

**THOUSAND ISLANDS MINOR
FOOTBALL LEAGUE
Bylaws**

ENACTED this 14th day of October, 2016.

THOUSAND ISLANDS MINOR FOOTBALL LEAGUE Bylaws

1. General

- 1.1. Purpose - These Bylaws relate to the general conduct of the affairs of the Thousand Islands Minor Football League.
- 1.2. Definitions - The following terms have these meanings in these Bylaws:
- a) Act – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
 - b) AGM – Annual General Meeting of Members.
 - c) Auditor – an individual appointed by the Board of Directors to audit the books, accounts, and records of TIMFL for a report to the Members at the next AGM.
 - d) TIMFL – Thousand Islands Minor Football League.
 - e) Board – the Board of Directors of TIMFL.
 - f) Days – will mean days irrespective of weekends and holidays.
 - g) Director – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - h) Officer – an individual elected or appointed to serve as an Officer of TIMFL pursuant to these Bylaws.
 - i) Ordinary Resolution – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a meeting of Members.
 - j) Registrant – a Registrant is a person who has applied for registration as a Member with TIMFL, who has agreed to abide by the TIMFL's Bylaws, policies, rules and expectations and who has been accepted as a Registrant by the Board of Directors.
 - k) A "player" is a person registered with TIMFL whose main objective is participation in recreational developmental football.
 - l) A "coach" is a person registered with TIMFL and who is certified or "trained" or "in-training status" by the Coaching Association of Canada.
 - m) 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.
- 1.3. Head Office – The head office of TIMFL will be located at all times within the Province of Ontario, unless amended in accordance with the Act.
- 1.4. Corporate Seal - The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
- 1.5. No Gain for Members – TIMFL will be carried on without the purpose of gain for its Members and any profits or other accretions to TIMFL will be used in promoting its objects.
- 1.6. Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of TIMFL.

- 1.7. Conduct of Meetings – Unless otherwise specified in these Bylaws, meetings of Members and of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.8. Interpretation – All terms contained in these Bylaws that are defined in the Act will have the meaning given to such terms in the Act. 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.
- 1.9. Headings – The headings used in the Bylaws are inserted for convenience of reference only.

2. Name

- 2.1. The Organization is known as "**Thousand Islands Minor Football League**", Hereinafter referred to as "TIMFL"

3. Purpose and Objectives

- 3.1. To provide quality youth developmental football programs for the benefit of the City and Residents of the City of Kingston and surrounding communities.
- 3.2. To develop and build on football skills for players in the City of Kingston and surrounding communities.
- 3.3. To provide a fun and safe environment for players to learn valuable life lessons found in youth sports.
- 3.4. To teach the fundamentals of the game, enhance physical condition and to promote sportsmanship.
- 3.5. To identify, select and train volunteer coaches, assistants and others that are committed to achieve TIMFL's objectives, while serving as role models in their conduct.
- 3.6. The following programs are within the mandate of the organization:
 - Tackle football rules and expectations
 - Area teams comprising the League
- 3.7. The Corporation will be governed within the overall direction of Football Canada and its designate in Ontario Football Alliance.

4. Members of the Corporation

- 4.1. There shall be two (2) classes of Membership in the Association:

- Active Membership
- Parent/Guardian Membership

- 4.2. Eligibility

Active Membership

Active Membership shall include all elected or appointed Directors, Officers and Area Representatives, in good standing, as well as all league registered coaches and assistants who are appointed for the current season.

Parent/Guardian Membership:

Parent/Guardian Members shall be a parent and/or legal guardian of a player and who has paid the appropriate registration fee in full.

- 4.3. Membership List – The Secretary of the TIMFL shall maintain a list of current Active Members, and Parent/Guardian Members, and such list of Members shall be used to determine eligibility to attend and vote at the AGM and any Special Meeting as dutifully scheduled or called by the Board.
- 4.4. Termination – Membership in TIMFL shall not be transferable and shall terminate upon a member's resignation or death. Members may resign from TIMFL by submitting a resignation in writing to the President of TIMFL, which resignation shall become effective when approved by the Board. Membership in TIMFL may be terminated by the Board if the member is thirty (30) days in arrears of payment of Registration fees or for behaviour that would otherwise bring the reputation of the TIMFL into disrepute.
- 4.5. Membership Fees – Membership fees shall be established from time to time by resolution of the Board.
- 4.6. Right to Vote – All Active Members and Parent/Guardian Members, in good standing, shall be entitled to notice of and to vote at all meetings of TIMFL as set out in Articles 10 and 22.

5. Term of Membership

- 5.1. The Term for Active Members shall be as set out in this Bylaw. The Term for Parents/Guardian Members shall be for twelve (12) months or less (depending on the dates of application and acceptance) and ends automatically on November 30th of any given year.
- 5.2. Memberships are not transferable and there shall be no refund or pro-rating of membership fees.

6. Application for Membership

- 6.1. All Members shall apply for membership in writing on forms or by methods designated by the Board, and by policy and expectations as exist from time to time, and the forms may contain requirements, restrictions, stipulations, undertakings or any conditions as the Board may require. All membership applications are subject to Board approval and the Board may refuse to accept any application. Such refusal shall not be required to show cause, although adherence to Bylaws, rules and expectations of TIMFL and principles of natural justice is presumed.

7. Fees, Dues and Assessments

- 7.1. Fees, dues and assessments of any type shall be fixed by the Board from time to time. The requirements for payment of fees, dues or assessment shall be determined by the Board policy.

8. Resignation, Suspension / Termination of Membership

8.1 Resignation - Any Member may resign in writing to the President of TIMFL at any time and such resignation shall be effective upon acceptance by the Board.

8.2 Suspension/Termination - The Board may, by Special Resolution, suspend or terminate any membership, and shall give notice of suspension or termination in writing. Suspension or termination of membership may be imposed upon a member for:

- failing to govern conduct in accordance with TIMFL membership requirements, Bylaws or any policies or rules and expectations as may exist from time to time;
- failing to pay any fee, due, or assessment, or any other monetary obligation to TIMFL; or
- any other reason as determined by Special Resolution of the Board.

8.3 Suspension of Membership - Shall mean a temporary condition that could be extended to the end of the current membership year. Privileges of membership are suspended for whatever period prescribed by the Board but may be reinstated at any time during the same membership year with

such probationary requirements as the Board sees fit.

8.4 Termination of Membership - Shall mean the cessation of all membership privileges for the balance of the current membership year, without possibility of reinstatement in the same year. Any application for membership in future years may contain probationary conditions or other requirements.

9. Appeals

9.1. An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in TIMFL published rules and expectations has not been followed.

10. Membership Meetings

10.1. There shall be two (2) types of Member meetings:

- Annual General Meeting (AGM)
- Special Meeting

10.2. The AGM of TIMFL shall be held at a date, time and place established by the Board. The Board shall always attempt to schedule the AGM after playoffs are finished and before September 30th in any given year.

10.3. The business transacted at the AGM shall include the following:

- Roll call or checking of membership registration
- Adoption of the minutes of the previous AGM and of any Special Meeting of members held since the last AGM
- Report of the unfinished business from any previous membership meeting or any business arising out of the minutes
- Report of the President
- Report of the Treasurer
- Report of the Auditor
- Any amendments to the Bylaws
- Election of Directors, if necessary
- New Business
- Adjournment

- 10.4. At all meetings of the membership of TIMFL, twenty (20) Members from each Area comprising TIMFL shall constitute a quorum. If no quorum is present, the Chair of the meeting shall adjourn the meeting to a date not less than ten (10) or more than twenty-one (21) days thereafter, and the decision(s) of the adjourned meeting shall be binding on TIMFL regardless of the number of Members then present.
- 10.5. Upon the written request of one hundred (100) or more Members of the Corporation, stating the general nature of the business to be transacted at the meeting, the Board shall within 21 days from the date the written request was delivered to the President or Secretary call a Special Meeting for the transaction of such business as may rightfully be brought before the membership, and such meeting shall be held within 42 days from the date of delivery of the requisition.

11. BYLAWS of TIMFL

- 11.1. Any proposed amendments to the Bylaws made by the Board for consideration at the AGM or Special Meeting must be published on TIMFL website together with the notice set out in Article 22.
- 11.2. Comments regarding amended Bylaws must be submitted to the Secretary fourteen (14) days prior to the AGM or Special Meeting.
- 11.3. Any proposed changes to the Bylaws made by Members for consideration at the AGM or Special Meeting must be submitted in writing to the President of the Corporation at least fourteen (14) days prior to such meeting.
- 11.4. A Bylaw of TIMFL may be amended only by Special Resolution of all eligible members in attendance at an AGM or Special Meeting.

12. Voting Procedures / Rights

- 12.1. At all meetings of the Members every question shall be decided by a majority of votes of the voting Members present in person unless otherwise required by the Bylaws, the Act or by statute.
- 12.2. Any Member in good standing who is eighteen (18) years of age is eligible to vote at any AGM or Special Meeting.
- 12.3. Each Member shall be entitled to one (1) vote.
- 12.4. At the start of a meeting, the Secretary will record the attendance of Members. Before the meeting commences, the Secretary will also confirm the total number of votes contained within the meeting to establish the required two thirds (2/3) and absolute majority thresholds.
- 12.5. Every question shall be decided in the first instance by a show of votes that shall be counted by the Secretary. Upon a show of votes, every Member having voting rights shall have votes. In case of a tie of votes at any AGM or Special Meeting, the Chairperson of the meeting will be entitled to cast a second and deciding vote.

13. Board of Directors

- 13.1. The Board of Directors shall consist of four (4) Members to conduct the business of the TIMFL. The term of office of the Directors shall be three (3) years. Directors shall be elected at an AGM, or may be appointed by resolution of the Board to fill vacancies as required in which event the replacing Director shall assume the balance of the term on the Director being replaced.
- 13.2. Immediately following an AGM, the Directors shall hold a Board meeting at which time the Directors shall elect or appoint the following officers; namely, a President, Vice-President, Secretary and a Treasurer for a term of one (1) year. Directors may stand for re-election or appointment as an officer of TIMFL for a maximum of three (3) consecutive years.
- 13.3. No Member of the Board shall be paid in money or kind for services rendered in his or her capacity

as a Director or an Officer of TIMFL. Any party, including Directors and Officers, can and shall be reimbursed for legitimate and approved expenses (including gas mileage) incurred in the course of carrying out his or her duties on behalf of TIMFL's business affairs determined by the Board, upon submitting appropriate receipts.

- 13.4. Members of the Board and Officers of TIMFL and their families shall not enter into any business arrangement with TIMFL in which they are interested directly or indirectly except with a majority vote of the Board.

14. Meetings of the Board of Directors

- 14.1. Meetings of the Board shall be held in the City of Kingston or its surrounding area at such date, time and place as the Board may from time to time determine, provided that other meetings may be called by the President.
- 14.2. A quorum for a meeting of the Board of Directors shall consist of a simple majority of the Board. No error or omission in giving notice for a meeting of Directors shall serve to invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any and all proceedings taken.

15. Board of Directors' Obligations

- 15.1. The Board shall have the general direction and control of the affairs of the Corporation. In addition to the duties customarily performed by a Board of Directors, the Board shall:
- Subject to the express provisions of these Bylaws, determine from time to time the terms, conditions and limitations under which players may be registered and assigned to teams and rosters, and the terms, conditions and limitations governing the cancellation or withdrawal of Players.
 - Accept applications from and appoint coaches and assistants for any TIMFL teams;
 - Fix the amount of and obtain insurance for property loss or damage and player and public liability as well as Directors' Liability insurance;
 - Determine from time to time registration fees, sponsor fees and other fees;
 - Designate the bank(s), trust company(s) or credit union(s) in which the funds of the Corporation shall be deposited;
 - Employ, fix the compensation and prescribe the duties (role description) of any such employees as may, in the discretion of the Board of Directors, be necessary, and have the power, by Special Resolution to remove such employees;
 - During the absence or disability of any officer, appoint a qualified Member to act temporarily in his or her stead;
 - Appoint an independent accountant one (1) year term to audit the books and records of TIMFL;
 - Accept any Area into the playing schedule or schedules of TIMFL, and prescribe the conditions, rules and expectations for such participation.

16. AREA REPRESENTATIVES:

- 16.1 An area representative from each of the areas comprising TIMFL (currently Sydenham, Gananoque, Kingston East, Kingston Central and Kingston West) shall be appointed by the Board for a term of two (2) years. If more than one person comes forward to be an area representative, the Board shall decide, by Special Resolution, on the successful candidate.

- 16.2 All area representatives shall be required to uphold, observe and conform to the TIMFL By-laws and its Rules and expectations.
- 16.3 All area representatives shall be expected to attend all General, Special and Board meetings of TIMFL, to bring forth to such meetings, concerns regarding their area, and act as liaison for their area and TIMFL.
- 16.4 Area representatives may be removed for just cause by a Special Resolution of the Board.

17. Director Nominations / Eligibility

- 17.1. The Board of Directors may appoint a nominating committee of three (3) or more Members, who shall nominate at least one Member for every position on the Board when an election is to be held at an AGM. When a nominating committee has been so appointed, the Chair of the AGM shall ask the Chair of the nominating committee to place the names of the Members being nominated before the AGM, and the Chair of the AGM shall then call for other nominations for Directors.
- 17.2. To be eligible for election to a position on the Board, the candidate must be nominated by a Member of TIMFL from the floor of the AGM or prior by nomination of the nominating committee. To be eligible for election, a nominee must consent to his or her nomination either in person at the AGM or by means of a written acceptance of nomination filed with the Chair of the AGM or the Chair nominating committee during or prior to the AGM.
- 17.3. Any person(s) who has resigned and/or has been removed (by Board vote) from the TIMFL Board of Directors, will NOT be eligible to run and/or be appointed by TIMFL Board of Directors to any TIMFL position whether permanent or temporary for a minimum of one year.
- 17.4. To be elected onto the Board of Directors of TIMFL, the following qualifications must be met:
 - A Director must be a member of TIMFL
 - A Director must be eighteen (18) or more years of age
 - No undischarged bankrupt shall be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director
 - A Director may not hold any paid staff position of TIMFL, nor may a Director be an immediate family member (as defined as Father, Mother, Son, Daughter, Grandfather, Grandmother, Grandson, Granddaughter, Step-son, Step-daughter, Step-mother, Step- father, Mother-in-Law, Father-in-Law) of any paid employee of TIMFL.

18. Board of Directors' Role Descriptions:

The **President** of the Corporation shall:

- Preside as Chair at all meetings of Members
- Maintain the agenda and preside as Chair of all meetings of the Board of Directors and in concert with the Board of Directors set the meeting dates
- Be responsible for appointing people to count and scrutinize any balloting at any meeting of the Board or Members
- While acting as Chair, vote only to break a tie
- Ensure that the organization completes an orderly process to establish an annual strategic plan and budget
- Review and establish as required necessary organizational arrangements and responsibilities to carry out the affairs of the organization
- Be the chief spokesperson and representative for TIMFL at any public or official functions (including league affiliations) where TIMFL is represented or appoint a designate to act as chief spokesperson as appropriate
- Be a non-voting member of all committees, sub-committees and Task Forces of the Board
- Report to each AGM concerning the operations of TIMFL
- Perform such other duties as are necessary for the proper conduct of his office as President as well as any other duties as may from time to time be determined by the Board.

The **Vice President** of the Corporation shall

- Be responsible for coordinating and preparing an annual master schedule for all League games (including playoffs)
- Arrange initial booking of all fields, lights, game officials, and medical staff for League Games in conjunction with the Area Representatives
- Perform all the duties of the President in the absence or disability of the President
- Perform such other duties, including special projects, as may be determined from time to time by the Board

The **Past President** shall

- Act as an advisor of the Board of Directors and may attend any and all meetings of the Board of Directors and the Members whether elected as a current Director or not
- Have the power to vote at Board meetings if duly elected as a current Director of TIMFL.
- Have the privilege of standing for re-election to the Board of Directors as outlined in these Bylaws
- Perform such other duties as may be determined from time to time by the Board of Directors

The **Secretary** of the Corporation shall

- Have the custody of the official records of the Corporation, including the Letters Patent or Supplementary Letters Patent, the seal, the insurance documents, and all official correspondence,
- Keep an official record of all meetings of the Board of Directors and Members
- Issue copies of all minutes of all meetings to all Directors within seventy-two (72) hours of all Board, AGMs and Special Meetings and maintain a League file for membership use,
- Give notice of all meetings of Members in the manner prescribed by these Bylaws,
- Be the official correspondent and contact officer of TIMFL,
- Perform such other duties as may be determined from time to time by the Board of Directors

The **Treasurer** of the Corporation shall

- Be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Corporations Act of the Province of Ontario in a manner acceptable to the independent accountant which books and records shall at all times be open to the inspection of the Board of Directors
 - Manage the process of budget preparation
 - Prepare and submit financial statements as necessary to the Board of Directors showing the receipts and disbursements and accounts receivable and accounts payable and the financial position of TIMFL; maintain a schedule of variance of budget
 - Deposit all funds received within seventy-two (72) hours after receiving same, in the depositories prescribed by the Board of Directors
 - Assist the independent auditor in the preparation of the annual auditor's report and financial statements
 - Provide a Treasurer's Report to the AGM
 - Prepare any financial reports as may be required from time to time by government departments
 - Follow up on any returned cheque received by TIMFL
 - Act as liaison between the Board of Directors and any auditor retained by TIMFL
 - Perform such other duties as may be determined from time to time by the Board of Directors
- Some of these specifics are:

- i) Be responsible for establishing purchasing programs with all external suppliers including uniforms and game apparel, equipment, EMS, fields, transportation, trophies, photography and referees
- ii) Create and publish refund policy for distribution at each registration
- iii) Pay out refunds
- iv) Bring refund requests to Board for approval
- v) Receive invoices
- vi) Pay bills
- vii) Collect membership, sponsorship and other fees
- viii) Collect funds from fundraising events
- xi) Prepare budget from previous year's data and with input from the Board.

19. Volunteer Committees

- 19.1. The Board may from time to time establish various committees of the Board in order to assist the Board in carrying out their administrative functions.
- 19.2. The Board shall specify the duties and powers of each committee appointed.
- 19.3. Any recommendations of any committee must be approved by a majority vote of the Board before implementation.
- 19.4. Every committee will be chaired by a Member of the Board or a delegate thereof.

20. Finance and Management

- 20.1. Fiscal Year – The fiscal year of the Corporation will be January 1st to December 31st, or such other period as the Board may from time to time determine.
- 20.2. Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 20.3. Deposits – All cash received must be deposited in TIMFL bank account within seventy-two (72) hours of receipt.
- 20.4. Auditor - The Board shall appoint an auditor to audit or conduct a review engagement of the books, accounts and records of TIMFL. The auditor will hold office for a term of one (1) year. The auditor will not be an Employee or a Director of the Corporation and must be permitted to conduct an audit or review engagement of TIMFL under the Public Accounting Act, 2004, as amended.
- 20.5. Annual Financial Statements – The Directors will approve financial statements of TIMFL of the last fiscal year of the Corporation before the AGM and present the approved financial statements before the Members at every AGM.
- 20.6. 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.
- 20.7. Signing Authority - All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of TIMFL, must be signed by any two (2) of the Directors. No cheques are to be signed in blank. Cheques issued shall be recorded in the books of TIMFL by the Treasurer.
- 20.8. 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.
- 20.9. Borrowing – The Board may from time to time:
 - a) Borrow money on the credit of TIMFL; and
 - b) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of TIMFL, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of TIMFL.
- 21.10. No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration, except for reimbursement of expenses as approved by the Board. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to TIMFL under contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.
- 20.11. 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 TIMFL 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.

21. Amendment of Bylaws

- 21.1. Voting - These Bylaws may only be amended, revised, repealed or added to by a Special Resolution of the Members present at a meeting duly called to amend, revise or repeal these Bylaws.

22. Notice

- 22.1. Written Notice – In these Bylaws, notice will mean notice which is hand-delivered or provided by prepaid mail, fax, electronic mail or courier to the last known address on the books of TIMFL of a Director or Member, as the case may be.
- 22.2. 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 prepaid mail, five days after the date the mail is post-marked.
- 22.3. 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.

23. Dissolution

- 23.1. Dissolution - The Corporation may be dissolved in accordance with the Act.
- 23.2. Assets - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed or disposed of to an organization or organizations whose objects are similar to the objects of TIMFL, as determined by the Board.

24. Indemnification

- 24.1. Will Indemnify - TIMFL will indemnify and hold harmless out of its funds each Director, Officer, and any individual who acts at TIMFL'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, Officer or any individual who acts at TIMFL's request in a similar capacity.
- 24.2. Will Not Indemnify - The Corporation will not indemnify a Director, Officer, or any individual who acts at TIMFL's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him/her under the Act.
- 24.3. Insurance - TIMFL will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

EFFECTIVE DATE:

These Bylaws shall come into force when enacted by the Directors, subject to the provisions of the Act.

ENACTED this 14th day of October, 2016.

