

# MANITOBA ORGANIZATION OF DISC SPORTS

## BY-LAW

**Effective September 2024**

### **Article I: Name**

1. The name of this organization is the Manitoba Organization of Disc Sports, 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 of MODS.
  - a. Decisions on disputed memberships shall be the responsibility of the Board of MODS.
2. Membership in MODS shall include Regular, Lifetime and Affiliate members.
  - a. Lifetime membership is reserved for those who have made exceptional contributions to MODS and/or disc sport in Manitoba.
  - b. An affiliate membership is reserved for exceptional partners and sponsors in the community.
3. Membership fees shall be determined by the Board of Directors of MODS.

### **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, Lifetime and Rural Members or 40 Regular, Lifetime or Rural 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 board of 9 members (8 directors and 1 president).
  - a. The 9 directors are to include no fewer than 4 individuals identifying of each gender.

- b. Vacancies are to be filled in strict accordance with this requirement, ensuring a 5/4 gender split when the board is fully staffed.
  - c. In the event of a vacancy with no suitable candidate of the required gender 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 preside at all meetings of MODS.
  - 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 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 72 hours of appointment.
- 8. Nominations for candidates for the Board must be submitted to the President no less than fourteen (14) days prior to the AGM.
  - a. Candidates should submit a bio to the President for distribution to the membership before the AGM.
- 9. Proxy Voting: Any member not attending the AGM may assign his/her 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 48 hours 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 two years for all board members.
  - a. Any vacancy arising mid-term shall be filled by the Board, pursuant to a vote among the Board as applicable. Any board member elected by the board shall hold that position on an interim basis until the next AGM.
- 11. Board members and officers may be removed from office by a general meeting of members called for that purpose.
  - a. A resolution with a two thirds majority must be passed to remove the board member.
- 12. All board members shall be volunteers of MODS.
- 13. The Board of Directors shall appoint committees and working groups from time to time, as outlined in MODS' Committee Formation Protocol.

## **Article V: Board Meetings**

- 1. The Board will oversee the regular business of MODS which may include hiring and leading staff, setting operational priorities, and establishing strategic and financial direction for the organization.
- 2. Regular Board meetings shall be held monthly. The time of such meetings shall be determined by the Board.
  - a. The President may convene additional Board meetings, as required.
  - b. The President may cancel up to 3 meetings per year.
- 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 he/she holds.
  - 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.

- a. If the existing President fails to designate a Board member as required above, or the Board member fails to accept the position, the Board shall immediately meet to determine the positions of Acting-President, Acting-Vice President, Acting-Secretary and Acting-Treasurer, as required.
- b. 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 team fees shall be set annually by the Board.
3. MODS membership fees are due at the beginning of the membership year, or as otherwise determined by the Board.
4. MODS team fees are due at the beginning of the particular league season, or as otherwise determined by the Board.
5. The Board has the authority to determine the consequences of the late payment or non-payment of dues and/or team fees.

## **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 for January 1<sup>st</sup> each year.

## **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 or SGM is required to pass amendments to this by-law.
2. Members shall be required to submit resolutions to amend this By-Law of MODS to the Board of Directors at least fourteen (14) days prior to an AGM of MODS.

## **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.

