



ONTARIO SNOWBOARD

ASSOCIATION OF ONTARIO SNOWBOARDERS

(Operating as Ontario Snowboard)

CONSTITUTION & BY-LAWS

Approved October 23rd 2017

CONSTITUTION

1. The name of the Association is the “Association of Ontario Snowboarders”.
2. The objectives of the Association are:
 - a) To work for the promotion and development of recreational and competitive snowboarding programs within the Province of Ontario;
 - b) To provide uniform and consistent competition expectations for all snowboard competitors and to provide the necessary organization and coordination to competitive events; and
 - c) To interface with all other groups dedicated to the sport of snowboarding at the municipal, provincial and federal levels and to work with them for the advancement of recreational and competitive snowboarding on behalf of its members.
3. The Mission of the Association is to govern the sport of competitive snowboarding in Ontario through the development of snowboard athletes, coaches, officials and volunteers from the grassroots level to the elite level of competition.

ASSOCIATION OF ONTARIO SNOWBOARDERS - BYLAWS

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Association of Ontario Snowboarders, a Corporation incorporated under the Ontario Corporations Act.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Corporations Act, R.S.O. 1990, c.38 as amended.
- b) *Association* – Association of Ontario Snowboarders.
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting.
- d) *Board* – the Board of Directors of the Association.
- e) *Constitution* – a statement comprising the Association’s objectives.
- f) *Days* – will mean days irrespective of weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- i) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast by the Board, Executive or Members.
- j) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

1.3 Head Office – The head office of the Association will be located at all times within the Province of Ontario.

1.4 Corporate Seal - The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain 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 objects of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word 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.

1.9 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has four (4) categories of membership:

- a) Club Members;
- b) Competitive Members;

- c) Associate Members; and
- d) Honorary Members

Qualifications for Membership

2.2 Club Member – An organized snowboarding club registered with the Association with goals and objectives similar to the Association who have adopted the Association’s policies, rules and regulations.

2.3 Competitive Member – An individual competitive snowboarder who is interested in participating in competitive snowboarding.

2.4 Associate Member – Any individual who is a coach, manager, official, volunteer or administrator registered with a Club Member or the Association.

2.5 Honorary Member - An individual or organization approved by majority vote of the Board of Directors who has contributed greatly to the development or promotion of the sport of snowboarding in Ontario.

Admission of Members

2.6 Admission of Members - No individual or entity 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 been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- 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 as prescribed by the Board.

2.7 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues

2.8 Year - Unless otherwise determined by the Board, the membership year of the Association will be June 1st – May 31st.

2.9 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

Withdrawal and Termination of Membership

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

2.11 Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.

2.12 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association’s policies and procedures relating to discipline of Members.

Good Standing

- 2.13 Definition – A Member of the Association will be in good standing provided that the 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 Constitution, Bylaws, policies and rules of the Association; and
 - 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.
 - f) Had paid all required membership dues.

2.14 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

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

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Agenda of special 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 and within six (6) months of the fiscal year end.

3.4 Notice - Written notice of meetings of Members will be given to all Members at least thirty (30) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

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

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

3.6 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.

3.7 Quorum – Ten voting Members will constitute a quorum.

3.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.9 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Club Members may appoint the Club President, or Delegate, who may attend meetings of members and are entitled to one (1) vote.
- b) Competitive Members eighteen years of age and older may attend meetings of members and are entitled to one (1) vote. Competitive Members seventeen years of age and younger may attend meetings of members and are not entitled to vote but may appoint their parent/guardian who may attend meetings of members and are entitled to one (1) vote.
- c) Associate Members eighteen years of age and older may attend meetings of members and are entitled to one (1) vote. Associate Members seventeen years of age and younger may attend meetings of members and are not entitled to vote but may appoint their parent/guardian who may attend meetings of members and are entitled to one (1) vote.
- d) Honorary Members eighteen years of age and older may attend meetings of members and are entitled to one (1) vote. Honorary Members seventeen years of age and younger may attend meetings of members and are not entitled to vote but may appoint their parent/guardian who may attend meetings of members and are entitled to one (1) vote.

3.10 Delegates – Club Members will appoint in writing to the Association, seven (7) days prior to the meeting of members, one delegate, eighteen (18) years of age and older, who is member in good standing to represent the Club Member upon the absence of the Club Member President.

3.11 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 Proxy Voting – Voting Members may vote at meetings of Members by proxy if:

- a) The Voting Member notified the Association in writing at least seven (7) days prior to any meeting of Members of an appointment of a designate who is a voting member in good standing;
- b) The proxy is received by the designate prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting;
- d) The proxy clearly states to whom the proxy is given (a maximum of one proxy per person);
and
- e) The proxy signature matches the signature of the annual registration form.

3.13 Determination of Votes - Votes will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting.

3.14 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the President is entitled to a second vote to decide the issue.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of not less than eight (8) and not more than ten (10) Directors and the Immediate Past President as an *ex-officio* member (non-voting).

Election

4.2 Eligibility - Any Member who is eighteen (18) years of age or older, who has the power under law to contract and is a member of the Association in good standing may be nominated for election as a Director.

4.3 Nominating Committee – The Nominating Committee will be responsible to solicit nominations for the election of the Directors.

4.4 Duties of the Nominating Committee – The Nominating Committee will be responsible to solicit nominations for the election of the Directors.

4.5 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee; and be submitted to the Head Office of the Association thirty (30) days prior to the Annual General Meeting.

4.6 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.7 Circulation of Nominations - Valid nominations will be circulated to voting Members fourteen (14) days prior to the elections.

4.8 Election – The election of Directors will take place annually at the Annual General Meeting as required to complete the composition of the Board (4.1)

a) .

4.9 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

a) One Valid Nomination – Winner declared by acclamation.

b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains 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 - Elected Directors will serve terms of three 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. Directors will be eligible for re-election as Directors up to a maximum of three consecutive terms.

Immediate Past President

4.11 Immediate Past President – The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.12 Term of Immediate Past President – The Immediate Past President will serve a maximum term of one year, unless they resign, are removed from or vacate their office.

4.13 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.12, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

4.14 Resignation - A Director may resign from the Board at any time by presenting his or her 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 a 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.

4.15 Vacate Office - The office of any Director will be vacated automatically if:

- a) the Director is found by a court to be of unsound mind;
- b) the Director is absent from four (4) Board meetings;
- c) the Director becomes bankrupt;
- d) the Director is not a member; and
- e) Upon the Director's death.

4.16 Removal – A Director may be removed by two-thirds vote of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.17 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 individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.18 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by a majority of the Board of Directors or the President.

4.19 Notice – Written notice, served other than by mail, of 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.

4.20 Number of Meetings – The Board will hold a minimum of two (2) meetings per year.

4.21 Quorum – At any meeting of the Board of Directors, quorum will consist of a fifty percent plus one of the voting Directors holding office.

4.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the President is entitled to a second vote to decide the resolution.

4.23 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.24 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

- 4.25 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.
- 4.26 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.
- 4.27 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.
- 4.28 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
- 4.29 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.
- 4.30 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

- 5.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary, Treasurer and the Executive Director as an *ex-officio* member. No one Officer will hold more than one office.
- 5.2 Eligibility - Any Member who is a Director may be elected as an Officer.
- 5.3 Election of Officers – The election of Officers will take place at the first Board of Directors meeting and within thirty (30) days after a Meeting of Members at which elections for Directors occurred. Directors not elected to an office are eligible for election for a subsequent office.
- 5.4 Decision – Elections will be decided by a majority vote of the Directors in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared.
- 5.5 Term of Officers – Officers will hold until the first Board of Directors meeting after a Meeting of Members at which elections for Directors occurred, unless they resign, are removed from or vacate their office.
- 5.6 Duties - The duties of Officers are as follows:
- a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee, will be the official spokesman of the Association, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.

- b) The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will attend meetings of the Board , will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.
- e) The Executive Director will be responsible for liaison between the Board and Executive Committee and staff (if any), will support the Board and Executive Committee in carrying out its duties and will have overall management responsibility for all programs and activities of the Association.

5.7 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given 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.

Executive Committee

5.8 Executive Committee - The Executive Committee will be comprised of the Officers. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.9 Call of Meeting – 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.

5.10 Number of Meetings – The Executive Committee will hold at least four (4) meetings per year.

5.11 Quorum - Quorum will consist of seventy-five percent (75%) of the Executive's voting members.

5.12 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the President is entitled to a second vote to decide the resolution.

5.13 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.14 Appointment of Committees - The Board may appoint such 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, the Constitution or these Bylaws.

5.15 Quorum - A quorum for any committee will be the majority of its voting members.

5.16 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.

5.17 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.18 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.19 Removal - The Board may remove any member of any Committee.

Remuneration

5.20 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.21 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 otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Association will be April 1st to March 31st, 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 financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being the President, Vice-President, Secretary, Treasurer or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 Large Expenditures – Expenditures of the Association over twenty-five thousand dollars will be preapproved by the voting Members by resolution.

6.7 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.

6.8 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VIII AMENDMENT OF BYLAWS

8.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the voting Members present at an Annual General Meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

8.2 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 it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

8.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

ARTICLE IX NOTICE

9.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

9.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

9.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the 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.

ARTICLE X DISSOLUTION

10.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Association as determined by the Board of Directors.

ARTICLE XI INDEMNIFICATION

11.1 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.

11.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

11.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XII ADOPTION OF THESE BYLAWS

12.1 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 September 18th 2017

12.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on October 23rd 2017

12.3 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.

President

Secretary