

Milton Youth Volleyball Club
Bylaw #1 (As Amended and Restated)
June 6, 2019

Section 1 – General

1.01 Purpose

This Bylaw relates to the general conduct of the affairs of Milton Youth Volleyball Club

1.02 Registered Office

The Registered Office of Milton Youth Volleyball Club shall be located at such place as the Board may determine.

1.03 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended, and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.

1.04 Interpretation

Other than as specified in Section 1.03, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.05 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

1.06 Seal

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

1.07 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 – Mandate

2.01

Milton Youth Volleyball Club is a community-based non-profit organization that provides developmental and competitive volleyball opportunities for participants in the Milton and surrounding areas.

Section 3 - Governance

3.01 Composition of a Board

The Board shall consist of a minimum of five (5) Directors comprised of the following positions:

- President
- Vice President
- Treasurer
- Secretary
- Operations

3.02 Transition

Election of Directors under this By-law will commence in 2020 following enactment. Directors shall be elected on the following basis:

1. At the election of Directors for 2020, two (2) Directors (Vice-President and Secretary) shall be elected by the Members for a two (2) year term ending in 2022.
2. At the election of Directors for 2021, three (3) Directors (President, Treasurer, Operations) shall be elected by the Members for a two (2) year term ending in 2023.
3. Commencing in 2021 and for every year thereafter unless changed in accordance with the By-laws and Act the Directors to be elected shall be those whose terms expire the same year as the election.

3.03 Election and Term

An election of Directors shall take place annually at the Annual General Meeting in accordance with the election procedures and manner approved by the Board. Except as otherwise specified in Section 3.02, the term of office of the Directors (subject to the provisions, if any, of the articles) shall be two (2) years from the date of the meeting at which they are elected or appointed until their successors are elected or appointed. Directors are eligible to serve a maximum of two (2) consecutive terms on the Board. After serving two (2) consecutive terms as a Director, an individual may be elected or appointed to serve another term after an absence of at least nine (9) months from the date he or she last served as a Director.

3.04 Eligibility

Subject to the Act and the By-laws, any Person who (i) has the power under law to contract, (ii) is eligible to serve as a director of non-profit, (iii) is not an employee of Milton Youth Volleyball Club, and (iv) is a Canadian citizen or permanent resident of Canada, may be elected or appointed as a Director.

3.05 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or

4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

3.06 Filling Vacancies

A vacancy on the Board shall be filled as follows:

a quorum of Directors may fill a vacancy among the Directors;

1. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
2. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
3. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

3.07 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3.08 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

3.09 Duties of Directors

Directors shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

Duties of the President

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President coordinates board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

Duties of the Vice President

The Vice President shall assist the President in performing their duties and may perform other duties as may be determined by the Board.

Duties of the Treasurer

The Treasurer works collaboratively with the Directors to support the Board in achieving its fiduciary responsibilities.

Duties of the Secretary

The Secretary shall issue or cause to be issued notices of meetings of the Board and Meetings of the Members in accordance with the By-laws; shall record or cause to be recorded minutes of

meetings of the Board and meetings of Members; shall ensure that all other written records are properly maintained as required by the Act; shall confirm voting delegates at all Meetings of Members; and shall perform such other duties as may from time to time be established by the Board.

Duties of Operations

The operations board member works collaboratively with the Board of Directors to ensure the key operational functions of the Club are tabled for board discussion and fulfilled in a timely manner including Club registrations, permits, marketing and communication efforts etc.

Section 4 - Board Meetings

4.01 Calling of Meetings

Meetings of the Directors may be called by the President or any three (3) Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

4.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

4.04 President acting as Chair

The President shall preside at Board meetings. In the absence of the President, the Directors present shall choose one of their number to act as the Chair.

4.05 Voting

Voting at Board meetings shall be as follows:

1. Questions shall be decided by majority of votes cast;
2. A tie vote fails;
3. The Chair shall exercise a vote;
4. Voting shall be by show of hands or such other manner designated by the Chair, unless there is a request for a secret ballot; and
5. Except where there exists a conflict of interest, no Director shall abstain from voting.

4.06 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4.07 Quorum

A quorum shall be a majority of Directors then in office. No Director may appoint a proxy to represent him or her for any reason.

Section 5 - Financial

5.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

5.02 Financial Year

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

5.03 Fees

The Board shall set Club fees annually.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors

No Director or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. Compiled with the *Act* and the Corporation's articles and By-laws; and
2. Exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

Membership in the Corporation shall be open to one (1) legal guardian of a registered athlete(s) in a competitive program with Milton Youth Volleyball Club who self-designated as the *Voting Member* at the time of registration. The legal guardian that has self-designated as the voting member with the Club is the individual entitled to vote at Meetings of Members. The voting member shall be entitled to the following votes:

- One registered competitive athlete = one (1) vote
- Two or more registered competitive athletes = two (2) votes

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

8.03 *Disciplinary Act* or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the By-laws or policies of the Club.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

8.04 Year

Unless otherwise determined by the Board, the membership year of Milton Youth Volleyball Club shall be September 1 to August 31.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report (if applicable) and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. annual report;
- d. presentation of the financial statements;
- e. election of Directors; and
- f. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual

meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The President or their designate shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;

- b. votes shall be conducted in accordance with the Board approved process;
- c. an abstention shall not be considered a vote cast;
- d. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- e. whenever a vote is taken on a question, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the *Act* or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Adoption and Amendment of By-laws

11.01

Repeal of Prior By-laws -- All previous bylaws of Milton Youth Volleyball Club are repealed as of the coming into force of this By-law; provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws.

11.02 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the *Act* pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

11.03 Effective Date

Passed by a resolution of the Board of Milton Youth Volleyball Club on **May 8, 2019** with immediate effect and ratified by resolution of the Members on **June 6, 2019** in accordance with Section 18 (1) of the Ontario Corporations Act.

Gus Tsiapalis

President



Debra Donaghey

Secretary