



# ONTARIO VOLLEYBALL ASSOCIATION

## CONSTITUTION & BY-LAWS

### CONSTITUTION

1. The name of the Association is “Ontario Volleyball Association”.
2. The objectives of the Association are to:

#### **Our Mission**

The OVA is an athlete-centered association where dedicated volunteers and professional staff provide leadership in growth and development of volleyball for all Ontarians.

#### **Our Vision**

The OVA is a leading sport organization in Canada.

#### **Our Organizational Values**

**Accountable:** by acting in a fiscally responsible and transparent manner with OVA funds, governance and operations promoting practices that contribute to safe sporting environments.

**Excellence:** by designing and delivering the best possible programs and services for all OVA stakeholders.

**Collaborative:** by respectfully working in partnership with key stakeholders locally, provincially and nationally including government, funding partners, clubs, national organizations, para organizations, volunteers, athletes, families, coaches, administrators, officials, service providers, sponsors through ongoing feedback and input from stakeholders.

**Intentional:** by developing programs that are based on clear strategic objectives in order to achieve high quality meaningful and relevant desired outcomes.

**Sustainable:** by building organizational capacity, partnerships, innovative funding, sharing and economizing of resources to achieve the strategic objectives and sport mandate.

**Integrity & Respect:** by interacting with all our stakeholders by fostering trust in all our relationships as consistently demonstrated by our actions and promoting accessibility for all Ontarians in fair manner.



## ONTARIO VOLLEYBALL ASSOCIATION - BYLAWS

### ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Ontario Volleyball Association, a Corporation incorporated under the 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* – Ontario Volleyball Association.
- 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, mission, vision and values.
- 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 at a meeting of the Board, meeting of the Executive or a meeting of 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.

### ARTICLE II: MEMBERSHIP

#### Categories of Membership

2.1 Categories – The Association has the following categories of membership:

- a) Regional Members;
- b) Club Members;
- c) Individual Members;
- d) Associate Members;
- e) Honorary Members; and
- f) Life Members.

#### Qualifications for Membership

2.2 Regional Member – A geographical area defined by the Board of Directors which is composed of Club Members, Individual Members, and Associate Members residing in the designated geographical area who have adopted the Association’s Bylaws, policies, rules and regulations.

2.3 Club Member – An organized volleyball club registered with a Regional Member or the Association with goals and objectives similar to the Association.



2.4 Individual Member – Any individual who is a coach, manager, official, referee, athlete or administrator registered with a Club Member, Regional Member or the Association.

2.5 Associate Member – Any organized volleyball league registered with a Regional Member or the Association who have adopted the Association's policies, rules and regulations.

2.6 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 volleyball in Ontario.

2.7 Life Member – A life member is the highest honor that can be bestowed by the Association and may be awarded to any individual or organization approved by two-thirds vote of the members at a meeting of members who was contributed greatly to the development or promotion of the sport of volleyball in Ontario.

### **Admission of Members**

2.8 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 is a resident of Ontario, unless by approval of the Board of Directors.
- c) The Candidate member is and has always been a member in good standing, free of criminal convictions, unless by approval of the Board of Directors.
- 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.

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

### **Membership Dues**

2.10 Year - Unless otherwise determined by the Board, the membership year of the Association will be September 1<sup>st</sup> – August 31<sup>st</sup>.

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

### **Withdrawal and Termination of Membership**

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

2.13 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.

2.14 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**

2.15 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.



2.16 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 Association's 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 – Fifty percent (50%) plus one (1) of the voting Regional 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) Regional Members will be entitled to appoint one Delegate for every two hundred (200) Individual Members registered in their geographical area defined in Appendix "A" and each Delegate may attend and participate in meetings and are entitled to one (1) vote. For example:
  - i. 0-200 Individual Registered Members – 1 Delegate.
  - ii. 201-400 Individual Registered Members – 2 Delegates.
  - iii. 401-600 Individual Registered Members – 3 Delegates.
  - iv. Etc.
- b) Club Members may attend meetings of members as an observer and are not entitled to vote.
- c) Individual Members may attend meetings of members as an observer and are not entitled to vote.
- d) Associate Members may attend meetings of members as an observer and are not entitled to vote.
- e) Honorary Members may attend meetings of members as an observer and are not entitled to vote.
- f) Lifetime Members may attend meetings of members as an observer and are not entitled to vote.



3.10 Calculation of Individual Registered Members for Voting – The number of Individual Members registered as described in Section 3.9 will be the total number of Individual Members Registered with the Regional Member as of August 31<sup>st</sup> of the last membership year end of the Association.

3.11 Delegates – Regional voting Members will elect Delegates and notify the Association in writing, seven (7) days prior to the meeting of members the names of such elected Delegates. Delegates must be eighteen (18) years of age and older and a member in good standing to represent the Regional Member. In addition, each Region may elect a number of alternate Delegate(s) who may replace an elected Delegate who is unable to attend a meeting of the Association.

3.12 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.

3.13 Proxy Voting – There will be no voting by proxy.

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

3.15 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of nine (9) Directors.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) President
- b) Vice-President – Finance/Treasurer
- c) Vice-President – Admin/Secretary
- d) Regional Council Director
- e) Four (4) Elected Directors at Large
- f) Past President

### **Election of Directors**

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

### **Appointment of Regional Council Director by the Regional Council**

4.4 Appointment – The Regional Council will appoint the Regional Council Director upon majority vote of the Regional Council at least thirty (30) days prior to the Association’s Annual General Meeting.

4.5 Officers – The Regional Council Director is not eligible for a position as an Officer.

4.6 Term of Regional Council Director – The Regional Council Director will hold office for a term of two (2) years, up to a maximum of three (3) consecutive terms (unless otherwise approved by special resolution of the voting members), and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

4.7 Vacancy of Regional Council Director - Where the position of Regional Council Director becomes vacant for whatever reason, the Regional Council will appoint a qualified individual in accordance with Section 4.3 and 4.4 to fill the vacancy for the remainder of the term until such time as a new Regional Council Director is appointed in accordance with these Bylaws.



## **Election of Directors**

4.8 Nominating Committee – The Board of Directors will appoint a Nominating Committee comprised of three Members of the Association.

4.9 Duties of the Nominating Committee – The Nominating Committee will be responsible to solicit nominations for the election of the President, Vice-President – Finance/Treasurer, Vice-President – Admin/Secretary and two (2) Directors at Large.

4.10 Nomination - Any nomination of an individual for election will include the following and be submitted to the Head Office of the Association by the deadline date required by the Association ~~seven (7) days~~ prior to the Annual General Meeting:

- a) The written consent of the nominee by signed signature
- b) A completed Board of Director Application
- c) A cover letter and resume
- d) Three (3) References
- e) A letter of support from a voting Regional Member or a Director.

4.11 Nominations from the Floor – Nominations from the floor for election President, Vice-President – Finance/Treasurer, Vice-President – Admin/Secretary and Directors at Large may be accepted upon the approval of twenty-five percent (25%) of the voting Members in attendance at the meeting and must include the written consent of the nominee.

4.12 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.13 Election – The election of Directors will take place as follows:

- a) The President, The Vice-President - Admin/Secretary and one (1) Director at Large will be elected by the voting member at the Annual General Meeting held in odd numbered years.
- b) The Vice-President – Finance/Treasurer, and one (1) Director at Large will be elected by the voting members at the Annual General Meeting held in even numbered years.

4.14 Decision – Elections will be decided by the voting 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.

4.15 Terms – President, Vice-President – Finance/Treasurer, Vice-President – Admin/Secretary and Directors at Large will hold office for a term of two (2) years, up to a maximum of three (3) consecutive terms (unless otherwise approved by special resolution of the voting members), and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

4.16 Vacancy - Where the position of a President, Vice-President – Finance/Treasurer, Vice-President – Admin/Secretary and Directors at Large 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.

## **Appointment of Directors at Large**

4.17 Appointment – The Board of Directors will appoint up to a maximum of two (2) Directors at Large upon ordinary resolution of the Board of Directors no later than sixty (60) days after to the Association's Annual General Meeting. The appointment of one (1) Director at Large will occur on an annual basis to establish a rotation of appointments. For clarity, an appointed Director will serve a term of two (2) years and only one (1) appointed Director will be appointed annually to establish a rotation of appointments.



4.18 Eligibility - Any individual who is eighteen (18) years of age or older, who meets the one or more of the skills and attributes defined in section 4.19 and who has the power under law to contract may be nominated for appointment as a Director at Large.

4.19 Skills and Characteristics – Potential appointed Directors at Large will have one or more of the following skills and/or attributes:

*Attributes*

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Good communications skills
- d) Experience in formulating policy
- e) Experience in thinking strategically and be an integrative thinker
- f) Knowledge about the volleyball community
- g) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- h) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- i) Strategic connectivity to key clients
- j) Ethical and values based behavior
- k) Other attributes valued by the Board of Directors

*Skills*

- l) Accounting designation (CA, CMA, CGA)
- m) Legal designation (LL.B)
- n) Professional qualifications (MD, PhD, MBA, Sport Science)
- o) Personnel Management (Human Resource Professional designation)
- p) Media/Marketing/Public Relations contacts/experience
- q) Fundraising and funding source contacts
- r) Grant writing, proposal writing experience
- s) Administration/Management experience
- t) Communications
- u) Government relations/contacts
- v) Organizational development/Strategic Planning experience
- w) Project Management experience
- x) Knowledge of volleyball programs from ‘playground to podium’
- y) Sport Organization experience at multiple levels (local, provincial, national and international)
- z) Other skills valued by the Board of Directors

4.20 Officers – The appointed Directors at Large are not eligible for a position as an Officer.

4.21 Term of Appointed Director at Large – An appointed Director at Large will hold office for a term of two (2) years, up to a maximum of three (3) consecutive terms (unless otherwise approved by special resolution of the voting members), and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

4.22 Vacancy of Appointed Director at Large - Where the position of an appointed Director at Large becomes vacant for whatever reason, the Board of Directors will appoint a qualified individual to fill the vacancy for the remainder of the term until such time as a new Director at Large is appointed in accordance with these Bylaws.

**Immediate Past President**

4.23 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.

4.24 Term of Immediate Past President – The Immediate Past President will serve a maximum term of one (1) year, unless they resign, are removed from or vacate their office.

4.25 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.24, the position of Immediate Past President will remain vacant.

**Resignation and Removal of Directors**



4.26 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.

4.27 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 becomes bankrupt;
- c) Upon the Director's death.

4.28 Removal – Any 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.

### **Meetings of the Board**

4.29 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.

4.30 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least three (3) days 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.

4.31 Number of Meetings – The Board will hold a minimum of four (4) meetings per year.

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

4.33 Voting – Each Director is entitled to one vote except the President who may only vote in the case of a tie. 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.

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

4.35 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**

4.36 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.

4.37 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.

4.38 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.

4.39 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.

4.40 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.

4.41 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.





## **ARTICLE V: OFFICERS, EXECUTIVE COMMITTEE AND COMMITTEES**

5.1 Composition – The Officers will be comprised of the President, and 2 Vice-Presidents.

5.2 Duties - The duties of Officers are as follows:

- a) The President will assist with the strategic leadership of the Association, 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, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-President – Finance/Treasurer 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.
- c) The Vice-President Admin/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.

5.3 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**

5.4 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.

5.5 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.

5.6 Quorum - Quorum will consist of three (3) of the Executive’s voting members.

5.7 Voting – Each Executive Committee member is entitled to one vote except the President who may only vote in the case of a tie. 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.

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

### **Regional Council**

5.9 Regional Council – The Regional Council will be comprised of the President of each Regional Member and such appointment of a Regional President must be communicated to the Association. The Regional Council will liaise with the Board of Directors, to appoint one (1) Regional Council Director in accordance with these Bylaws and to perform other duties as may from time to time be authorized by the Board of Directors.



5.10 Call of Meeting – Meetings of the Regional Council will be held at any time and place as determined by the Chair of the Regional Council, upon the request of any three (3) Members of the Regional Council or upon the request of the Board of Directors.

5.1 Number of Meetings – The Regional Council will hold at least one (1) meeting per year.

5.2 Quorum - Quorum will be four (4) of the Regional Council’s voting members.

5.3 Voting – Each Regional Council Member is entitled to one vote. Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The Chair of the Regional Council is entitled to a second vote upon a tie.

#### **Standing and Other Committees**

5.4 Standing Committees – The Standing Committees of the Association will be as follows:

- a) The Audit and Finance Committee.

5.5 Appointment of Standing Committees - The Board may appoint members of Standing Committees or provide for the election of members of Standing Committees, may prescribe the duties of Standing Committees, and may delegate to any Standing Committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.6 Appointment of Other 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.

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

5.8 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.

5.9 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.

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

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

#### **Remuneration**

5.12 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**

5.13 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 September 1<sup>st</sup> to August 31<sup>st</sup>, 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-Presidents, or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 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.

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

## **ARTICLE VII REGIONAL MEMBERS**

### **Categories of Regional Membership**

- 7.1 Categories – The Association has three (3) categories of Regional membership:
- a) Club Members
  - b) Individual Members
  - c) Associate Members

### **Qualifications for Regional Membership**

- 7.2 Club Member – An organized volleyball club registered with a Regional Member and the Association.
- 7.3 Individual Member – Any individual who is a coach, manager, official, referee, athlete or administrator registered with a Regional Member and the Association.
- 7.4 Associate Member – Any organized volleyball league registered with a Regional Member and the Association.

### **Regional Meetings of Members**

- 7.5 Types of Regional Meetings - Regional Member meetings will include an Annual Regional Meeting and Special Regional Meetings.
- 7.6 Special Regional Meeting - A Special Regional Meeting of Regional Members may be called at any time by the Regional President, by the Regional Board or upon the written requisition of ten (10%) percent or more of the voting Regional Members. Agenda of special regional meetings will be limited to the subject matter for which the meeting was duly called.
- 7.7 Location and Date - The Regional Member will hold meetings of Regional Members at such date, time and place as determined by the Regional Member Executive. The Annual Regional Meeting will be held within fifteen (15) months of the last Annual Regional Meeting and at least thirty (30) days prior to the Association's Annual General Meeting.
- 7.8 Notice - Written notice of Regional Meetings will be given to all Regional Members residing in the applicable region at least twenty-one (21) days and not more than sixty (60) days prior to the date of the meeting. Notice will be given to all Regional Members for both the current and the previous year. Notice will contain a proposed agenda and reasonable information to permit the Regional Members to make informed decisions.
- 7.9 Agenda – The agenda for the Annual Regional 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 Region Meeting
- g) Business as specified in the meeting notice
- h) Elections of Regional Executive
- i) Election of Regional Delegates

7.10 Quorum –Five (5) Regional Members will constitute a quorum.

#### **Voting at Regional Meetings of Members**

7.11 Voting Privileges – Regional Members will have the following voting rights at all meetings of Regional Members:

- a) Club Members will appoint the Club President or delegate who may attend and participate in meetings but is not entitled to vote.
- b) Individual Members who are sixteen (16) years of age and older may attend and participate in meetings and are entitled to one (1) vote.
- c) Individual Members who are under the age of sixteen (16) may delegate their parent/guardian named on their registration form to attend and participate in meetings and are entitled to one (1) vote.

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

7.13 Proxy Voting – There will be no voting by proxy.

7.14 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.

7.15 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 issue is defeated.

#### **Composition of the Regional Board**

7.16 Regional Executive – The Regional Executive will consist of four (4) individuals. All four (4) individuals cannot be affiliated with the same Club Member.

7.17 Composition of the Regional Executive - The Regional Executive of each Regional Member will consist of the following:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary

#### **Election of Regional Executive**

7.18 Election – The election of the Regional Executive Members will take place as follows:

- a) The President and Secretary will be elected by the voting member at the Regional Annual General Meeting. The odd numbered regions (1, 3, 5, etc.) will have elections for these positions in odd years (2013, 2015, 2017, etc). The even numbered regions (2,4,6,etc.) will have elections for these positions in even years (2014, 2016, 2018, etc)
- b) The Vice-President and Treasurer will be elected by the voting members at the Regional Annual General Meeting. The odd numbered regions (1, 3, 5, etc.) will have elections for these positions in even years (2014, 2016, 2018, etc). The even numbered regions (2, 4, 6, etc.) will have elections for these positions in odd years (2013, 2015, 2017, etc)..

7.19 Decision – Elections will be decided by majority vote of the Regional 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.

7.20 Terms - Elected Directors will serve terms of two years unless they resign, are removed from or vacate their office.

#### **Resignation and Removal of Regional Executive Members**

7.21 Resignation - A Regional Executive Member may resign from the Regional Executive at any time by presenting his or her notice of resignation to the Regional Executive. This resignation will become effective the date on which the request is approved by the Regional Executive. Where a Regional Executive Member who is subject to a disciplinary investigation or action of the Association resigns, that Regional Executive Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

7.22 Vacate Office - The office of any Regional Executive Member will be vacated automatically if:

- a) the Regional Executive Member is found by a court to be of unsound mind;
- b) the Regional Executive Member becomes bankrupt;
- c) Upon the Regional Executive Member's death.

7.23 Removal - A Regional Executive Member may be removed by two-thirds vote of the voting Regional Members present at a Regional Annual General Meeting or Regional Special Meeting, provided the Regional Executive Member has been given notice of and the opportunity to be present and to be heard at such a meeting.

#### **Filling a Vacancy on the Board**

7.24 Vacancy - Where the a Regional Executive position becomes vacant for whatever reason and there is still a quorum of the Regional Executive, the Regional Executive may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

### **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 a 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 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 December 1, 2012.

12.2 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.



## **Phased Implementation of the 2012 OVA Constitution and Bylaws**

1. The new 2012 Constitution and Bylaws will be implemented in a phased manner as follows:
  - b) On December 1, 2012, at the Association's Annual General Meeting, a motion for the approval of the new By-Laws and Phased Implementation Plan will be placed before the voting members.
  - c) Upon the approval of the motion to accept the new By-Laws, the new Bylaws will be implemented effective immediately, except for the election of Directors which will be as follows:
    - a) All individuals wishing to run for a position as a Director will be subject to nomination in accordance with the new Bylaws.
    - b) At the Annual General Meeting, immediately preceding the elections of Directors, the current Board of Directors will vacate their positions as Directors and the new Board of Directors will be elected as follows in order to ensure a rotation of Directors in accordance with the new Bylaws:
      - i. The President, Vice-President Admin/Secretary and one (1) Director at Large will be elected for a term of one (1) year;
      - ii. The Vice-President – Finance/Treasurer and one (1) Director at Large will be elected for a term of two (2) years.
    - c) The position of Past President will be occupied by Kristine Drakich for a period of one (1) year. In the event that Kristine Drakich is elected as a Director, the position of Past President will remain vacant.
    - d) Within sixty (60) days of the Annual General Meeting, the Board of Directors may appoint two (2) Directors at Large; one for a one (1) year term and one for a two (2) year term in order to establish a rotation of Directors at Large in accordance with the new Bylaws.
    - e) Prior to the Annual General Meeting (December 1, 2012), the Regional Presidents will appoint the Regional Council Director for a one (1) year term.