

## CITY OF VAUGHAN BASEBALL ASSOCIATION - BYLAWS

### ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the City of Vaughan Baseball Association, a Corporation incorporated under the Ontario Corporations Act, R.S.O. 1990, c.38, as amended.
- 1.2 Name – The name of the Corporation shall be the 'City of Vaughan Baseball Association' and may alternately be known as the 'City of Vaughan Baseball and Softball Association', 'Vaughan Baseball', 'Vaughan Softball', or 'Vaughan Vikings'.
- 1.3 Definitions - The following terms have these meanings in these Bylaws:
- Act* – the Ontario Corporations Act, R.S.O 1990, c.38, as amended.
  - Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting.
  - Board* – the Board of Directors of the Corporation.
  - Corporation* – City of Vaughan Baseball Corporation.
  - Days* – will mean days irrespective of weekends and holidays.
  - Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
  - Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
  - Ordinary Resolution* – a resolution passed by not less than a majority (50% plus 1) of the votes cast at a meeting of the Board, or a meeting of Members.
  - Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or meeting of the Members for which proper notice has been given.
- 1.4 Head Office – The head office of the Corporation will be located at all times within Vaughan, Ontario, unless amended in accordance with the Act.
- 1.5 Corporate Seal - The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.6 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.7 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 Corporation.
- 1.8 Conduct of Meetings – Unless otherwise specified in these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).
- 1.9 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 1.10 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

### ARTICLE II: MEMBERSHIP

#### Categories of Membership

- 2.1 Categories – The Corporation has the following categories of membership:
- Participant Member
  - Parent/Guardian Member
  - Coach Member
  - Director and/or Officer Member
  - Volunteer Member
  - Life Member

#### Qualifications for Membership

- 2.2 Participant Member – A Participant Member will be a player who is registered with the Corporation in good standing during the current playing season, who is participating in the sport of baseball or softball as a player, who has made full payment of registration fees and has agreed to abide by the Corporation's bylaws, policies, procedures, rules and regulations.
- 2.3 Parent/Guardian Member – Any individual who is a parent/guardian of a registered Participant Member under the age of eighteen (18), who is registered as a member of the Corporation in good standing during the current playing season and has agreed to abide by the Corporation's bylaws, policies, procedures and rules and regulations.

2.4 Coaching Member – Any individual who is authorized to act as a manager or coach within the Corporation with a Rep/Select, House League or All-Star Team, and has agreed to abide by the Corporation's bylaws, policies, procedures and rules and regulations.

2.5 Director and/or Officer Member – Any individual who is elected or appointed as a Director and/or Officer of the Corporation in accordance with these Bylaws and has agreed to abide by the Corporation's bylaws, policies, procedures and rules and regulations.

2.6 Associate Member – Any individual who is a volunteer, House League convener or designated as a volunteer by the Board of Directors and has agreed to abide by the Corporation's bylaws, policies, procedures and rules and regulations.

2.7 Life Member – Any individual who has served a minimum of 10 years or more on the Board of Directors, who has been approved by Special Resolution of the Board of Directors and has agreed to abide by the Corporation's bylaws, policies, procedures and rules and regulations.

### **Admission of Members**

2.8 Admission of Members - No individual will be admitted as a Member of the Corporation unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b) The candidate member, excluding Director and/or Officer Members, has been approved by majority vote of the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- e) The candidate member has paid dues as prescribed by the Board.

### **Membership Dues and Duration**

2.9 Year - Unless otherwise determined by the Board, the membership year (season) of the Corporation will be November 1<sup>st</sup> – October 31<sup>st</sup>.

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

2.11 Duration – Membership duration is accorded as follows and all Members will re-apply for membership upon termination:

- a) Participant Member – Membership commences on the date in which a Participant is authorized to participate in the Corporation's softball or baseball seasons and has paid all membership dues, and ceases upon the completion of the session or in accordance with these Bylaws.
- b) Parent/Guardian Member – Membership commences on the date in which a Participant (under 18 years of age) to whom they are a parent/guardian is authorized to participate in the Corporation's softball or baseball seasons and has paid all membership dues, and ceases upon the completion of the season or in accordance with these Bylaws.
- c) Coach Member – Membership commences on the date the Coach Member is authorized to act as a coach or manager within the Corporation and ceases upon the termination of the coach or manager or in accordance with these Bylaws. If a new Coach Member is appointed but has not actively coached in the immediate previous season that Coach Member will not be deemed a Coach Member until the start of the next membership year.
- d) Director and/or Officer Member – Membership commences on the date the Director and/or Officer assumes office in accordance with these Bylaws and ceases upon termination of the individual's position as a Director and/or Officer or in accordance with these Bylaws.
- e) Volunteer Member – Membership commences on the date the Volunteer Member is authorized to act as a volunteer within the Corporation and ceases upon the termination of their volunteer appointment or in accordance with these Bylaws.
- f) Life Member – Membership commences on the date the Life Member is appointed by the Board of Directors and may terminate in accordance with these Bylaws.

### **Transfer, Withdrawal and Termination of Membership**

2.12 Transfer – Membership in the Corporation is non-transferable.

2.13 Termination – Membership in the Corporation will terminate immediately upon:

- a) The Member's death.
- b) The expiration of the Member's membership, unless renewed in accordance with these bylaws.
- c) Expiry of his or her term as Director.

- d) Resignation by the Member by giving written notice to the Corporation. Where a Member is subject to disciplinary investigation or action of the Corporation resigns, that Member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- e) Dissolution of the Corporation.
- f) Special Resolution of the Directors or the Members at a duly called meeting, provided reasonable notice is provided and the Member is provided an opportunity to be heard.

2.14 Arrears – A Member may be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

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

### **Good Standing**

2.16 Definition – A Member of the Corporation 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 Corporation;
- d) Has complied with the Constitution, Bylaws, policies and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

2.17 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, including but not limited to softball or baseball programming or competitions, 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 Corporation. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Corporation 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 Corporation's fiscal year end.

3.4 Notice - Written or electronic notice of meetings of Members will be given to all voting 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 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.6 Quorum – Twenty (20) voting Members will constitute a quorum.

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

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

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Adoption of Minutes of the previous Annual Meeting
- e) President's Report
- f) Report of Auditors / Financial Report
- g) Other Reports
- h) Appointment of Auditors

- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

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

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

- a) Participant Members eighteen (18) years of age and older may participate in meetings of members and are entitled to one (1) vote. Participant members under eighteen (18) years of age are entitled to attend meetings of members but are not entitled to vote. (Amended, 10/16/12)
- b) Parent/Guardian Members eighteen (18) years of age and older may participate in meetings of members and are entitled to only one (1) vote on behalf of the minor Participant Member. In the event that there is two (2) Parent/Guardian Members representing one (1) minor Participant Member, each Parent/Guardian Member is entitled to one (1) vote. In the event that Parent/Guardian Members represent more than one (1) minor Participant Member, each Parent/Guardian Member is still only entitled to one (1) vote.
- c) Coach Members eighteen (18) years of age and older may participate in meetings of members and are entitled to one (1) vote. Coach members under eighteen (18) years of age are entitled to attend meetings of members but are not entitled to vote. (Amended, 10/16/12)
- d) Director and/or Officer Members may participate in meetings of members and are entitled to one (1) vote.
- e) Volunteer Members eighteen (18) years of age and older may participate in meetings of members but are not entitled to vote.
- f) Life Members may participate in meetings of members and are entitled to one (1) vote.

3.10 One Vote - An individual shall only have a maximum of one (1) vote regardless if the individual is a Member of more than one membership class.

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

3.12 Proxy Voting – There is no voting by proxy.

3.13 Determination of Votes – Votes, excluding elections, will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those Members voting. Elections will be by way of ballot voting.

3.14 Majority of Votes - Except as otherwise provided in 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.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of seven (7) Directors.

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

- a) President
- b) Vice-President of Baseball
- c) Vice-President of Softball
- d) Treasurer (Finance)
- e) Director of House League Baseball
- f) Director of House League Softball
- g) Director of Operations

### **Election of Directors**

4.3 Eligibility of All Directors - Any individual who is eighteen (18) years of age or older, who is the parent/guardian of a Participant Member in the current playing season, who meets one or more of the skills and attributes defined in section 4.9 and who has the power under law to contract may be nominated for election as a Director. Additional eligibility requirements are described in Section 4.4 – 4.8.

4.4 Eligibility for President – An individual registered as a member and is the parent/guardian of a Participant Member in the current playing season may only be elected as President of the Corporation if he or she has served one or more terms as a Director of the Corporation.

- 4.5 Eligibility for Vice-President – An individual registered as a member and is the parent/guardian of a Participant Member in the current playing season may only be elected as a Vice-President of the Corporation if he or she has served one or more terms as a Director of the Corporation.
- 4.6 Eligibility for Treasurer – An individual registered as a member and is the parent/guardian of a Participant Member in the current playing season may only be elected as the Treasurer of the Corporation if he or she has served one or more terms as a Director of the Corporation. The Treasurer will also have financial designations, including but not limited to CGA, CMA, CA, and MBA. In the event that there is not a nominee with the prescribed requisites, any eligible individual may be nominated for election. (Amended, 10/16/12)
- 4.7 Eligibility for Director of Operations - An individual registered as a member and is the parent/guardian of a Participant Member in the current playing season may only be elected as the Director of Operations if he or she is a member in good standing of the Purchasing Managers Association of Canada (PMAC) and has experience and skills in Negotiating. In the event that there is not a nominee with the prescribed requisites, any eligible individual may be nominated for election.
- 4.8 Eligibility for Director of House League Baseball and Director of House League Softball – An individual registered as a member and is the parent/guardian of a Participant Member in the current playing season may only be elected as the Director of House League Baseball or the Director of House League Softball.
- 4.9 Skills and Characteristics – Potential Directors will have one or more of the following skills and/or attributes:
- Attributes*
- a) Commitment and capacity (time, energy, expertise) to fulfill the responsibilities of a Director
  - b) Knowledge about roles and responsibilities of a Director, Board, and Staff
  - c) Experience in formulating policy
  - d) Experience in thinking strategically
  - e) Knowledge about the softball and/or baseball community
  - f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
  - g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate, and report
  - h) Strategic connectivity to key clients
  - i) Ethical and values-based behaviour
  - j) Other attributes valued by the Board of Directors
- Skills*
- k) Accounting designation (CA, CMA, CGA)
  - l) Legal designation (LL.B)
  - m) Professional qualifications (MD, PhD, MBA, Sport Science)
  - n) Personnel Management (Human Resource Professional designation)
  - o) Media/Marketing/Public Relations contacts/experience
  - p) Fundraising and funding source contacts
  - q) Administration/Management experience
  - r) Government relations/contacts
  - s) Organizational development/Strategic Planning experience
  - t) Other skills valued by the Board of Directors
- 4.10 Nominating Committee – The Board may appoint a Nominating Committee who will be responsible to solicit nominations for the election of the Directors.
- 4.11 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee and be submitted to the Head Office of the Corporation seven (7) days prior to the Annual General Meeting. Nominations will not be accepted from the floor.
- 4.12 Circulation of Nominations - Valid nominations will be circulated to voting Members prior to the elections.
- 4.13 Election – The election of Directors will take place annually at the Annual General Meeting as follows:
- a) The President, Vice-President of Baseball, and Director of House League Softball will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection b.
  - b) The Vice-President of Softball, Treasurer (Finance), Director of House League Baseball, and Director of Operations will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection a.

- 4.14 Decision – Elections will be decided by written majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
  - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the newly elected Board of Directors by resolution.

4.15 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

#### **Resignation and Removal of Directors**

4.16 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 Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action. Upon a Director's resignation, the resigning Director will not be eligible for re-election as a Director for a period of two (2) years.

- 4.17 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) The Director is not a Member
  - d) The Director dies

4.18 Removal – An elected 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 reasonable written notice of and the opportunity to be present and to be heard at such a meeting.

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

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

#### **Meetings of the Board**

4.20 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 or the President.

4.21 Notice – Written notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.22 Number of Meetings – The Board will hold at least eight (8) meetings per year.

4.23 Quorum – At any meeting of the Board of Directors, quorum will consist of at least four (4) Directors holding office.

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

4.25 In Camera Meetings – *In Camera* meetings may be called by the President or two (2) Directors to cover information which will not be recorded in the minutes of the meeting or divulged to the membership or public.

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

4.27 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 telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

## **Powers of the Board**

4.28 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.29 Managing the Affairs of the Corporation – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these Bylaws.

4.30 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.

4.31 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

4.32 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.

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

## **ARTICLE V OFFICERS AND COMMITTEES**

5.1 Composition – The Officers will be comprised of the President, Vice-President of Baseball, Vice-President of Softball, Treasurer and Secretary.

5.2 Duties - The duties of the Officers are as follows:

- a) President will be responsible for the general supervision of the affairs and operations of the Corporation, will oversee office staff, will be the official spokesman of the Corporation, will preside as chairperson at all meetings unless designated to a third party, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-Presidents will support and assist the President in all duties related to baseball and softball and will perform such other duties as may from time to time be established by the Board.
- c) Treasurer will attend all meetings of the Board, act as Treasurer for the Corporation, will keep proper accounting records, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, will provide the Board with an account of financial transactions and the financial position of the Corporation (when required), will prepare annual budgets, will assume the position of President upon the position becoming vacant, and will perform such other duties as may from time to time be established by the Board.
- d) Secretary will be appointed by the Board of Directors by way of Special Resolution, who will be responsible for the documentation of all amendments to the Corporation's Constitution and Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation 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.

## **Committees**

5.4 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation 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.

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

5.6 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.

5.7 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.

5.8 Ex-officio Committee Members - The President will be *ex-officio* (non-voting) member of all Committees of the Corporation.

5.9 Removal - The Board may remove any member of any Committee or any Committee.

#### **Remuneration**

5.10 No Remuneration - All Directors, Officers (excluding the Secretary) and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board or as described in the Corporations Policies. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

#### **Conflict of Interest**

5.11 Conflict of Interest – A 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 Corporation 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.

5.12 Conflict of Interest Policy – The Directors of the Corporation will additionally comply with the City of Vaughan Baseball Corporation's Conflict of Interest Policy.

### **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Corporation will be November 1<sup>st</sup> to October 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 Corporation 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 Corporation. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation.

6.4 Books and Records - The necessary books and records of the Corporation 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 Corporation valued at over \$500 will be signed by two individuals with signing authority, as outlined by the Corporation's Financial Policy. Written agreements and financial transactions valued at under \$500 may be signed by one individual with signing authority, as outlined by the Corporation's Financial Policy.

6.6 Property - The Corporation 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 Corporation may borrow funds upon such terms and conditions as the Board may determine.

### **ARTICLE VII AMENDMENT OF BYLAWS**

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the 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.

7.2 Notice in Writing – Notice in writing is to be delivered to the voting Members thirty (30) days prior to meeting at which it is to be considered.

7.3 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 VIII NOTICE**

8.1 Written Notice - In these Bylaws, written notice will mean notice which is posted on the Corporation's website, hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

8.2 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

8.3 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 IX DISSOLUTION**

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

**ARTICLE X INDEMNIFICATION**

10.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation 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.

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

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

**ARTICLE XI ADOPTION OF THESE BYLAWS**

11.1 Ratification - These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Corporation present and entitled to vote at a Meeting of Members duly called and held on October 16, 2012.

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