

RICHMOND HILL HOCKEY ASSOCIATION
GENERAL BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Richmond Hill Hockey Association.

1.2 Definitions – The following terms have these meanings in the By-laws of the Richmond Hill Hockey Association:

- a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010*, as amended.
- b) *Articles* – the Association's articles of incorporation, articles of continuance, letters patent, or supplementary letters patent, as applicable.
- c) *Association* – the Richmond Hill Hockey Association.
- d) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the Act.
- e) *Board* – the Board of Directors of the Association.
- f) *Days* – days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- i) *In Writing* – includes both hard copy and electronic communication in a form determined appropriate by the Board.
- j) *Key Volunteer* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.
- k) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
- l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- m) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

1.3 Registered Office – The registered office of the Association will be located within the Province of Ontario.

1.4 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 objects.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Affiliations – The Association shall have the following affiliations: Hockey Canada, Ontario Hockey Federation, Ontario Minor Hockey Association, York-Simcoe Hockey League, Simcoe Region Local League, and such other affiliations as the Board deems necessary and appropriate to carry out the Association’s stated objectives.

ARTICLE II MEMBERSHIP

2.1 Categories – The Association has the following category of Member:

a) Member – Members consist of:

- I. Directors;
- II. Officers; and
- III. The following individuals who are registered for membership directly with the Association on or before a date determined by the Board, which shall be no earlier than October 31st:
 - i. Registered Participants who are registered players 18 years old or older;
 - ii. Registered Participants who are parents/guardians of registered players younger than 18 years old;
 - iii. Rostered team officials, including officials-at-large;
 - iv. Rostered on-ice volunteers;
 - v. Convenors;
 - vi. Members in good standing of the Richmond Hill Hockey Referees Association who are 18 years old or older; and
 - vii. Parents/guardians of members in good standing of the Richmond Hill Hockey Referees Association younger than 18 years old.

2.2 Sub-categories – 2.1(a)(I), 2.1(a)(II), and each of 2.1(a)(III)(i) through 2.1(a)(III)(vii) represent a sub-category of Member.

2.3 Member Restriction – For each registered player who is younger than 18 years old and each member in good standing of the Richmond Hill Hockey Referees Association who is younger than 18 years old, only one parent/guardian is permitted to be a Member. Notwithstanding Article 2.9, membership related to a registered participant or member of the Richmond Hill Hockey Referees Association who is younger than 18 years old can be transferred between the individual’s parents/guardians.

2.4 Registration – Each Member must register with the Association and agree to abide by the Association’s By-laws, policies, procedures, rules and regulations. Member registration is separate and distinct from player registration.

Authority of Members

2.5 Membership Authority – The Members of the Association will have the following powers:

- a) To appoint the Auditor;
- b) To amend By-laws;
- c) To elect Directors; and
- d) As provided in the Act and in the By-laws.

Admission and Renewal of Members

- 2.6 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Association;
 - b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
 - c) The candidate member agrees to uphold and comply with the Association's governing documents;
 - d) The candidate member meets any other condition of membership determined by the Board; and
 - e) The candidate member has met the applicable definition listed in Section 2.1.

Membership Duration

2.7 Duration – Unless otherwise determined by the Board (or designate), membership with the Association, for a non-Director or non-Officer, begins on the date the Board (or designate) accepts the Member's registration and ends at the conclusion of the next occurring Annual Meeting or when the Member resigns or is terminated from membership for a reason other than ceasing to be a Registered Participant in accordance with Section 6.7(e). For a Director, membership begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director.

Compliance, Transfer, Suspension, and Termination of Membership

2.8 Policy Compliance – As a condition for membership, a Member must comply with the Association's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the Association's policies and procedures may result in discipline, or suspension or termination of membership.

2.9 Transfer – Membership in the Association is non-transferable.

2.10 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.11 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Association, and may be subject to a probationary period before being reinstated to good standing.

2.12 Termination – Membership in the Association will terminate immediately upon:

- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c) Resignation by the Member by giving written notice to the Association;
- d) Dissolution of the Association;
- e) The Member's death; or
- f) By Ordinary Resolution of the Board, a committee of Directors, or a committee of Members (as applicable) at a duly called meeting, upon fifteen (15) days' written notice to the Member. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board, committee of Directors, or committee of Members (as applicable) shall consider the written submission of the Member before making a final decision regarding the termination of membership.

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

Good Standing

2.14 Definition – A Member will be in good standing provided that the Member:

- a) Is a Registered Participant in good standing, defined herein, as applicable;
- 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 By-laws, 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.

2.15 Privileges of Good Standing – Subject to the By-laws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the Association's activities; and
- c) To participate in other events associated with the Association.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Association will hold an Annual Meeting of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Business – The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Consideration of the financial statements;
- d) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
- e) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any);
- f) Election of Directors; and
- g) Such other business or special business as may be set out in the notice of meeting.

All business transacted at an Annual Meeting other than items (c) through (f) in Article 3.3 is special business. All business transacted at a Special Meeting is special business.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Written or electronic notice of the date of a meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions.

3.6 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 any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) 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.

3.8 Quorum – Ten (10) Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 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. Absent a conflict of interest, staff of the Association will be included as scrutineers.

3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the meeting that continues the adjourned meeting will be given in accordance with Sections 3.5 and 3.6. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, it is not necessary that any Member be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

- a) The time of the continued meeting.
- b) If applicable, the place of the continued meeting.
- c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, Key Volunteers, staff of the Association, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair, the Board or with the majority consent of the Members present.

3.12 Chair – The Chair will be the chair of all meetings of Members unless another individual is designated by the Chair or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance.

Voting at Meetings of Members

3.13 Voting Rights – Members in good standing at the time of a meeting of the Members at which a vote is to be taken are entitled to one (1) vote each, except as set out in Article 3.14.

3.14 Multiple Memberships - A Member who meets the definition of more than one membership sub-category will be entitled to one (1) vote per membership sub-category. A Member who is a parent/guardian with multiple children registered with the Association who are younger than 18 years old may exercise one vote per child.

3.15 Voting Powers – Each voting Member votes on every issue. For clarity, Members who are Directors vote during elections (which includes a sitting Director voting on the issue of their re-election, if applicable).

3.16 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.17 Proxy Voting – A Member may cast their vote at a meeting of the Members by obtaining a prescribed proxy form from the Association and completing it in accordance with the instructions contained therein. The proxy form is to be provided to the Member's designated proxy, who must be in attendance at the meeting of the Members to cast such proxy form. No Member in attendance at a meeting of the Members shall hold or vote more than one proxy. In order to be valid, all proxies must be registered with staff of the Association at least forty-eight (48) hours prior to the meeting of the Members.

3.18 Voting by Electronic Means – A Member may vote by electronic means if:

- a) The Association has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Association is not able to identify how each Member voted.

3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.20 Majority of Votes – Except as otherwise provided in the By-laws, an Ordinary Resolution 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) Director-at-Large positions.

4.2 Directors-at-Large – Directors-at-Large may be appointed, by the Board, to serve in Officer positions (see: Article V) and/or as leaders of various portfolios related to the operations of the Association (e.g., House League, Communications, Sponsorship, Dispute Resolution, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.

4.3 Board Observer – Any individual may be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided the individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. Board Observers are not Directors and may be asked to leave a meeting (or part of a meeting) of the Board at the discretion of the Board at any time.

4.4 Past President – The immediate Past President of the Association (or another Past President, at the Board's discretion) may be appointed into the position of Past President provided that this individual is interested in serving in the position and has been approved by Ordinary Resolution of the Board. The Past President is a Board Observer and not a Director.

Eligibility of Directors

4.5 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Unless determined otherwise by the Board, have been a Member or Registrant in good standing for at least one (1) year at anytime;
- c) Pass any screening procedures as determined by the Board;
- d) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- e) Have not been declared incapable by a court in Canada or in another country; and
- f) Not have the status of bankrupt.

4.6 Employee Directors – Not more than one-third of the directors may be employees of the Association.

Election of Directors

4.7 Nominations – The Board (or designate, such as staff of the Association or the Nominating and Elections Committee) will be responsible to solicit and receive nominations for the election of Directors. Candidates for Director positions shall be comprised of those individuals who are eligible and duly nominated per any requirements determined by the Board (or designate) and these By-laws. The Board (or designate) may endorse candidates for election but may not restrict eligible candidates from being nominated.

4.8 Nomination Process – A nominee must obtain a prescribed nomination form from the Association and complete it in accordance with the instructions contained therein. In order to be valid, a completed nomination form must be received by staff of the Association by a date determined by the Board.

4.9 Nominations from the Floor – If the Board has fixed a date for the receipt of nomination forms that is prior to the date of the meeting of the Members, an individual will be permitted to be nominated from the floor for a Director position at the meeting of the Members only if there are no nominations for a vacant position. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.10 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.

4.11 Election – Directors will be elected at each Annual Meeting in accordance with the following rotation:

- a) Three (3) Directors-at-Large
- b) Three (3) Directors-at-Large
- c) Three (3) Directors-at-Large

4.12 Director-at-Large Elections – Elections for Director-at-Large positions will be decided in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) receiving the greatest number of votes and Ordinary Resolution will be elected. In the case of a run-off ballot, 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 requirement for a run-off ballot and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.13 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Association.

4.14 Terms – Directors will serve terms of three (3) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.15 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the Association as a Director, must sign all required documents presented by the Association, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

4.16 Key Volunteer Positions – The Board may create Key Volunteer Positions at their discretion as deemed necessary. Key Volunteers may be invited to attend meetings of the Board, but are not Directors and do not have a vote at meetings of the Board.

Resignation and Removal of Directors

4.17 Resignation – A Director may resign from the Board at any time by presenting their 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 Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.18 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;
- c) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- d) The Director is found to be incapable of managing property by a court or under Ontario law;
- e) The Director is found by a court to be incapable;
- f) The Director becomes bankrupt; or
- g) The Director dies.

4.19 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.20 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

Meetings of the Board

4.21 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.22 Chair – The Chair will be the chair of all meetings of the Board unless another individual is designated to be the chair by the Chair. In the absence of the Chair, the Board will appoint an individual to chair the meeting.

4.23 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least one (1) day prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Association.

4.24 Board Meeting with New Directors – For a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.25 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.26 Quorum – At any meeting of the Board, quorum will be fifty percent (50%) of the Directors holding office and never less than the minimum number described in the articles.

4.27 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.28 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.29 Written Resolutions – A resolution in writing signed by a majority of the Directors is as valid as if it had been passed at a meeting of the Board.

4.30 Attendance at Meetings – Meetings of the Board will be closed to non-Director and non-Officer Members and the public except by invitation of the Board.

4.31 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if a majority of the Directors consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors and Officers

4.32 Standard of Care – Every Director and Officer will:

- a) Act honestly and in good faith with a view to the best interests of the Association; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.33 Powers of the Association – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions.

4.34 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Association for the purpose of furthering the objects and purposes of the Association in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members and Registered Participants, and have the authority to discipline Members and Registered Participants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Association;
- e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
- f) Determine registration procedures, determine participation fees, and determine other registration requirements;
- g) Enable the Association to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Association;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Association;
- i) Invest funds for the purpose of furthering the objects and purposes of the Association;
- j) Manage the Association's assets and resources expenditures for the purpose of furthering the objects and purposes of the Association;
- k) Borrow money upon the credit of the Association as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the Association.

4.35 Oak Ridges Division – As delegated by the Board and set out in the Association's Oak Ridges Division By-law, the Oak Ridges Division has the right to create its own Executive Committee for the purpose of overseeing and administering the Local League program in accordance with the Act and these By-laws.

ARTICLE V OFFICERS

5.1 Composition – The Officer positions are the Chair, President, Vice President, Secretary, and Treasurer.

5.2 Eligibility – The Chair must be a Director in order to be eligible to assume the office of Chair. The positions of President, Vice-President, Secretary and Treasurer are not required to be held by a Director.

5.3 Term of Chair – The term of the Chair will be at least one (1) year, up until the balance of the Director's term, or until they or their successors are elected or appointed.

5.4 Term of Other Officers – The term of the President, Vice-President, Secretary and Treasurer will be at least one (1) year up to a maximum of three (3) years as determined by the Board, subject to reappointment.

5.5 Election of President – The President will be elected by the Board of Directors at the Board Meeting immediately preceding the Annual Meeting.

5.6 Election of Other Officers – The Chair, Vice-President, Secretary and Treasurers will be elected by the Board of Directors at the first meeting of the Board of Directors held following the election of new Directors. The Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

5.7 Voting – Directors may nominate themselves for any Officer position. Once a Director is elected to an Officer position, they may not be nominated for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.8 Duties – The duties of Officers are as follows (with more specific duties and responsibilities described in the Association's policies):

- a) The Chair will be the chair of the Board, will preside at the Annual and Special Meetings of the Association and at meetings of the Board unless otherwise designated, and will perform such other duties as may from time to time be established by the Board.
- b) The President will be the official spokesperson of the Association, will oversee and supervise office staff (as applicable), and will perform such other duties as may from time to time be established by the Board.
- c) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will be responsible for the documentation of all amendments to the Association's By-laws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Association, and will perform such other duties as may from time to time be established by the Board.
- e) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, 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.

5.9 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff, committee or Key Volunteer of the Association, or to another Officer or Director.

5.10 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

5.11 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint an individual to fill the vacancy for the remainder of the vacant position's term of office.

5.12 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

ARTICLE VI REGISTERED PARTICIPANTS

6.1 Registered Participants – Registered Participants are:

- a) Hockey players who are registered with the Association and pay fees as determined by the Board (or, if the hockey player is younger than 18 years old, must have a parent/guardian register and pay fees on their behalf); and
- b) Any parent/guardian of a hockey player registered with the Association.

Term

6.2 Year – Unless otherwise determined by the Board, the registration term of Registered Participants begins on the date the Board accepts the Registered Participant's registration and ends on April 30th or when the Registered Participant resigns or is terminated from registration.

Fees

6.3 Fees – Registered Participant fees will be determined annually by the Board.

6.4 Deadline – Registered Participants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Board, the Registered Participant in default will automatically cease to be a Registered Participant with the Association.

Discipline

6.5 Discipline – A Registered Participant may be suspended or expelled from the Association in accordance with the Association's By-laws, policies, and procedures relating to discipline of Registered Participants.

6.6 May Not Resign – A Registered Participant may not resign from the Association if the Registered Participant is subject to disciplinary investigation or action.

Status

- 6.7 Expulsion and Resignation – A Registered Participant ceases to be a Registered Participant if:
- a) The Registered Participant fails to maintain any of the qualifications or conditions of being a Registered Participant described in Section 6.1;
 - b) The Registered Participant resigns from the Association by giving written notice to the Association in which case the resignation becomes effective on the date specified in the resignation. The Registered Participant will be responsible for all fees payable until the actual withdrawal becomes effective;
 - c) The Registered Participant fails to pay fees owed to the Association by the deadline dates prescribed in Section 6.4;
 - d) The Registered Participant fails to comply with Association's registration policies or applicable policies;
 - e) The Registered Participant's term of registration expires; or
 - f) The Association is liquidated.

Good Standing

- 6.8 Definition – A Registered Participant with the Association will be in good standing provided that the Registered Participant:
- a) Has not ceased to be a Registered Participant;
 - b) Has not resigned from the Association or been expelled from the Association or any of organization with which it has an affiliation;
 - c) Is not currently suspended or subject to other restrictions or sanctions from the Association or any organization with which it has an affiliation;
 - d) Has completed and remitted all documents as required by the Association;
 - e) Has complied with the By-laws, policies, procedures, rules and regulations of the Association;
 - f) 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; and
 - g) Has paid all required fees to the Association.

6.9 Cease to be in Good Standing – Registered Participants who cease to be in good standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registered Participant has met the definition of good standing.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Association. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

7.2 Executive Committee – The Executive Committee will be composed of the Officers identified in Article 5.1. The Board may delegate any of its powers and functions to the Executive Committee, which will have the authority to oversee the implementation of the Association's policies and procedures during intervals between meetings of the Board. Decisions of the Executive Committee must be ratified by the Board at the next meeting of the Board to continue to take effect.

- 7.3 Committee Limitations – No Committee, including the Executive Committee, has authority to:
- a) Submit to the Members any question or matter requiring approval of the Members;
 - b) Fill a vacancy among the Directors or appoint additional Directors;
 - c) Issue debt obligations except as authorized by the Board;
 - d) Approve any financial statements;
 - e) Adopt, amend or repeal the By-laws; or
 - f) Establish contributions to be made, or fees to be paid, by Registered Participants without the approval of the Board.

7.4 Composition – The Board may appoint and remove Directors, Key Volunteers, or any other individual to or from a standing or ad-hoc committee at any time and for any reason by Ordinary Resolution.

7.5 President Ex-officio – The President (or their appointed delegate) will be an ex-officio and voting member of all Committees of the Association.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Association will be May 1st to April 30th.

8.2 Bank – The banking business of the Association will be conducted at such financial institution(s) as the Board may determine.

8.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct an audit or review engagement of the Association under the *Public Accounting Act, 2004*, as amended. When the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Association's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement or notice to reader in lieu of an audit.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association to be presented to the Members not more than six (6) months after the Association's fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting (or, if applicable, a meeting that continues an adjourned Annual Meeting) in which the Financial Statements will be presented. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Association.

8.5 Books and Records – The necessary books and records of the Association 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:

- a) The Association's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

8.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential.

8.7 Property – The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.8 Borrowing – The Association may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

8.9 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.

Remuneration

8.10 No Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) 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 Association under contract or for purchase. Any Director, Officer or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.11 Conflict of Interest – A Member, Director, Officer 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 IX AMENDMENT OF BY-LAWS

9.1 Voting – Subject to Article XIII (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

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

10.3 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 XI DISSOLUTION

11.1 Dissolution – Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed to charitable or not-for-profit organizations with similar purposes to the Association as determined by the Board of Directors.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Association will indemnify and hold harmless out of the funds of the Association each Director and any individual who acts at the Association'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 judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and/or any individual who acts at the Association's request in a similar capacity.

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

- a) The individual acted honestly and in good faith with a view to the best interests of the Association; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Association will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIII FUNDAMENTAL CHANGES

13.1 Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Add, change or remove any restriction on the activities that the Association may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, directors fixed by the articles;
- i) Change the purposes of the Association;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act to be set out in the articles.

ARTICLE XIV ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on [insert date].

14.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

RICHMOND HILL HOCKEY ASSOCIATION
OAK RIDGES DIVISION BY-LAWS

ARTICLE I GENERAL

1.1 Formation – The Richmond Hill Hockey Association Incorporated is a corporation resulting from the amalgamation of the Richmond Hill Hockey Association Incorporated and the Oak Ridges and District Minor Hockey Association on April 30, 2008.

1.2 Divisions – The Association has the following divisions: Representative, Oak Ridges (Local League) and House League.

1.3 Oak Ridges Division – The Oak Ridges Division is responsible for:

- a) Overseeing and administering the Local League program in the Simcoe Region Local League;
- b) Administering the bingo program and funds derived from such bingo program, which was run under the license of the Oak Ridges and District Minor Hockey Association prior to amalgamation and which license is currently held by the Association;
- c) Administering the bingo funds, which prior to the date of the amalgamation accrued to the Oak Ridges and District Minor Hockey Association;
- d) Together with the Treasurer, administering any divisional bank accounts recommended by the Finance Committee and approved by the Board;
- e) Administering the bingo program and all funds derived there from, which bingo program was run under the license held by the Oak Ridges and District Minor Hockey Association prior to amalgamation;
- f) Together with the Treasurer, overseeing and administering any divisional fundraising and administering all funds derived through such fundraising efforts including but not limited to proceeds derived from the bingo program for the purpose of the Local League program;
- g) Submitting to the Finance Committee in each year an estimate of revenues and expenditures of the Oak Ridges Division for the next fiscal year of the Association; and
- h) Such further and other responsibilities as may be assigned to it by the Board.

ARTICLE II UNIFORMS

2. Uniforms – Subject to the Act, the Letters Patent of Amalgamation, the bylaws of the Association and applicable Hockey Canada, Ontario Hockey Federation and Ontario Minor Hockey Association rules, policies, procedures and guidelines, the ORD shall have the power to pass, without confirmation or ratification by the Members of the Association, policies, regulations and rules dealing with Local League uniforms (on and off ice).

ARTICLE III MEMBERSHIP – OAK RIDGES DIVISION

3. Members – Membership of the Oak Ridges Division shall be comprised of Members of the RHHA and who are:

- a) Parents or guardians of players, under the age of eighteen (18), playing on Local League teams;
- b) Players of Local League teams who are at least eighteen (18) years of age;
- c) Team Officials on the rosters of Local League teams; and
- d) Members in good standing of the Oak Ridges Division Executive Committee.

ARTICLE IV POWERS OF THE OAK RIDGES DIVISION

4. Powers – Subject to the provisions of the Act, the Letters Patent of Amalgamation and the bylaws of the Association, the Oak Ridges Division shall have the right to set its own internal rules and procedures in the carrying out of its mandate as set out in Article 1 to Article 3 in the Oak Ridges Division By-laws.

ARTICLE V OFFICERS

5.1 Appointment – The President of the Oak Ridges Division and the Vice President of Local League will be determined by the Oak Ridges Division.

5.2 Duties – The duties of Officers are as follows:

- a) The President of the Oak Ridges Division shall:
 - i. Oversee the operation of the Oak Ridges Division;
 - ii. Be the liaison between the Oak Ridges Division and the Board;
 - iii. Prepare and report to the Board on the operations of the Oak Ridges Division at regular Board meetings; and
 - iv. Carry out other duties as assigned by the Board, the Executive Committee, or the President.
- b) The Vice President of Local League shall:
 - i. Oversee the complete operation of all Local League teams;
 - ii. Be the liaison between the Local League Teams and the Board;
 - iii. If selected as the head coach of a Local League team, vacate their responsibilities to the President of the Oak Ridges Division for that division only;
 - iv. Prepare and report to the Board on the operations of the local League at regular Board meetings;
 - v. Assist in the scheduling and rescheduling of all Local League games and playdowns;
 - vi. Inform the Referee in Chief and Ice Scheduling Committee of the Local League teams requirements;
 - vii. Ensure that each Local League team receives a copy of the Official Rule Book of Hockey Canada and the Ontario Minor Hockey Association Manual of Operations;
 - viii. Enforce the rules, regulations and procedures;
 - ix. Assist in the transition of duties to the incoming Vice President of Local League; and
 - x. Carry out other duties as assigned by the Board, the Oak Ridges Division, the Executive Committee, or the President.

ARTICLE VI CONVENORS

6.1 Appointment – The Board shall appoint Local League Convenors as have been recommended by the Oak Ridges Division.

6.2 Duties – The Local League convenors shall work with the Vice President of Local League and the Discipline and Ethics Committee to co-ordinate the operation of Local League teams within the Association.

ARTICLE VII EQUIPMENT MANAGER

7 Duties – The Equipment Manager of the Oak Ridges Division shall liaise with the Equipment Manager on matters concerning equipment, apparel and uniforms of the Oak Ridges Division.

ARTICLE VIII COACH SELECTION

8 Coach Selection – The Coach Selection Committee will defer to the Coach Selection Committee of the Oak Ridges Division who shall oversee the selection and approval of Local League coaches by the Oak Ridges Division Executive Committee.

ARTICLE IX PROTESTS AND APPEALS

9 Protests and Appeals – All protests involving Local League shall be filed with the Secretary and the opposing team within forty-eight (48) hours of the time of the game protested. No protest of a referee’s decision will be considered unless it concerns a question of interpretation of the rules of the game.

ARTICLE X CHANGES

10 Changes – Special Resolution passed only by the members of the Oak Ridges Division will be required to revoke or amend any section in Article 1 to Article 4 in the Oak Ridges Division By-laws.

ARTICLE XI MEMBERSHIP – ASSOCIATION

11 Members – To the extent not already a Member of the Association under Article 2.1 of the Association’s General By-laws, Members of the Oak Ridges Division are deemed to be eligible to register as Members of the Association.

DRAFT

RICHMOND HILL HOCKEY ASSOCIATION
BOARD TRANSITION BY-LAWS

1. Board Transition – These Board Transition By-laws are enacted and the following sections of the Association’s General By-laws will be temporarily repealed to the extent necessary to give effect to the provisions of these Board Transition By-laws until these Board Transition By-laws are repealed:
 - a) Article 4.11 – Election
 - b) Article 4.14 – Terms

2. Current Board Composition – The current Board composition of the Association, as of April 2024, consisted of the following individuals:
 - a) Director-at-Large SL (currently serving as the President)
 - b) Director-at-Large TW (currently serving as the Vice President)
 - c) Director-at-Large MC (currently serving as the Chair)
 - d) Director-at-Large LAP (currently serving as the Treasurer)
 - e) Director-at-Large KT (currently serving as the Secretary)
 - f) Director-at-Large IM
 - g) Director-at-Large BZ
 - h) Director-at-Large AS
 - i) Director-at-Large AG
 - j) Director-at-Large HS

3. Director-at-Large – All positions become Director-at-Large positions.

4. Elections and Expirations at Annual Meetings – The following elections and expirations will occur at the next three (3) Annual Meetings of the Association:
 - a) 2024 Meeting
 - a. The following terms expire:
 - i. Director-at-Large SL
 - ii. Director-at-Large MC
 - iii. Director-at-Large IM
 - b. The following positions will be elected for a three-year term:
 - i. Three (3) Directors-at-Large (“A” Directors)
 - c. Officers and Key Volunteers may be appointed by the Board pursuant to the By-laws
 - d. The Board of Directors following the 2024 Annual Meeting will consist of ten (10) Directors:
 - i. Three (3) Directors-at-Large (“A” Directors) – exp. 2027
 - ii. Director-at-Large KT – exp. 2026
 - iii. Director-at-Large AS – exp. 2026
 - iv. Director-at-Large AG – exp. 2026
 - v. Director-at-Large BZ – exp. 2026
 - vi. Director-at-Large LAP – exp. 2025
 - vii. Director-at-Large TW – exp. 2025
 - viii. Director-at-Large HS – exp. 2025

- b) 2025 Meeting
 - a. The following terms expire:
 - i. Director-at-Large LAP
 - ii. Director-at-Large TW
 - iii. Director-at-Large HS
 - b. The following positions will be elected for a three-year term:
 - i. Three (3) Directors-at-Large ("B" Directors)
 - c. Officers and Key Volunteers may be appointed by the Board pursuant to the By-laws
 - d. The Board of Directors following the 2025 Annual Meeting will consist of ten (10) Directors:
 - i. Three (3) Directors-at-Large ("B" Directors) – exp. 2028
 - ii. Three (3) Directors-at-Large ("A" Directors) – exp. 2027
 - iii. Director-at-Large KT – exp. 2026
 - iv. Director-at-Large AS – exp. 2026
 - v. Director-at-Large AG – exp. 2026
 - vi. Director-at-Large BZ – exp. 2026
- c) 2026 Meeting
 - a. The following terms expire:
 - i. Director-at-Large KT
 - ii. Director-at-Large BZ
 - iii. Director-at-Large AS
 - iv. Director-at-Large AG
 - b. The following positions will be elected for a three-year term:
 - i. Three (3) Directors-at-Large ("C" Directors)
 - c. Officers and Key Volunteers may be appointed by the Board pursuant to the By-laws
 - d. The Board of Directors following the 2025 Annual Meeting will consist of nine (9) Directors:
 - i. Three (3) Directors-at-Large ("C" Directors) – exp. 2029
 - ii. Three (3) Directors-at-Large ("B" Directors) – exp. 2028
 - iii. Three (3) Directors-at-Large ("A" Directors) – exp. 2027

5. Repeal of these Board Transition By-laws – After the elections at the 2026 Annual Meeting, the Board transition period will have been completed and these Board Transition By-laws will be repealed.