

# MANITOBA ORGANIZATION OF DISC SPORTS, ULTIMATE MANITOBA

## BY-LAWS

**Effective September 2024**

### **Article I: Name**

1. The name of this organization is the Manitoba Organization of Disc Sports - Ultimate Manitoba, hereafter referred to as MODS.
2. MODS shall operate as a non-profit organization.

### **Article II: Membership**

1. Membership in MODS shall be open to all Manitobans who share the aims and objectives to further the growth and development of the sport of Ultimate in Manitoba.
  - a. Decisions on disputed memberships shall be the responsibility of the Board of MODS.
2. Membership in MODS shall include Regular, Junior and Lifetime members.
  - a. Regular Membership is offered to all players and coaches over the age of 18.
  - b. Rural Membership is offered to players who purchase the full year fee for members.
  - c. Junior Membership is offered to all players under the age of 18 years.
  - d. Lifetime membership is reserved for those who have been awarded this achievement through their exceptional contributions to MODS and/or disc sport in Manitoba.
3. Voting members: All regular members (aged 18 and up in the year of the AGM) who have held a membership for over 12 months, are a member of good standing, and who currently participate in MODS programming are eligible to vote at that year's AGM.
4. A member of MODS 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 complied with the By-laws, policies, procedures, rules, and regulations of MODS.
  - d. Is not subject to a disciplinary investigation or action by MODS or Ultimate Canada, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - e. Has paid all required annual membership dues or debts to MODS, if any.

### **Article III: Meetings of Members**

1. Meetings of Members will include Annual General Meetings (AGM) and Special General Meetings (SGM). All members shall be informed at least thirty days prior to any general meeting. Members will be notified by electronic newsletter and website of the organization of the time and place of a meeting along with any proposed changes for the By-laws.
  - a. An Annual General Meeting (AGM) shall be held no earlier than thirty days after the end of the fiscal year and not later than sixty days after the end of the second quarter.
  - b. A Special General Meeting may be called at any time by the President or upon the written requisition of Members holding 10% of the total Members' votes. The agenda of the SGM will be limited to the subject matter for which the meeting was duly called. Members will be notified at least 30 days before the SGM.
  - c. Quorum for a Meeting of Members will be 10% of the number of Regular Members or 40 Members, whichever is lower.
2. Annual General Meeting: An Annual General Meeting (AGM) shall be held no earlier than thirty days after the end of the fiscal year and not later than sixty days after the end of the second quarter.

### **Article IV: Board of Directors**

1. MODS shall be governed by a volunteer board of no more than 9 members and no less than 5 members, including the president. MODS encourages and advocates for equitable representation in staffing, volunteer, board of directors, committees and working groups.
  - a. The directors are to include a minimum of 40 per cent visibility of each gender identifying members on the board.
  - b. Vacancies are to be filled in strict accordance with this requirement, aligned with Robert's Rules of Order (11<sup>th</sup> ed.).
  - c. In the event of a vacancy with no suitable candidate being found, the spot will be held vacant until one is found.
2. The officers of the board shall be President, Vice President, Secretary, and Treasurer.
3. The President shall set goals for the organization during the term of office, performing administrative duties as assigned by the bylaws and preside at all meetings of MODS. The president supervises the Executive Director, represents, or speaks for, the organization and ensures fairness and impartiality. The president protects the rights of the members and upholds the bylaws and other rules of the organization.
  - a. In the absence of the President, the Vice President shall preside.
  - b. In the absence of both the President and Vice President, the board shall appoint one of its members to preside.
4. The Vice President shall be responsible for leading governance, policy and board-development activities.
5. The Secretary shall be responsible for all the minutes, records, and correspondence of board meetings and the AGM/SGM of MODS.

6. The Treasurer shall stay current on changes to financial reporting, taxation, etc. and ensure appropriate adjustments are made. They will support the annual budgeting cycle and related correspondence with Sport Manitoba.
7. The Board shall be elected at the AGM of MODS. The board members shall elect the officers by the conclusion of the first meeting of the board following the AGM.
  - a. Any changes should be reflected in MODS signing authority with Sport Manitoba and with the Manitoba Companies Office within 2 weeks of appointment.
8. Nominations for candidates for the Board must be submitted to the nominations committee no less than fourteen (14) days prior to the AGM.
  - a. Candidates must be a voting member in good standing, live in Manitoba, and provide one letter of reference related to the position.
  - b. Candidate disqualification includes, but is not limited to those persons who:
    - Have any criminal convictions
    - Have immediate family who are employed as full-time staff by MODS,
    - Are bankrupt
    - Are currently expelled or suspended by MODS or Ultimate Canada
    - Are currently employed with the MODS
    - Have a financial business relationship with MODS in excess of \$1,500.00 a year.
  - c. Candidates must submit a biography to the nominations committee for distribution via the website to the membership before the AGM. This biography will be published no less than 7 days before the AGM
9. Proxy Voting: Any member not attending the AGM may assign their vote to another member, by proxy.
  - a. Proxy votes are assigned by submission to the MODS office of a completed proxy form, not less than 7 days in advance of the AGM to which it applies.
  - b. The proxy form may limit its holder to voting in specific capacities, or may assign general, all-encompassing voting rights on behalf of the assigning member.
  - c. No proxy-holder may hold more than one proxy vote at one time.
10. The term of office shall be three years for all board members.
  - a. Any vacancy arising mid-term shall be filled by the Board pursuant to sec. 1.b above.
11. Removal:
  - a. With Cause: A director may be removed for substantial cause. Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive meetings or for egregious acts such as conflicts of interest, blatant recklessness, violating policies of the organization or acting unethically or criminally. This may be done by ordinary resolution of the board.
  - b. Without Cause: A general meeting of members must be called to remove a director without cause.
    - i. Written notification must be given to the board member about the intent of that meeting.
    - ii. The board member must be given an opportunity to be present and to respond to any allegations.

- iii. Removal will require majority vote of the members present.
12. The Board of Directors shall appoint committees and working groups from time to time, as outlined in MODS' Committee Formation Protocol.

## **Article V: Powers of the Board**

1. The Board will oversee the regular business of MODS which may include hiring an Executive Director and other staff in the absence of an Executive Director, making policies, and establishing strategic and financial direction for the organization.
2. The board must hold at least 4 meetings per year. The time of such meetings shall be determined by the Board
  - a. The president or any other Board member may convene additional Board meetings, as required.
3. For motions to be passed at a MODS Board meeting a quorum (50% of the members serving on the Board) must be present and a majority vote must be achieved.
  - a. Each member has a single vote regardless of the number of positions within the Board they hold.
  - b. The President has one vote.
4. If the existing officers (President, Vice President, Secretary, and Treasurer) do not maintain their positions on the Board at the AGM, the existing President shall designate one of the Board members as Acting-Officers (Acting-President, Acting-Vice President, Acting-Secretary, Acting-Treasurer) until the elections are held at the first board meeting.
  - a. The Acting-President, Acting-Vice President, Acting-Secretary and Acting-Treasurer shall have the same powers and responsibilities as the President, Vice President, Secretary and Treasurer, respectively.

## **Article VI: Fees**

1. MODS annual membership dues shall be set annually by the Board prior to the commencement of the membership year, which shall coincide with MODS' fiscal year.
2. MODS membership fees are due at the beginning of the membership year, or as otherwise determined by the Board.

## **Article VII: Policies**

1. The Board shall maintain policies, as required for the proper operation and strategic direction of MODS.
2. The Board shall conduct an annual review of existing policies, these reviews and any ratifications/changes must be submitted to Sport Manitoba as required.

## **Article VIII: Amendments**

1. This By-Law may be amended or revised at an AGM or SGM of MODS.
  - a. A two-thirds majority approval of members present at the AGM is required to pass amendments to this by-law.
2. A member, entitled to vote at an AGM, may submit a proposal to make, amend, or repeal a by-law of MODS to the Board of Directors at least ninety (90) days prior to an AGM/SGM of MODS for board review and approval.
  - a. The by-law amendment or repeal is effective from the date of the resolution of the directors. If the by-law, amendment or repeal is confirmed, or confirmed as

amended, by the members it remains effective in the form in which it was confirmed.

### **Article IX: Dissolution**

1. In the event that MODS ceases to function, a general meeting may be called in order to dissolve MODS.
  - a. Ten percent of the membership must be present at and vote in favour at a meeting called for this purpose.
2. In order to dissolve MODS, all members shall be informed at least thirty (30) days prior to a general meeting called for dissolution.
  - a. A simple majority shall be required to pass a resolution to dissolve MODS.
3. All funds and assets of MODS shall be donated to another non-profit organization with similar aims and objectives as MODS.
  - a. A simple majority shall be required to pass a resolution concerning the organization chosen to receive the funds and assets of MODS.
4. If it is deemed advisable to dissolve MODS for any other reason than the above, a general meeting shall be called for the purpose of dissolution. Dispersal of funds and assets shall be determined as above.

### **Article X: Indemnification**

1. Will Indemnify - MODS will indemnify and hold harmless out of the funds of MODS 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.