

**PEEL HALTON SOCCER ASSOCIATION  
By-Laws**

**Amended on  
November 25, 2017**

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## ARTICLE 1 - GENERAL

### 1.1 Purpose

These By-Laws relate to the general conduct of the affairs of the Peel Halton Soccer Association.

### 1.2 Definitions

The following terms have these meanings in these By-Laws:

- a) Act – the Ontario Corporations Act or any successor legislation including the Not for Profit Corporations Act, 2010 (upon becoming law).
- b) AGM – Annual General Meeting
- c) Auditor - an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- d) Board – the Board of Directors of the Corporation.
- e) Corporation – the Peel Halton Soccer Association.
- f) Days – days including weekends and holidays.
- g) Director/Officer – an individual appointed or elected to serve on the Board pursuant to the By-Laws.
- h) Ordinary Resolution – a resolution passed by the majority of the votes cast on that resolution.
- i) OSA – legally known as the Ontario Soccer Association, operating as Ontario Soccer (OS).
- j) Special Resolution – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.
- k) The District – The Peel Halton Soccer Association.

### 1.3 Name

The name of this organization shall be “THE PEEL HALTON SOCCER ASSOCIATION”, hereinafter referred to as “The District” or PHSA. The head office of The District Association shall be within the Regional Municipalities of Peel or Halton.

### 1.4 Vision

The Peel Halton Soccer Association will be recognized as a leader and positive model in all aspects of the game of soccer.

### 1.5 Mission

The Peel Halton Soccer Association is a not-for-profit corporation comprised of a community of clubs, leagues, players, administrators, coaches and volunteers. Our mission is to provide opportunities for any person in Peel Halton to participate in organized soccer and Futsal in any role of their choosing and to assist all participants in reaching their potential within a well-managed, cooperative and progressive soccer environment.

## **ARTICLE 2 – OBJECTIVES**

### 2.1 Objectives

The objectives of The District Association shall be:

- a) To promote, develop and govern the game of soccer both indoor and outdoors, in the Regional Municipalities of Peel and Halton.
- b) To represent and act on behalf the Ontario Soccer Association in the administration of OSA programs within the District.
- c) To represent and act on behalf of its Member organizations and assist them to develop and effectively administer soccer programs.

## **ARTICLE 3 – AFFILIATION**

### 3.1 Affiliation

The District Association shall be a member of The Ontario Soccer Association and shall abide by the Published Rules and Policies of the OSA. The District Association is subject to the Published Rules in declining order of authority of the following governing organizations:

- The Canadian Soccer Association (CSA)
- The Ontario Soccer Association (OSA operating as Ontario Soccer)
- The District Soccer Association

## **ARTICLE 4 – MEMBERSHIP**

### 4.1 Categories of Membership

The District Association shall be composed of the two categories of Members:

- a) Voting
- b) Non-Voting

### 4.2 Voting Members

Voting members shall consist of Active Member and Associate Members

#### **4.2.1 Active Membership**

Active Membership shall be open to all properly constituted soccer clubs which have their head office in the District. The requirements for Active Membership and any subcategories are laid out in the Rules and Regulations. Membership shall be granted after approval by the PHSA Board of Directors. All clubs shall have a Constitution and/or By-Laws which meets the minimum requirements for a Club Constitution/By-Laws in accordance with OSA's Published Rules.

#### **4.2.2 Associate Membership**

Associate Membership shall be open to - provincial leagues, regional leagues, multi-jurisdictional district leagues, district leagues, multi-jurisdictional club leagues, educational institutions and other organizations which operate soccer programs – which support the objectives of, and operate within, The District Association. Associate Membership shall also be open to coaching associations and referee associations operating within The District. Association. Membership shall be granted after approval by the PHSA Board of Directors.

The requirements for Associate Membership are laid out in the Rules and Regulations.

### **4.3 Non Voting Members**

Non voting members shall consist of

#### **4.3.1 Honorary Membership**

Honorary Membership may be conferred by the PHSA Board of Directors upon a person for a period of time. Honorary Members are afforded all the rights of membership and shall be entitled to a voice but no vote at general meetings of The District Association.

#### **4.3.2 Life Membership**

Life Membership may be conferred by the PHSA Board of Directors upon a person. Life Members are afforded all the rights of membership and shall be entitled to a voice but no vote at general meetings of The District Association.

## **ARTICLE 5 – MEMBERSHIP DUES AND DURATION**

### **5.1 Dues**

Dues shall consist of flat fees established by a majority of delegates present and entitled to vote at the AGM. Active Members shall also be required to pay player registration fees which

shall be set by the Board of Directors and ratified by the Membership at a general meeting of The District Association.

## 5.2 Membership Year

The Membership year of the District shall be Jan 1 to December 31

## **ARTICLE 6 – APPROVAL OF NEW MEMBERS**

### 6.1 New Membership Application and Approval Process

A Club shall be accepted into Active Membership, and an organization shall be accepted into Associate Membership, upon:

- i. Submitting an application form along with other required documents and membership fees as laid out in the Rules and Regulations; and
- ii. Agreeing to and adhering to the membership application and review process laid out in the Rules and Regulations; and
- iii. Obtaining the approval of PHSA Board of Directors.

## **ARTICLE 7 – MEMBERSHIP RENEWALS**

### 7.1 Renewal

Members wishing to renew their status for the coming year must submit their application along with required documents and the appropriate fee prior to commencement of New Business at the current PHSA AGM, as set out in the Rules and Regulations.

### 7.2 Change in Sub Category of Active Membership

Members wishing to change their sub-category of Active Membership shall file an Application for a Membership Change during the prescribed period and submit the necessary documentation and fees in accordance with the Rules and Regulations.

## **ARTICLE 8 – RIGHTS OF MEMBERS**

### 8.1 Rights of Active Members

Active Members shall be accorded the following rights:

- i. To be governed in accordance with CSA, The OSA and The District Association's Published Rules.
- ii. To register players, administrators, team officials and match officials with The OSA and

The District Association.

- iii. To be a member of, register teams with OSA sanctioned leagues and to operate club leagues in accordance with OSA Published Rules.
- iv. To enter teams in OSA sanctioned competitions.
- v. To participate in OSA sanctioned programs, and District Association sanctioned programs, such as player, coach and referee development and to operate their own player, coach and referee development programs.
- vi. To attend and vote at all general meetings called by The District Association.
- vii. To participate in the OSA insurance plan.

## 8.2 Rights of Associate Members

Associate Members shall be accorded the following rights:

- i. To be governed, where applicable, in accordance with OSA and The District Association's Published Rules.
- ii. To register, where applicable, administrators and teams with The OSA and The District Association.
- iii. To enter teams, where applicable, in OSA sanctioned competitions.
- iv. To participate in OSA and District Association sanctioned programs.
- v. To attend and vote at all general meetings called by The District Association.

## **ARTICLE 9 – DISCIPLINE OF A MEMBER**

### 9.1 Member Discipline

A Member may be fined, suspended or expelled from membership for cause and only after charges have been laid in accordance with The District Association's Published Rules and Regulations and a hearing held in accordance with The District Association's and OSA's published rules. A Member whose membership has been suspended loses all rights of membership until the suspension has been removed.

## **ARTICLE 10 – MEMBERSHIP STATUS**

### 10.1 Membership Status

The membership status of an Active Member or Associate Member may be reviewed by The District Association if they are deemed to be in violation of any membership requirement as prescribed by these By-Laws or by the Rules & Regulations of the District Association.

### 10.2 Membership Status Categories



The District Association may deem an Active Member or an Associate Member status as follows:

#### **10.2.1 Member in Good Standing**

Being a member in good standing affirms the commitment of the Active/ Associate Member to the vision of The District Association and its affiliated and governing bodies, as reflected in all applicable governing documents, to which all Active/Associate Members are bound. Active/Associate Members in good standing will not engage in any activities that put The District Association in jeopardy nor engage in any activities deemed detrimental to the game or that may discredit the Association or its Active/Associate Members in good standing.

#### **10.2.2 In-Review**

Active/Associate Members that are being reviewed by The District Association for any outstanding issues or discrepancies with their membership requirements are designated as "In-Review". The Active/Associate Member designated as such remains a member of The District Association and is not restricted in its soccer activities.

#### **10.2.3 Member Not in Good Standing**

An Active/Associate Members shall be deemed "Not in Good Standing":

if their membership status is either suspended or expelled;

if they have overdue unpaid fees, dues or other obligations to any of their governing organizations (the PHSA, the OSA, the CSA) or to a sanctioned member and/or competition; or

if they have failed to follow any administrative or financial directives of its governing organizations.

The reasons for designating an Active/Associate Member as being "Not in Good Standing" must be disclosed to the Active/ Associate Member in writing and the decision must be ratified by a Directors' Resolution at the next PHSA Board of Directors' meeting.

An Active/Associate Member designated "Not in Good Standing" shall not be entitled to administrative services and shall be restricted from entry into any OSA sanctioned soccer competition (leagues, exhibition games, tournaments and festivals) and may only have that status removed by The District Association upon review and proof that the actions or defaults of the Active/Associate Member have been rectified.

#### **10.2.4 Suspended**

Active/Associate Members are designated as "Suspended" when, after the time frame established by the District Association, they have failed to comply with any membership requirements, disciplinary sanctions or engaged in any material misconduct. Active/Associate Members designated as such remain a member of The District Association but are restricted in their soccer activities, including not being permitted to enter into any OSA sanctioned competitions (leagues, exhibition games, tournaments and festivals), not obtaining travel permits, not having any hosting rights, and not having the right to appoint CSA certified Match Officials to officiate any competitions involving the Active/Associate Member Club/Organization/League until all issues are cleared, except as otherwise provided in writing.

#### **10.2.5 Expelled**

Active/Associate Members that have violated membership requirements or any Constitution, By-Laws, Operational Policies or Rules & Regulations of any affiliated Governing Organizations, or have acted in a manner that has been deemed detrimental to the game and/or that discredits The District Association, will be expelled. An expelled member will have their membership to The District Association and its governing bodies terminated in accordance with Article 11 below.

#### **10.3 Not In Good Standing Loss of Rights**

An Active/Associate Member designated as "Not In Good Standing", through suspension, loses all rights to attend, vote, speak and make motions at all general meetings of the PHSA or its governing organizations, until the status has been removed. In these circumstances, a representative or representatives of the Active/Associate Member may be invited, by the President of The District Association, to a general meeting as a guest (or observer).

#### **10.4 Removal of "Not in Good Standing" Status**

An Active/Associate Member designated as "Not In Good Standing" shall have that status removed by The District Association by a Directors' Resolution upon satisfactory proof that its actions or defaults which led to the designation of "Not In Good Standing" have been fully rectified.

### **ARTICLE 11 – TERMINATION OF MEMBERSHIP**

#### **11.1 Termination of Membership (both voting and non voting)**

Membership in the District Association shall be deemed to have been terminated:

- i.If the Member submits a signed letter of withdrawal to the District Association;

or

- ii. If the Member is expelled by The District Association; or
- iii. If the Member is declared to be "Not in Good Standing" and fails to rectify its membership status prior to The District Association's Annual General Meeting or such other deadline as may be imposed by The District Association, in writing; or
- iv. If the Member fails to renew membership in accordance with the By-Law and Published Rules.

#### 11.2 Written Notice of Termination

If a Member has been deemed to be terminated pursuant to 11.1 above, The District Association shall send the Member written Notice of Termination. The termination shall be final and binding upon the Member if they fail to rectify their membership status or to renew their membership in accordance with the Rules & Regulations, within 30 days following receipt of this Notice of Termination. No such termination shall be subject to appeal or to dispute resolution.

#### 11.3 May Resign

A Member may resign when they are subject to discipline but the disciplinary action or investigation will continue and be completed.

### **ARTICLE 12 – MEETINGS OF THE MEMBERS**

#### 12.1 Annual General Meeting

##### 12.1.1 Date

The District Association will hold meetings of the members at such date, place and time as determined by the PHSA Board of Directors. The Annual Meeting will be held within fifteen (15) months of the last AGM and within six (6) months of the District's fiscal year end.

##### 12.1.2 Agenda of the Annual General Meeting

Order of Business at Annual General Meetings:

1. Roll Call and Report of Credentials Committee
2. National Anthem
3. Period of Remembrance
4. Tributes and Introduction of Guests
5. Minutes of the Previous Annual General Meeting
6. President's Address
7. Officers' and Directors' Reports

8. Executive Director's Report
9. Treasurer's Report and Financial Statements
10. Auditor's Report
11. Other Reports
12. Unfinished Business
13. Amendments to the By-Law and/or Rules and Regulations
14. Roll Call and Report of the Credentials Committee
15. Election of Officers and Directors
16. Any Other Business
17. Adjournment

#### 12.1.3 Special Business

The Presiding Officer may, at his/her discretion, introduce any special business for discussion after the approval of the minutes.

### 12.2 Special General Meeting

#### 12.2.1 Calling of a Special General Meeting by PHSA Board

A Special General Meeting may be called by the PHSA Board of Directors by its own motion.

#### 12.2.2 Calling of a Special General Meeting by the Voting Members

A Special General Meeting shall be called within thirty (30) days following the receipt of a written request signed by not less than one-third (1/3) of the total number of current Voting Members or by sufficient Voting Members to represent not less than one-third (1/3) of the Voting membership as defined at the most recent AGM or SGM.

#### 12.2.3 Purpose of a Special General Meeting

The purpose of a Special General Meeting must be included with the Notice for that meeting. Only the business for which a Special General Meeting has been called will be dealt with, except with unanimous consent of those present.

### 12.3 Attendance

Failure to attend any Annual or Special General meeting of the Membership shall result in a fine, the amount to be published annually in the PHSA Schedule of Fees, Fines, Bonds and Penalties. As attendance at all Annual and Special General Meetings is mandatory, no proxy voting is allowed.

#### 12.4 Notice

All members shall receive fourteen (14) days' clear notice of the time and location of any Annual or Special General Meeting.

#### 12.5 Waiver of Notice

Any person, who is entitled to notice of a meeting of the Members, may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting unless the person attends the meeting for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called in accordance with these By-Laws.

#### 12.6 Error or Omission in Giving Notice

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

#### 12.7 New Business

No other item of business will be included in the notice of meeting of the Members unless notice in writing of such other items of business or a Member's proposal has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals, together with copies of any amendments thereto then proposed by the Board, and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

#### 12.8 Quorum

Members representing fifty percent (50%) of the eligible votes shall form a quorum at all general meetings of The District Association.

#### 12.9 Closed Meeting

Meetings of the Members will be closed to the public except by invitation of the Board or in accordance with the Act

### **ARTICLE 13 – RULES OF ORDER**

#### 13.1 Rules of Order

All meetings of The District Association shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

### **ARTICLE 14 – PRESIDING OFFICER**

#### 14.1 Presiding Officer

The President shall preside at all General Meetings of The District Association and, in his absence, the Vice-President shall take the chair. The absence of both of those officers shall require the selection, by the Board of Directors, of a pro-tem Presiding Officer.

### **ARTICLE 15 – MEMBERS VOTING RIGHTS**

#### 15.1 Qualified to Vote

Those who shall be qualified to vote and to take part at a general meeting of The District Association shall be accredited delegates of organizations in membership.

#### 15.2 Number of Delegates

##### 15.2.1 Number of Delegates

The number of accredited delegates allowed to organizations in membership shall be as specified within this By-law. See Article 16- Delegates to General Meetings

##### 15.2.2 Votes cast

Each Active Member shall be entitled to have all its votes cast whether it be represented by one or all of its delegates but not by any other Member.

#### 15.3 Method of Voting

At all meetings of The District Association, voting shall be by a show of hands unless a poll is requested.

##### 15.3.1 Poll

If a poll is required, appointed scrutineers shall total the votes and report same to the Presiding Officer who shall announce to the assembly for the record.

#### 15.4 Simple Majority

Decisions shall be reached by a simple majority unless otherwise required by this By-law.

#### 15.5 President's Voting Power

The President shall have a casting vote only.

#### 15.6 Officers and Directors Vote

Officers and Directors shall have a voice but shall not vote at a General Meeting.

15.6.1 Officers and Directors may not sit as voting delegates at a General Meeting.

15.7 Active Members Number of Votes

An Active Member of The District Association shall be entitled to the following votes at all General Meetings of the Association:

- i. A vote for the first fifty (50) registered players, or part thereof; plus
- ii. A vote for each additional hundred (100) registered players, or part thereof, up to 1000 additional registered players; plus
- iii. A vote for each additional two-hundred (200) registered players, or part thereof.

15.8 Registered Player Count

Registered player count is based on registration forms completed and returned to The District Association or by computer for clubs using the current OSA Registration System.

15.9 Associate Members Number of Votes

Each Associate Member shall be entitled to one (1) vote.

**ARTICLE 16 – DELEGATES TO GENERAL MEETINGS**

16.1 Number of Delegates

Each Member shall be represented by a maximum of two (2) accredited delegates to be identified to the Secretary prior to the meeting.

**ARTICLE 17 – BOARD OF DIRECTORS**

17.1 Number of Board members

The business of The District Association shall be conducted by a Board of Directors that shall be comprised of four (4) Officers and five (5) Directors.

17.2 Officers

The Officers of The District Association shall be the President, Vice- President, Secretary and the Treasurer.

17.3 Directors

The Directors of The District Association shall be the Competition Director, Director Senior Soccer, Director Youth Soccer, Director of Match Officials and Director at Large (with duties as determined by the Board of Directors).

#### 17.4 Eligibility for Election to the Board

To be eligible for a Board position, an individual must be;

- i. At least 18 years of age; and,
- ii. Not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and,
- iii. Have the power under law to contract; and,
- iv. Have not been declared bankrupt by a court in Canada or in another country and
- v. Not have the status of bankrupt; and ,
- vi. Not be a District staff member or staff member or another soccer organization; and,
- vii. If a member be a member in good standing.

#### 17.5 Candidates for election as Officers and Directors

Candidates for election as Officers and Directors of The District Association shall meet the following criteria:

- i. President: Shall have been a member of the Executive on the PHSA's Board of Directors or have had equivalent soccer experience, preferably within the previous two years.
- ii. Vice- President: Shall have been a member of the Executive on the PHSA's Board of Directors or have had equivalent soccer experience, preferably within the previous two years. Shall have at least two (2) years (Soccer) Discipline Committee experience and shall hold Discipline Certification Level 1.
- iii. Secretary: Shall have been a member of the Executive on the PHSA's Board of Directors or have had equivalent soccer experience, preferably within the previous two years.
- iv. Treasurer: Shall have finance/accounting experience preferably gained through practical work in a finance/accounting role.
- v. Competition Director: Shall have experience as a Member of a Board of Directors of a Member Club, League or District Association, preferably within the last two



years.

- vi. Director at Large: Shall have experience as a Member of a Board of Directors of a Member Club, League or District Association, preferably within the last two years
- vii. Director of Match Officials: Shall be an active/previous Match Official (preferably Provincial)
- viii. Director Senior Soccer: Shall have experience as a Member of a Board of Directors of a Member Club, League or District Association, preferably within the last two years.
- ix. Director Youth Soccer: Shall have experience as a Member of a Board of Directors of a Member Club, League or District Association, preferably within the last two years.

## **ARTICLE 18 – TENURE AND ELECTION**

### **18.1 Election by Secret Ballot**

The election of Officers and Directors shall be by secret ballot at The District Association's Annual General Meeting.

### **18.2 Determination of Election**

A majority of votes cast (i.e. more than 50% of the total eligible votes cast) is required for election as an Officer or Director. If no candidate receives the votes necessary for election, the candidate with the fewest votes will be dropped from the ballot and the procedure repeated.

### **18.3 Holding more than one position**

If a sitting Officer or Director is elected to another position on the Board of Directors, her/his original position is immediately vacated and an election shall be held to fill the vacated position for the balance of the term remaining.

### **18.4 Election Procedures**

#### **18.4.1 Running the Election**

Prior to the election, the Chair of the Meeting shall appoint the Ontario Soccer

Representative to oversee and run the election(s), ask all Board Members whose tenure has expired to leave the head table, appoint tellers/counters to assist with the election;

#### 18.4.2 Acclamation

If only one nomination is received for a specific position, that individual shall be elected by acclamation.

#### 18.4.3 Secret Ballot

If more than one person is nominated for a specific position, there shall be a secret ballot conducted as follows.

#### 18.4.4 Separate Vote for Each Position

Each position shall be identified and voted on separately.

#### 18.4.5 Nominee's speech

Prior to the actual vote for a specific position, the OSA Representative will ask each nominee to address the members for no more than 3 minutes.

#### 18.4.6 Voting Boxes

After a reasonable time, the OSA Ontario Soccer Representative will direct the delegates to place the voting slips in the voting boxes provided.

### 18.5 Scrutineers

The scrutineers will collect the voting boxes and count the votes.

### 18.6 Information from Scrutineers

The scrutineers will return and provide the Returning Officer with the following information:

- i. number of eligible votes cast
- ii. number of spoiled votes cast
- iii. number of votes necessary for the election
- iv. votes cast for each candidate
- v. Announcement of Elected Candidate

### 18.7 Declaration of Elected

If a candidate receives the votes necessary for election, the OSA Ontario Soccer

Representative will declare that candidate elected;

#### 18.8 No result

If no candidate receives the votes necessary for election, the OSA Ontario Soccer Representative will declare “no result”. The candidate with the fewest votes will be automatically dropped and the election process will be repeated.

#### 18.9 Destroy the Ballots

At the conclusion of the election process for each position, including any recount if required, the Returning Officer will ask for a motion to destroy ballots.

#### 18.10 Terms

The following shall be elected for a two (2) year term at the Annual General Meeting held in odd numbered years:

President, Treasurer, Competition Director, Director Youth Soccer and Director of Match Officials.

The following shall be elected for a two (2) year term at the Annual General Meeting held in even numbered years:

Vice-President, Secretary, Director at Large, Director Senior Soccer and District Registrar

#### 18.11 Resignation and Removal of Directors

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 notice is received by the Secretary or at the time specified in the notice whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

#### 18.12 Vacate Office

The Office of any Director will be vacated automatically if:

- i. The Director resigns; or
- ii. At the discretion of the Board and without reasonable excuse, the Director is absent from two (2) consecutive meetings of the Board; or
- iii. The Director is found to be incapable of managing property by a court order under

- Ontario Law; or
- iv. The Director is found by a court to be of unsound mind; or
  - v. the Director becomes bankrupt or suspends payment of debts or compounds with creditors and makes an authorized assignment in bankruptcy or is declared insolvent; or
  - vi. the Director dies.

### 18.13 Removal of Director

An elected Director may only be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable notice of, and the opportunity to be present and to be heard at such a meeting.

## **ARTICLE 19– VACANCIES**

### 19.1 Resignation

A Member of the PHSA Board of Directors has the right to resign his/her position by submitting a signed letter of resignation to the District Association.

### 19.2 Removal of Director

19.2.1 No member of the PHSA Board of Directors shall be removed for arbitrary reasons but may be removed if the member is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- i. If he/she becomes of unsound mind or otherwise incapable of performing the business of The District Association; or
- ii. If he/she is absent from two (2) meetings of the Board without satisfactory reason; or
- iii. If he/she no longer resides in reasonable proximity to The District Association; or
- iv. If he/she becomes, or is discovered to be, an undischarged bankrupt; or
- v. A member of the Board of Directors may be removed if he/she has compromised the integrity of The District Association due to, but not limited to, any of the following reasons:
  - a) If he/she has been found guilty of an offence under the Harassment Policy of The OSA; or
  - b) If he/she has been found guilty of an offence involving violence under the Discipline Policy of the OSA; or

- c) If he/she has failed to properly account for monies or other property belonging to The District Association; or
- d) If he/she has been found guilty of a criminal offense regardless of whether or not the offense directly affected The District, or Association; or
- e) If he/she has failed to act in accordance with the OSA's Conflict of Interest Policy.

#### 19.3 Removal of a Director Vote Required

A member of the Board of Directors may be removed from office for good and sufficient reason at a meeting of the PHSA Board by a two-thirds (2/3) majority vote of the members present, provided notice to remove the member has been given to all members of the PHSA Board of Directors.

#### 19.4 Removal of a Director at a Meeting of the Members

A member of the PHSA Board of Directors may be removed from office for good and sufficient reason at a Meeting of Members of The District Association provided notice to remove the member of the PHSA Board of Directors has been given to Members entitled to attend the meeting.

#### 19.5 Ability of the Board to Appoint to Fill a Vacancy

Should a vacancy occur on the PHSA Board of Directors, the Board may appoint a person to fill the vacancy until the next Annual General Meeting or Special General Meeting called for that purpose. The person appointed may not be a person previously removed from office by the Membership.

### **ARTICLE 20 – NOMINATIONS**

#### 20.1 Nominations Committee Appointment

The Board of Directors shall appoint a Nominations Committee not less than 75 days prior to The District Association's Annual General Meeting. This Nominations Committee shall be chaired by an independent person, shall consist of an odd number of members, and shall have a minimum of three members. Incumbent Directors seeking re-election are not permitted to be a member of the Nominations Committee.

#### 20.2 Nominations Committee Mandate

The Nominations Committee shall:

- i. notify Members and Associate Members of the directors' positions open for election and the nominations procedure;
- ii. canvas the incumbents currently serving as Directors in the positions that open for

- election to determine if they will be seeking re-election; and
- iii. identify, recruit and screen all candidates to ensure that they qualify for election to the Board of Directors.

### 20.3 Nomination Screening

The Nominations Committee shall oversee the nominations process and ensure the following:

- i. that all nominations are made in accordance with this By-Law; and
- ii. that all nominees qualify for the positions that they have been nominated for; and
- iii. that all nominees have signed the required forms and
- iv. that proposed nominees do not have a conflict of interest that precludes them from seeking election as a Director and
- v. that the proposed nominees are eligible as described in Article 18 Board of Directors  
18.4 Eligibility

### 20.4 Nominator

A nominee must be nominated by a Member/Associate Member of The District Association who is in Good Standing or by the PHSA Nominations Committee or its Board of Directors.

### 20.5 Posting of Nominations Procedure

Notice of the director positions open for election and the prescribed qualifications and nominations procedures will be posted on the PHSA web site and sent to all Members and Associate Members at least 60 days prior to the Annual General Meeting.

### 20.6 Nominations

Each nomination must be:

- i. submitted in written form in the form of Nominations Form; and
- ii. accompanied by the nominee's duly signed Nominee Acceptance Form, signed Consent to Disclosure of Personal Information form, and biographical information for posting on the PHSA web site

### 20.7 Deadline for Nominations

All nominations must be received no later than 45 days prior to the Annual General Meeting;

### 20.8 Nominations from the Floor at an Annual Meeting

Notwithstanding the above, nominations from the floor at the Annual General Meeting will only be accepted under the following circumstances:

- i. no nominations were received by the Nominations Committee for a specific position;

or

ii. if all valid nominations are subsequently withdrawn.

#### 20.9 Nomination for More than One Position

Nominees may be nominated for more than one position, however, they may only be elected to one position as a Director and they must withdraw as a nominee for any additional positions, if they are elected to any other position.

#### 20.10 Posting of Nominees

Notice of all eligible nominees will be posted on the PHSA web site and sent to all Active/Associate Members at least 21 days prior to the Annual General Meeting. The Notice will contain a list of all open positions, the name of the incumbent director, the names of all qualified nominees, and the name of the Member or entity who nominated each nominee.

### **ARTICLE 21 – MEETINGS OF THE BOARD OF DIRECTORS**

#### 21.1 Meeting Frequency

The Board of Directors shall meet not less than quarterly. A majority of members shall form a quorum at all meetings.

#### 21.2 Minutes

Minutes shall be kept of all Board Meetings and an executive summary shall be posted on the PHSA website.

#### 21.3 Meeting by Telecommunications Technology

Attendance via telecommunications: Meetings of the Board may be held by teleconference call or other means of telecommunications technology. Directors who participate by telecommunications technology are considered to have attended the meeting

#### 21.4 Closed Meeting

Meetings of the Board will be closed to the public except by invitation of the Board or in accordance with the Act

### **ARTICLE 22 – MEMBERS OF THE BOARD OF DIRECTORS**

### 22.1 President

The President shall preside at all meetings of The District Association and shall have a casting vote only.

### 22.2 Vice President

The Vice-President shall be the senior Officer of The District Association next to the President, shall preside at all meetings in the President's absence and shall have such other duties as prescribed. This position will also be the Director of Discipline

### 22.3 Secretary

The Secretary shall be responsible for the corporate affairs of The District Association.

### 22.4 Treasurer

The Treasurer shall be responsible for the fiscal affairs of The District Association.

### 22.5 Directors

The Directors shall have duties related to their position and as prescribed, from time-to-time, by the Board of Directors.

### 22.6 Restrictions on Board Member activities

Members of the Board of Directors shall not sit on a Discipline Committee of a Club or District League.

### 22.7 Majority

A majority of the members shall form a quorum at all meetings.

### 22.8 Consent to Act as Director

All members shall sign a Consent to Act as a Director prior to the Commencement of each team they serve

## **ARTICLE 23 – EXECUTIVE COMMITTEE**

### 23.1 Membership on the Executive Committee

The Officers of the District Association shall serve as the Executive Committee

### 23.2 Powers of the Executive Committee

The Executive Committee shall possess, and may exercise, all the powers of the Board in the



management and direction of the affairs of the District Association during intervals between meetings of the Board.

### 23.3 Meetings

Meetings of the Executive Committee shall be held at the call of the President.

### 23.4 Majority

A majority of the members shall form a quorum at all meetings.

### 23.5 Meeting by Telecommunications Technology

Attendance via telecommunications: Meetings of the Executive may be held by teleconference call or other means of telecommunications technology. Officers who participate by telecommunications technology are considered to have attended the meeting.

### 23.6 Minutes

Minutes of each Executive Committee meeting shall be presented at the next meeting of the Board of Directors.

### 23.7 Closed Meeting

Meetings of the Executive Committee will be closed to the public except by invitation of the Board or in accordance with the Act

## **ARTICLE 24 – COMMITTEES**

### 24.1 Standing or Special Committees Appointment

Standing Committees or Special Committees may be appointed by the Board to hold office at the pleasure of the Board and shall have such duties and responsibilities as the Board may determine. The President shall be, ex officio, a member of the Committees.

### 24.2 Standing Committees

The following Standing Committees shall be established within 30 days following the Annual General Meeting:

- a) The Technical Committee;
- b) The Finance Committee;
- c) The Governance Committee; and
- d) The Operations Committee.
- e) League Management

f) Membership

24.3 Mandate of the Standing Committees

Each Standing Committee shall propose its mandate and objectives for the year within 60 days following the Annual General Meeting which must be approved by the Board of Directors.

24.4 Chair of a Standing Committee

The Board of Directors shall appoint a Director as the Chair of each Standing Committee which shall include a minimum of two Directors and a minimum of three Member representatives.

24.5 Application to serve on Standing Committees

Members shall have three weeks following the Annual General Meeting to apply to serve on any Standing Committee and the designated Chair shall have sole discretion to select committee members and determine the size of the Committee.

24.6 Quorum at Committee Meetings

At meetings of a Committee, a majority of members shall form a quorum.

24.7 Committee Meeting Frequency

Committees shall meet four times per year or more frequently, if required.

24.8 Minutes of Committee Meetings

Minutes of each committee meeting shall be presented to the next meeting of the Board of Directors.

24.9 Reports and Recommendations from Committees

Reports and Recommendations proposed by the Standing Committees or Special Committees shall be presented to the Board of Directors for consideration and approval.

24.10 Closed Meeting

Meetings of the Committees will be closed to the public except by invitation of the Board or in accordance with the Act

**ARTICLE 25 – DISTRICT REPRESENTATIVE**

25.1 Appointment

The District Representative shall be appointed by and from the Board of Directors.

## 25.2 Official Representative

The District Representative shall be the official representative of the District Association to the OSA and shall have other duties as prescribed.

## **ARTICLE 26 – FINANCE AND MANAGEMENT**

### 26.1 Fiscal Year

The fiscal year of the Corporation shall end on September 30<sup>th</sup> of each year unless otherwise ordered by the Board of Directors.

### 26.2 Bank

The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

### 26.3 Auditor

At each Annual Meeting, the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next AGM unless elected for a two- year term and then it will be until the second AGM after appointment. The auditor will not be a director, officer or employee of the Corporation or an affiliated Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended. The members may, by special resolution passed by at least two- thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor’s term of office.

The auditor will report to the members at the annual meeting the auditors financial statement which presents fairly the financial position of the Corporation and the results of its operations for the period under review in accordance with generally accepted accounting principles; and The auditor’s report will be open for inspection by any member of the Corporation.

### 26.4 Annual Financial Statements

Directors will approve the Annual Financial Statements (evidenced by the signature of one or more Directors) of the Corporation of the last fiscal year not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy not less than twenty-one (21) days before the Annual Meeting. The financial statements include:

- i. the financial statements; and
- ii. the auditor's report; and
- iii. any further information respecting the financial position of the Corporation.

#### 26.5 Books and Records

The necessary books and records of the Corporation required by these By-Laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- i. the Corporation's Articles and By-Laws;
- ii. the minutes of meetings of the Members and of any committees of the Members;
- iii. the resolutions of the Members and of any committee of the Members;
- iv. the minutes of the meetings of the Directors and any committees of Directors;
- v. the resolutions of the Directors and of any committee of Directors;
- vi. a register of Directors;
- vii. a register of Officers;
- viii. a register of Members; and
- ix. account records adequate to enable the Directors to ascertain the financial position of the Corporation on at least a quarterly basis.

#### 26.6 Signing Authority

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports or any other instruments in writing to be executed by the Corporation will be executed by the President or assigned to one or more of the signing officers. In addition, the Board may direct the manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

#### 26.7 Property

The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property or any right or interest thereof for such consideration and upon such terms and conditions as the board may determine.

#### 26.8 Borrowing

The Board may from time to time:

- a) borrow money on the credit of the Corporation; and

b) issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation; and

c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

#### 26.9 Borrowing restriction

The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

#### 26.10 No Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by a meeting of the Members by way of Ordinary Resolution) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-Laws.

### **ARTICLE 27 – EXECUTIVE DIRECTOR**

#### 27.1 Executive Director

There may be an Executive Director who shall be selected and appointed by the Board of Directors.

#### 27.2 Remuneration of the Executive Director

He/she shall be paid such remuneration as determined by the Board of Directors and shall have such duties as prescribed by the Board.

### **ARTICLE 28 – DISPUTE RESOLUTION**

#### 28.1 Dispute Resolution Process

The District Association shall adhere to the OSA's published Dispute Resolution process.

#### 28.2 Access to the Dispute Resolution Process

APPROVED NOVEMBER 25, 2017

The District Association shall make the Dispute Resolution process available to any Member upon request.

## **ARTICLE 29 – HARASSMENT**

### **29.1 Harassment Policy**

The District Association shall adhere to the OSA’s published Harassment Policy.

### **29.2 Access to the Harassment Policy**

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of The District Association. The District Association shall make the Harassment Policy available to any Member upon request.

## **ARTICLE 30 - CONFLICT OF INTEREST**

### **30.1 Conflict of Interest Policy**

The District Association shall adhere to the OSA’s published Conflict of Interest Policy.

## **ARTICLE 31 – MONIES OWING**

### **31.1 Monies Owing**

All monies owing to The District Association shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.

### **31.2 Penalty for Non Payment**

Penalties for late payment or non-payment of monies due shall be as established by the Board and published annually in the PHSA Schedule of Fees, Fines, Bonds and Penalties.

### **31.3 Monies due before AGM and Membership Renewal**

All monies due must be paid in full before a member will be granted standing at the Annual General Meeting and before membership renewal will be granted.

## **ARTICLE 32 – AMENDMENTS TO THE BY-LAW AND RULES/REGULATIONS**

### **32.1 Power of the Board of Directors**

The PHSA's Board of Directors may approve and publish such rules, regulations, policies and procedures as they deem necessary and desirable to promote and develop the game of soccer within the District for the benefit of its Members.

### 32.2 Effect of Board Changes to the Rules and Regulations

If the Rules and Regulations are amended by the Board of Directors, the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations shall continue in effect as if they had not been modified or amended. In such case, to the extent possible, any effects caused by any change to the Rules & Regulations shall be reversed.

### 32.3 Amendments to the Rules and Regulations

Amendments to the Rules and Regulations may be made at an Annual General Meeting or at a Special General Meeting called for that purpose.

### 32.4 Amendments to the By-Laws

Amendments to the By-Law may only be made at an Annual General Meeting.

### 32.5 Proposed Amendments to the By-Law or Rules and Regulations

All proposed amendments to the By-Law and/or Rules and Regulations shall be forwarded in writing to The District Association no later than forty- five (45) days prior to the Annual General Meeting or Special General Meeting, as the case may be.

### 32.6 Copies of Proposed Amendments

Copies of proposed amendments to the By-Law and/or Rules and Regulations shall be sent to all members not less than twenty-one (21) days prior to the Annual General Meeting at which they will be considered.

### 32.7 Approval of Amendments to the By-Law or Rules and Regulations

Amendments to the By-Law and/or Rules and Regulations shall require a majority vote of eligible votes at the Annual General Meeting.

## **ARTICLE 33 – OTHER REGULATIONS**

### 33.1 Board of Directors May Approve

The District Association Board may approve and publish such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop and govern the game of soccer within its jurisdiction.

### 33.2 Regulatory Measures

The District Association Board may impose such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

### 33.3 Alignment with Individual Rights and Freedoms

No such Rule or Regulation may violate an individual's right or freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structure of the game.

### 33.4 Alignment with By-Laws and Rules and Regulations

No such Rule or Regulation shall be inconsistent with this By-law nor with the Rules and Regulations of a higher level governing organization.

## **ARTICLE 34 - NOTICE**

### 34.1 Written Notice

In these By-Laws, 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 individual Director or Member as applicable.

### 34.2 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 emailed or in writing where the notice is couriered or in the case that it is provided by mail, five (5) days after the date the mail is post marked.

### 34.3 Error in Notice

The accidental omission to give notice of a meeting of the Board or of 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 35 - DISSOLUTION**

### 35.1 Dissolution

The Corporation may be dissolved in accordance with the Act.



### 35.2 Assets

Upon dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to Corporations or organizations supporting or promoting soccer in Ontario.

## **ARTICLE 36 - INDEMNIFICATION**

### 36.1 Will Indemnify

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgement, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

### 36.2 Will Not Indemnify

The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- at) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty. The individual has reasonable grounds for believing that his or her conduct was lawful.

### 36.3 Insurance

The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

## **ARTICLE 37 - FUNDAMENTAL CHANGES**

### 37.1 Fundamental Changes

A Special Resolution of all Members is required to make the following fundamental changes to the By-Laws or articles of the Corporation. Fundamental changes are defined as follows:

- i. change the Corporation's name; or
- ii. add, change or remove any restriction on the activities that the Corporation may carry on; or

- iii.create a new category of Members; or
- iv.change a condition required for a Member; or
- v.change the designation of any category of members or add, change or remove any rights and conditions of any such category; or
- vi.divide any category of Members into two or more categories and fix the rights and conditions of each category; or
- vii.add, change or remove a provision respecting the transfer of a membership; or
- viii.increase or decrease the number of, or the minimum and maximum number of Directors; or
- ix.change to the purposes of the Corporation; or
- x.change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed; or
- xi.change the manner of giving notice to Members entitled to vote at a meeting of the Members; or
- xii.change the method of voting by Members not in attendance at a meeting of the Members; or
- xiii.add, change or remove any other provision that is permitted by the Act.

## **ARTICLE 38 - CONFLICT BETWEEN THE BY-LAWS AND POLICIES AND PROCEDURES**

### **38.1 Conflict**

Where conflict exists between the By-Laws and the Rules and Regulations, the By-Laws shall prevail.

### **38.2 Matters not Covered by the By-Laws**

Any matters not covered by the By-Laws should be settled in accordance with the guidelines of Peel Halton Soccer Association or OSA.

## **ARTICLE 39 – APPEALS**

### **39.1 Member’s Right to an Appeal**

Each Member of The District Association shall be entitled to a hearing if any discipline action is proposed against them by The District Association.

### 39.2 Right to Appeal if Affected

Any member or registrant of The District Association directly affected by a decision of The District Association may appeal such decision to The OSA in accordance with The OSA's published rules.

### 39.3 Right to Appeal Regarding Denial or Termination of Membership

The denial or termination of membership in The District Association may be challenged through the OSA's Dispute Resolution Process.

## **ARTICLE 40 - ADOPTION OF THESE BY-LAWS**

### 40.1 Ratification

The By-Laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of the Members duly called and held on XXX.

### 40.2 Repeal of Prior By Laws

In ratifying these By-Laws, the Members of the Corporation repeal all prior By Laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.