegate any of the duties described in Bylaw 40.1.

### **40. AUDITOR**

- 40.1 The Members shall appoint an Auditor by Ordinary Resolution at each Annual General Meeting to audit the accounts of North Okanagan Cornhole Association as per 13.7 of the Act.

### **41. BUDGET AND FINANCIAL DOCUMENTS**

- 41.1 The Board shall approve the budget for the upcoming fiscal year thirty (30) Days before the Annual General Meeting. Such a budget shall be emailed to the Members by the Treasurer at that time.
- 41.2 Thirty (30) Days before the Annual General Meeting the Treasurer shall email the Members the financial statements for the immediately preceding year, and such other documents that may be applicable. Members, by way of Ordinary Resolution at the Annual General Meeting, may approve those financial statements.

## **42. REVENUE**

- 42.1 North Okanagan Cornhole Association may derive its revenue from sources determined from time to time by the Board. The sources may include grants, annual team assessments for national competitions, gate receipts, performance bonds, appeals and protest fees, proceeds from sale of goods products and educational resources, marketing proceeds, sponsorship fees, and other sources to be stipulated from time to time by the Board. All revenue received by North Okanagan Cornhole Association from any source, except as otherwise provided, shall be used for the expenses and objects of North Okanagan Cornhole Association.

## **43. EXPENSES**

- 43.1 North Okanagan Cornhole Association bears responsibility for:
- the expenses stipulated in the budget;
  - other expenses approved at the Annual General Meeting;
  - all other expenses consistent with the objectives pursued by North Okanagan Cornhole Association as approved by the Board from time to time within the scope of its authority.

## **44. FEES AND DUES**

- 44.1 Fees and assessments may be rendered with respect to the membership in accordance with any resolution passed by the Board. Fees must be paid within thirty (30) Days after the Member receives notice from North Okanagan Cornhole Association.
- 44.2 The fee for membership shall be established at the Annual General Meeting by North Okanagan Cornhole Association, or the Canadian Cornhole Leagues. Fee changes will be in effect on September 1.

# **SECTION I - GENERAL**

## **45. APPLICATION**

- 45.1 The Articles, Bylaws, Regulations, Playing Rules and Policies of North Okanagan Cornhole Association and the decisions of the Board shall apply to all Divisions and Categories of cornhole governed by North Okanagan Cornhole Association unless they have been specifically exempted.
- 45.2 All provisions, paragraphs, sub-paragraphs, sections and terms of the By- Laws, Regulations, Playing Rules and Policies shall be deemed to be severable one from the other, and if any such provision, paragraph, sub-paragraph, section or term is ever found or declared by a competent authority to be void or invalid, it shall be stricken from the Articles, By-Laws, Regulations, Policies or Playing Rules, as the case may be, without affecting the validity of any other provision, paragraph, sub-paragraph, section or term.

## **46. INDEMNITY**

- 46.1 Every Director or employee of North Okanagan Cornhole Association shall be indemnified by North Okanagan Cornhole Association against such claims and for such conduct as may be specified within North Okanagan Cornhole Association's Directors and Officers insurance policy, as amended from time to time.

#### **47. RIGHTS**

- 47.1 North Okanagan Cornhole Association is the owner of all rights emanating from competitions and other events coming under its jurisdiction, without any restrictions as to content, time, place and law. These rights include, among others, every kind of financial rights, audio-visual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights, incorporeal rights and intellectual property rights.

#### **48. AMENDMENTS**

- 48.1 Members and the Board may propose changes to the Articles, Bylaws, Regulations, Playing Rules or Policies, which proposed changes will be considered at the next Annual Meeting. Proposed changes may include:
- the adoption of one or more new Articles, Bylaws, Regulations or Playing Rules;
  - the repeal or amendment of one or more existing Articles, Bylaws, Regulations or Playing Rules.
- 48.2 Proposed changes to Articles, Bylaws, Regulations, Playing Rules or Policies may be considered at the Annual General Meeting provided the Board receives notice of change by email at least thirty (30) Days before the Annual General Meeting. The Secretary shall forward a copy of the proposed changes to the Members and the Board at least fifteen (15) Days before the Annual General Meeting.
- 48.3 Notwithstanding Bylaw 49.1, any proposed change to the Articles, By-Laws, Regulations, Playing Rules and Policies may be considered at a Special Meeting called for that purpose in accordance with Bylaw 18.
- 48.4 Except as specifically provided herein, adoption of any proposed change to the Articles, Bylaws, Regulations, Playing Rules or Policies shall require an Ordinary Resolution passed by the Members.
- 48.5 Notwithstanding any other provision in this Bylaw 49, the Board may make changes to the Articles, Bylaws, Regulations, Playing Rules and Policies by a seventy-five percent (75%) affirmative vote at any properly constituted Meeting of the Board and such changes shall come into effect as determined by the Board. Any such changes must be referred to the Members for approval, amendment or rejection at the next Members' Meeting.
- 48.6 Any decision made under this Bylaw to change a Bylaw, Regulation, Playing Rule or Policy shall take effect September 1, unless a time has been specified for the implementation of that change.
- 48.7 Any amendment to the Articles, Bylaws, Regulations, Playing Rules or Policies of North Okanagan Cornhole Association shall automatically change the Bylaws, Regulations, Playing Rules and/or Policies of each Member in accordance therewith.
- 48.8 A copy of every change in the Articles, Bylaws, Regulations, Playing Rules and Policies shall be forwarded by the Secretary to each Member and Director within fifteen (15) Days of the change being adopted.
- 48.9 Any change in the Articles, Bylaws, Regulations, Playing Rules or Policies, which has been adopted in the manner herein set forth, shall not be negated by reason of any error or omission which may occur in the periodic printing of the Bylaws, Regulations, Playing Rules or Policies of North Okanagan Cornhole Association

#### **49. UNFORESEEN CIRCUMSTANCES**

49.1 The Board shall have the final decision on any matters not provided in these Bylaws.

#### **50. ERROR IN NOTICE**

50.1 The accidental omission to give notice of a Meeting of the Directors or Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

#### **51. PROTECTION OF DIRECTORS AND OFFICERS**

51.1 No Director or Officer of North Okanagan Cornhole Association shall be liable for the acts, receipts, neglect or default of any other Director or Officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to North Okanagan Cornhole Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of North Okanagan Cornhole Association, or for the insufficiency or deficiency of any security in or upon which any of the money of North Okanagan Cornhole Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of North Okanagan Cornhole Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto which shall happen in the execution of the duties of their office or in relation thereto unless in or as a result of action, suit or proceeding they are adjudged to be in breach of any duty or responsibility imposed upon them under the Canada Corporations Act or under any other statute.

#### **52. EFFECTIVE DATE**

52.1 These Bylaws were adopted at the first Board of Directors Meeting held on April 16, 2025 and came into effect on that day.