

Waterloo Organization of Disc Sports (WODS) By-laws

These by-laws relate generally to the conduct and affairs of the Waterloo Organization of Disc Sports ("the Organization").

1. Purposes of the Organization:

- i. To organize and promote the growth and development of the sport of Ultimate and other disc sports throughout Waterloo region.
- ii. To facilitate open and continual communication within the disc sports community.
- iii. To represent regional disc sports teams and players to both government and non-government authorities and institutions.
- iv. To obtain and manage the necessary finances, personnel and equipment to make the main purposes of the Organization possible.

2. Head Office

- i. The Head Office of the Organization shall be located in the Regional Municipality of Waterloo at such location as determined from time to time by the Board of Directors.

3. Membership

- i. Membership shall be open to any person who participates in a disc sport league or event organized by the Organization and who paid his or her membership dues as determined by the Board of Directors.
- ii. Any member may resign from the Organization at any time. Resignation must be done by written notice to the Board of Directors.
- iii. Any member may be required to resign from the Organization by a $\frac{3}{4}$ vote of the Directors at any meeting of the Directors, provided that the member is granted the opportunity to be heard at such meeting.
- iv. The Organization shall organize and operate disc sport leagues and events for the benefit of the members.

4. Board of Directors

- i. The Board of Directors, consisting of a minimum of three (3) and a maximum of ten (10) Directors, shall manage the administration of the Organization.

- ii. Each Director shall be elected by direct vote of the members at the Annual General Meetings and shall serve for a term of one year. A majority of members present at the Annual General Meeting is required to elect a Director.
- iii. The Board of Directors shall have the power to administer the affairs of the Organization and to authorize expenditures.
- iv. Directors shall have the authority to execute contracts and other documents requiring the signature of the Organization. Any such executed and/or signed contracts and documents shall be binding on the Organization.
- v. All Directors shall act honestly and in good faith and in the best interests of the Organization.
- vi. Directors shall not be remunerated for their services, but shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Organization.
- vii. Meetings of the Board of Directors shall be held at such times and places as determined by the Board of Directors, provided that 48 hours notice is given to each Director, 14 days if notice is given by mail. The 14 days do not apply for electronic mail notice. The Directors shall hold a minimum of four (4) Meetings of the Board of Directors in each calendar year. The presence of a majority of the Directors constitutes a quorum. Each Director may exercise one vote on any issues requiring a vote of the Directors.
- viii. The duties of the Board of Directors shall be to manage the affairs of the Organization, to determine policies for the good of the Organization in accordance with these by-laws, and to implement the execution of those policies.
- ix. A Director may be removed from office prior to the expiration of his or her term by a recall election. Such recall elections shall be scheduled by the Board of Directors not more than 90 days following presentation to the Secretary of the Organization of a recall petition signed by a minimum of 5% of members.
- x. A Director may resign at any time by giving written notice to the Board of Directors.
- xi. New Directors may be appointed by a $\frac{3}{4}$ majority of the Directors, subject to approval by a majority present at the next following Annual General Meeting.
- xii. The Organization shall indemnify and save harmless the Directors against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by any Director in respect of any civil, criminal or administrative action or proceeding to which the Director is made a party by reason of the Director being or having been a director or officer of the Organization, except where the Director has failed to act honestly and in good faith with a view to the best interests of the Corporation or, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, where the Director did not have reasonable grounds for believing that his or her conduct was lawful. Such indemnity shall enure to the benefit of the Directors and their heirs, executors, administrators and other legal

representatives and shall be binding upon the Organization and its successors and assigns.

5. Meetings

- i. The Organization shall hold an Annual General Meeting of the members each year at a time and place in the Region of Waterloo as arranged by the Board of Directors.
- ii. Notice of the Annual General Meeting, including reminder of proxy rights, shall be placed in the Organization's website and delivered to all members at least two (2) weeks prior to the Annual General Meeting.
- iii. A Special General Meeting of the Organization may be called by a minimum of 10% of the members or by the Executive Director by giving a minimum two (2) weeks written notice, including a reminder of proxy rights, of the time and place to each member. Notice of any special business shall contain sufficient information to permit members to form a reasoned judgment on the decision(s) to be made.
- iv. No error or omission in giving notice of any General Meeting of the Organization shall invalidate such meeting and any member may waive notice of such meeting.
- v. The presence, in person or in proxy, of 20 members shall constitute a quorum for the General Meetings.
- vi. Any member may, by means of written proxy, appoint a proxyholder to act in his or her place at any General Meeting of the Organization. The proxyholder must be a member of the Organization. Such proxy must be delivered to the Secretary of the Organization prior to the General Meeting to which it applies, and shall be valid only for the meeting named therein.
- vii. At every General Meeting, each member shall have one vote in each matter requiring a vote by the membership.
- viii. At the Annual General Meeting, the Board of Directors shall present a status of the financial position of the Organization as well as an operational (or operating) budget for the following year.

6. Officers of the Organization

- i. The Board of Directors shall appoint Officers from the current Board of Directors, who shall be responsible for the day to day workings of the Organization. The positions of these Officers shall include but not be limited to: Executive Director; Director of Finance/Treasurer; Secretary; Communications Director; and Leagues Director. The number of Officers may change from time to time as determined by the Board of Directors. The same Director may hold any two Offices.
- ii. All Officers shall be appointed by the Board of Directors. The Officers shall hold office for one year from the date of appointment or until their successors

are appointed in their stead. Any Officer can be removed from office at any time by a majority vote of the Board of Directors.

iii. The Executive Director

The Executive Director shall be the chief executive officer of the Organization and may exercise all such powers as the Organization may do, subject only to the limitations of these by-laws and decisions made by the Board of Directors.

The Executive director shall chair all meetings of the Board of Directors and the membership. In the event of a tie on any vote at any meeting, the Executive Director shall cast the deciding vote.

iv. Director of Finance / Treasurer

The Director of Finance/Treasurer shall have the care and custody of all funds of the Organization.

The Director of Finance/Treasurer shall assure that the Organization has at least one account with a chartered bank, a credit union, or a trust company for the deposit of funds.

The Director of Finance/Treasurer shall keep proper accounting records with respect to all financial transactions affecting the Organization.

The Director of Finance/Treasurer shall render financial statements to the Board of Directors and/or to the membership as required by the Board of Directors.

v. Secretary

The Secretary shall be responsible for giving proper notice to all members of General Meetings and to all Directors for upcoming meetings of the Board of Directors.

The Secretary shall ensure that the minutes of all Board meetings and General Meetings are recorded and distributed among the Directors and made available to the membership.

vi. Communications Director

The Communications Director shall be responsible for all promotional contacts and communication with members, media, community and government and non-government authorities.

From time to time, the Communications Director shall be responsible for the organization of fundraising activities for the Organization.

vii. Leagues Director

The Leagues director shall oversee all management aspects of the different leagues operated by the Organization.

7. Amendments

- i. Amendments to the by-laws may be made at any General Meeting and require at least 2/3 vote in favour to pass.
- ii. Any member may propose an amendment.