



## **BYLAWS**

### **Northern Ontario Secondary School Association Inc. (NOSSA)**

#### **ARTICLE 1 - GENERAL**

##### **Section 1 - Purpose**

These Bylaws relate to the general conduct of the affairs of the Northern Ontario Secondary School Association (NOSSA), a provincial corporation incorporated under the Act and hereinafter referred to as the Association in these Bylaws.

##### **Section 2 – Definitions**

The following terms have these meanings in these Bylaws:

- a. *Act* – the Ontario Not-for-Profit Corporations Act, 2010, as amended.
- b. *Association* – the Northern Ontario Secondary School Association (NOSSA).
- c. *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the Act.
- d. *Board* – the Board of Directors of the Association.
- e. *Days* – days including weekends and holidays.
- f. *Delegate(s)* – individual(s) appointed to represent a Member School at a meeting of Members and vote on behalf of that Member School.
- g. *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- h. *District* – a regional area and body that consists of Members and is a sub-section of the Association.
- i. *Extraordinary Resolution* - a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- j. *Member* – A secondary school in northern Ontario which meets the requirements of membership as stated in these Bylaws.
- k. *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- l. *OFSAA* – the Ontario Federation of School Athletic Associations.
- m. *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- n. *Playing Regulations* – sport specific rules of play at the various competitions and activities sanctioned by the Association.
- o. *Regulations* – the governing rules and playing regulations of the Association as it relates to sport competitions and activities between Members.
- p. *Special Resolution* – a resolution that is submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association.

##### **Section 3 – Registered Office**

The registered office of the Association will be located within the Province of Ontario.

##### **Section 4 – No Gain for Members**

The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objects.

**Section 5 – 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 purposes of the Association.

**Section 6 – Conduct of Meetings**

The current edition of Robert's Rules of Order is the parliamentary authority of the Association and shall govern it except where inconsistent with governing legislation, the corporate charter, the Bylaws, or any special rules of order adopted by the Association.

**Section 7 – Interpretation**

Words importing the singular will include the plural and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

**Section 8 – Affiliations**

The Association is a recognized member of OFSAA. Secondary schools that are members of NOSSA participate in activities that may be hosted by a NOSSA District, by the Association, and by OFSAA.

## ARTICLE 2 - MEMBERSHIP

### Section 1 – Classes of Membership

The Association has the following classes of Members:

- a. **Member Schools:** all secondary schools in Northern Ontario that are within the jurisdiction of the Association (as represented by their Delegates).

The jurisdiction of the Association is a fixed geographic area, that is aligned with OFSAA member boundaries, as follows:

- i. Bordered on the east by the Eastern Ontario Secondary Schools Athletic Association; and
  - ii. Bordered on the west by the Northwestern Ontario Secondary Schools Athletic Association; and
  - iii. Bordered on the south by the Georgian Bay Secondary Schools Athletic Association; and
  - iv. Bordered on the north by the North Eastern Ontario Athletic Association.
- b. **Associate Member Schools:** secondary schools from outside the jurisdiction of the Association as described above, that meet the approval of both the District concerned as well as the Association. Associate member schools are non-voting members.

### Section 2 – Admission and Renewal of Membership

Any candidate will be admitted as a Member, or renewed as a Member if:

- a. They meet the definition of Member as defined in these Bylaws;
- b. The school has made an application for membership in a manner prescribed by the Association;
- c. The school has paid membership fees or dues in the manner and time prescribed by the Association;
- d. The school agrees to uphold and comply with the Bylaws, Regulations, and policies of the Association; and
- e. The school meets any other conditions of membership as determined by the Board.

### Section 3 – Membership Year and Fees

Unless otherwise determined by the Board, the membership year of the Association will be September 1 to August 31.

Each Member shall remit a membership fee to the Association that is based on the October 31st total enrolment of the previous school year for their school, and then will remit those fees to the Association. The membership fee shall be that total enrolment number multiplied by a set figure which is determined at the preceding Annual Meeting. In the event that a set figure is not determined at a preceding Annual Meeting, the last set figure that was previously established shall apply.

Membership fees for the upcoming membership year shall then be remitted by June 30<sup>th</sup> and as further prescribed by the Association.

**Section 4 – Transfer, Suspension, and Termination of Membership**

Membership in the Association is non-transferable.

In addition to the provisions in Section 5, membership in the Association may terminate immediately upon:

- a. The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- b. The Member fails to maintain any of the qualifications or conditions of membership described in these Bylaws;
- c. Resignation by the Member by giving written notice to the Association;
- d. Dissolution of the Association; or
- e. In accordance with these Bylaws.

A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association. Any fees, subscriptions or other monies owed to the Association by suspended or expelled Members will remain due.

**Section 5 – Discipline of Members**

In addition to termination of membership for failure to pay membership fees, a Member, or a segment thereof, may be disciplined in accordance with the Association's policies and procedures relating to the discipline of Members or, upon fifteen (15) days written notice to a Member or segment thereof, the Board may pass a resolution authorizing disciplinary action, suspension, or the termination of membership for violating any provision of the articles or Bylaws. The notice shall set out the reasons for the disciplinary action, suspension, or termination of membership. The Member, or segment thereof, receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member, or segment thereof, before making a final decision regarding disciplinary action, suspension, or termination of membership.

**Section 6 – Good Standing**

A Member 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 Association;
- d. Has complied with the Bylaws, Regulations, policies, and rules of the Association;
- e. Is not subject to a disciplinary investigation or action by the Association, 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 fees.

Members that cease to be in good standing, as determined by the Board or any appointed Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership, including activities sanctioned by the Association, until such time as the Board is satisfied that the Member has met the definition of good standing.

## **ARTICLE 3 – DISTRICTS**

### **Section 1 – Districts**

The Association shall be divided into four (4) Districts as follows:

1. Nipissing District (NDA – Nipissing District Athletics)
2. Sudbury District (SDSSAA – Sudbury District Secondary School Athletics Association)
3. North Shore District (NSSSAA – North Shore Secondary School Athletics Association)
4. Sault Ste. Marie District (SSMAA – Sault Ste. Marie Athletics Association)

### **Section 2 – District Boundaries**

The boundaries of the Districts shall be determined by the Association. Requests to change District boundaries or the request of a member school to change Districts within the Association must be made in writing to the Association and the District(s) concerned. Such requests must first meet approval of the Districts concerned and then be presented to the Association's members for official approval.

### **Section 3 – District Duties**

Each District is responsible for the management of sport competitions and leagues within its own District boundaries, for hosting NOSSA Championships (as agreed upon with the Association), and for providing District representation on the Association's Board of Directors. Additional duties of each District include:

- i. Recruiting and establishing its own Executive;
- ii. Submitting the names of its Executive members who are being nominated to represent the District on the Association's Board of Directors;
- iii. Submitting the name of its Principal Representative to serve on the Association's Protests Committee;
- iv. Establishing a Protests Committee for District protests;
- v. Managing any financial matters of the District;
- vi. Submitting the names of candidates for OFSAA Sport Advisory Committees as may be required;
- vii. Providing competition and league information to the Annual Meeting as required by the Regulations or Playing Regulations of the Association;
- viii. Submitting the names of candidates for the Steering Committee as may be required; and
- ix. Other duties as may be determined from time to time by the Board.

### **Section 4 – District Executives**

Each District may determine its own Executive structure, but it must include at minimum the following individuals who will represent each District on the Association's Board of Directors:

- i. President
- ii. Treasurer
- iii. Secretary

## **ARTICLE 4 – MEMBER MEETINGS**

### **Section 1 – Special Meetings**

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

### **Section 2 - Annual Meeting**

The Association will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held in the Spring each year. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements or auditor's report.

#### **a. Agenda**

The agenda of the Annual Meeting may include the following:

- Call to order
- Establishment of quorum
- Approval of minutes of the previous Annual Meeting
- Reports
- Review of Calendar and Convenors
- Presentation of audited financial statements
- Appointment of auditor or waiving of financial review
- Election/Ratification of Board of Directors
- Business as specified in the meeting notice (Order Paper)
- Awards
- Adjournment

#### **b. Attendees**

The only persons entitled to attend a meeting of the Members (Annual or Special) are the Member Schools, the Board (Directors and Officers), Associate Member Schools (non-voting), the auditors of the Association (non-voting), NOSSA Lifetime Award Winners (non-voting) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Board.

#### **c. Meetings by Electronic Means**

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

#### **d. Notice**

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing no fewer than ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

**e. Waiver of Notice**

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these Bylaws.

**f. Error or Omission in Giving Notice**

No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

**g. New Business**

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's Proposal, has been submitted to the Association's Secretary and each of the four (4) District Secretaries no less than twenty-one (21) days prior to the meeting, and in accordance with any procedures as approved by the Board. This includes proposed amendments to the Bylaws, the Regulations, or the Playing Regulations of the Association.

Exceptions for the notice requirement for new business may be made for proposal's related to Playing Regulations and in accordance with the Regulations of the Association, or for any item of business that is recommended for consideration for consideration by the Association's Steering Committee and approved via a 2/3 majority of the votes cast at a meeting of Members. Furthermore, for specific sports (i.e. Badminton) that may end after the notice requirement, but prior to the Annual Meeting, the notice requirement may be waived.

Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all motions/resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling the Meeting.

**h. Quorum**

Quorum for any Meeting of Members shall consist of a majority of Member Schools, representing a minimum of three (3) of the Districts.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**i. 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.

**j. Chair of Meetings of Members**

The President of the Association will be the Chair of all meetings of Members unless another individual is designated by the Board or the Chair.

### k. **Voting at Meetings of Members**

Members will have the following voting rights at all Member meetings:

- i. Each Member School will have up to two (2) votes, represented by their voting Delegates as follows:
  - a. Delegates may be any two (2) individuals as appointed by their Member School. To promote gender equity, schools are encouraged to appoint one (1) male representative and one (1) female representative as their Delegates;
  - b. Each of the Delegates holds one (1) vote for their school and one Delegate may not hold two (2) votes;
  - c. Voting that is specific to the Playing Regulations of the Association shall apply and shall supersede sub-section a) and b) noted above for voting on Playing Regulations.
  - d. All Delegates must also be a current teacher who is considered in good standing with the Ontario College of Teachers;
  - e. Delegates must be confirmed with the Association **prior to the presentation of any motions contained within the Association's current order paper.**
- ii. Every voting Member may appoint a proxy holder to attend and vote on behalf of the Member. A proxy must:
  - a. Be signed by the Member;
  - b. Be in a form that complies with the Act;
  - c. Comply with the format stipulated by the Association;
  - d. Be submitted to the Association **prior to the presentation of any motions contained within the Association's current order paper;** and
  - e. A proxy holder will only hold a maximum of one (1) proxy.
- iii. For the **Bylaws, Regulations, and Playing Regulations** of the Association an Ordinary Resolution (a majority of votes cast) will decide each issue/motion/resolution. This includes proposed amendments to the Bylaws that are **not** considered Fundamental Changes as per Article 11 (which require a Special Resolution - 2/3 majority of votes cast) or are not otherwise provided in these Bylaws, or the Act.
- iv. Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot.
- v. In the case of a tie vote, the matter is defeated.

### l. **Electronic Voting**

A Member may vote by mail, or by telephonic or electronic means if:

- i. The Association has made available a procedure that permits voting by mail, telephonic, or electronic means;
- ii. The votes may be verified as having been made by the Member entitled to vote; and
- iii. The Association is not able to identify how each Member voted where a secret ballot is required.

### m. **Written Resolution**

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.



## ARTICLE 5 – GOVERNANCE – THE BOARD

### Section 1 – Board of Directors

The Board of Directors of the Association (Board) is responsible for the overall governance of the Association and is empowered to transact Association business between meetings of the Members. The duties and powers of the Board are outlined within this Article.

### Section 2 – Composition of the Board

The Board will consist of 16 Directors as follows:

- The four (4) District Presidents from each District:
  - One of whom shall serve as NOSSA President
  - Three of whom shall serve as NOSSA Vice Presidents
- The four (4) District Treasurers from each District:
  - One of whom shall serve as NOSSA Treasurer
- The four (4) District Secretaries from each District:
  - One of who shall serve as NOSSA Secretary
- One (1) Director who will serve as the Representative for OFSAA's Committee for Girls' Activities (CGA);
- One (1) Director who will serve as the Representative for OFSAA's Committee for Boys' Activities (CBA);
- One (1) Director who will serve as the Representative for OFSAA's Principal's Council;
- One (1) Past President

The Officer roles are prescribed in Article 6.

### Section 3 – Eligibility of Directors

To be eligible for election/ratification as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- c. Have the power under law to contract;
- d. Have not been declared incapable by a court in Canada or in another country;
- e. Not have the status of bankrupt; and
- f. Be a member in good standing of the Ontario College of Teachers, [a retired teacher who retired in good standing with the Ontario College of Teachers](#), or an employee of a School Board.

### Section 3 – Nomination of Directors

Nominations will take place as follows:

- a. Nominations Committee - The Nominations Committee will consist of the Association's Treasurer and Secretary, or as otherwise determined by the Board. The Nominations Committee will be responsible to solicit and receive nominations for the election/ratification of the Directors as follows:
  - i. The Committee will solicit the names/nominations from the Districts for each District President, each District Treasurer, and each District Secretary prior to the Annual Meeting.
  - ii. The Committee shall solicit nominations for the remaining available Director positions prior to the Annual Meeting.
- b. Nomination - Any nomination of an individual for election/ratification as a Director will:
  - i. Comply with any procedures established by the Nominations Committee; and
  - ii. Be submitted to the Nominations Committee prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

#### Section 4 – Election/Ratification of Directors

The election/ratification of directors will take place at each Annual Meeting of Members, and will take place as follows:

- a. Election/Ratification and Terms – The Director positions will be elected/ratified as follows:
  - i. District Presidents (NOSSA President & Vice Presidents) - The candidate(s) nominated for these positions by their Districts shall be presented to the Members for election or ratification at the Annual Meeting, by way of Ordinary Resolution. The individual(s) elected/ratified by the Members will be determined by the schedule below and shall serve a term of three (3) years. These elected/ratified District Presidents shall fulfill the Officer roles of President and the three (3) Vice Presidents of the Association (one of whom is 1<sup>st</sup> Vice President). Any change in Officer positions (in accordance with the schedule below) shall become effective September 1st of the upcoming school year. The election/ratification of District Presidents will take place as follows:

Year	President	1 <sup>st</sup> Vice President	NOSSA AGM
2023-2024	Nipissing	Sudbury	North Shore
2024-2025	Nipissing	Sudbury	Sudbury
2025-2026	Nipissing	Sudbury	Sault Ste. Marie
2026-2027	Sudbury	North Shore	Nipissing
2027-2028	Sudbury	North Shore	North Shore
2028-2029	Sudbury	North Shore	Sudbury
2029-2030	North Shore	Sault Ste. Marie	Sault Ste. Marie
2030-2031	North Shore	Sault Ste. Marie	Nipissing
2031-2032	North Shore	Sault Ste. Marie	North Shore
2032-2033	Sault Ste. Marie	Nipissing	Sudbury
2033-2034	Sault Ste. Marie	Nipissing	Sault Ste. Marie
2034-2035	Sault Ste. Marie	Nipissing	Nipissing

- ii. District Treasurers and District Secretaries - The candidate(s) nominated for these positions by their Districts shall be presented to the Members for election or ratification at the Annual Meeting, by way of Ordinary Resolution. The individual elected/ratified by the Members will serve a term of two (2) years. One (1) of the District Treasurers and one (1) of the District Secretaries shall serve as the NOSSA Treasurer and NOSSA Secretary respectively, in accordance with Article 6.
- iii. CBA/CGA Representative Directors - The Nominations Committee shall identify candidates to serve as Representative Director to both the CGA (1) and the CBA (1). Male candidates may not serve as the CGA Director and female candidates may not serve as the CBA Director. Nominees shall be elected/ratified by the Members at each Annual Meeting by way of Ordinary Resolution and each Director shall serve a two (2) year term. The CGA Representative Director shall be elected in alternate Annual Meetings to the CBA Representative Director.
- iv. Principal Representative Director - The Nominations Committee shall identify one (1) candidate to serve as Principal Representative Director. This nomination shall be elected/ratified by the Members at each Annual Meeting by way of Ordinary Resolution and this Director shall serve a two (2) year term.
- v. Past President – The former President shall become the ex-officio Past President upon the expiration of their term as President and shall serve a one (1) year term.

- b. Decision – Elections/ratifications will be decided as follows:
  - i. One Valid Nomination per position – The nominee is ratified/elected by Ordinary Resolution (a majority of votes cast) and may be offered to the Members via an election slate.
  - ii. Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. 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 nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

### **Section 5 – Terms of Directors**

All elected/ratified Directors shall commence their terms effective the first date of September 1 following their election/ratification. Directors will serve the following terms and will hold office until the terms of their duly elected successors commence in accordance with these Bylaws, unless they resign, or unless they are removed from or vacate their office:

- a. The individuals elected/ratified as District President Directors (NOSSA President and Vice Presidents) shall serve a term of three (3) years. Thereafter, the individual from among this group who serves as President of the Association will be recognized as an ex-officio Past President for one (1) additional year.
- b. The remaining Directors shall each serve terms of two (2) years.
- c. There shall be no maximum number of terms that can be served by any Director.

### **Section 6 – Director Consent**

An individual who is elected/ratified or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election/ratification or appointment. Upon approval of the Slate of Directors at the Annual Meeting, the Directors will have been considered as submitting their consent to hold office and written consent will be implied. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

### **Section 7 – Resignation and Removal of Directors**

- a. Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- b. Vacate Office - The office of any Director will be vacated automatically if:
  - i. The Director resigns;
  - ii. The Director is found to be incapable of managing property by a court or under Ontario law;
  - iii. The Director is found by a court to be of unsound mind;
  - iv. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
  - v. The Director dies.
- c. Removal – A Director may be removed by Ordinary Resolution (a majority of votes cast) of the Members at an Annual 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.

**Section 8 – Filling a Vacancy on the Board**

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy as follows:

- a. President – automatically fulfilled by the sitting 1<sup>st</sup> Vice President who is next in line, for the remainder of the term.
- b. Vice President - for a term expiring not later than the close of the next Annual Meeting.
- c. CBA/CGA Representative Director - for a term expiring not later than the close of the next Annual Meeting.
- d. Principal Representative Director - for a term expiring not later than the close of the next Annual Meeting.

**Section 9 – Meetings of the Board**

Meetings will be held at any time and place as determined by the President. Other meetings of the Board may be called by the President or by written requisition of at least six (6) Directors. Meetings will be conducted as follows:

- a. Notice - Notice of meetings of the Board will be given to all Directors at least two (2) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- b. Quorum – At any meeting of the Board, quorum will be a majority of Directors holding office.
- c. 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 favour of the resolution. In the event of a tie, the matter is defeated.
- d. No Alternate Directors - No person shall act for an absent Director at a meeting of Directors.
- e. Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- f. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- g. Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by other electronic means or technology. Directors who participate in a meeting by telephonic or electronic technology are considered to have attended the meeting.

**Section 10 – Duties of the Board**

The President will serve as the NOSSA Representative for the OFSAA Presidents' Council, the CGA/CBA Representative Directors will serve as the NOSSA Representatives for the OFSAA CGA/CBA, and the Principal's Representative Director will serve as the NOSSA Representative for the OFSAA Principal's Council. When attending OFSAA meetings as a representative of the Association, Directors will share relevant meeting details with the Association's Secretary.

Every Director will:

- a. Act honestly and in good faith with a view to the best interests of the Association; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Section 11 – Powers of the Board**

Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions. The Board is empowered, including but not limited to:

- a. Make organizational policies and procedures or manage the affairs of the Association in accordance with the Act and these Bylaws;
- b. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c. Make policies and procedures relating to the management of disputes within the Association and deal with disputes in accordance with such policies and procedures;
- d. Employ or engage such persons as it deems necessary to carry out the work of the Association;
- e. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- f. Provide leadership and direction for the hosting of the Association's competitions and activities;
- g. Approve annual budgets and make expenditures for the purpose of managing the Association and furthering the purposes of the Association;
- h. Borrow money upon the credit of the Association as it deems necessary in accordance with these Bylaws; and
- i. Perform any other duties from time to time as may be in the best interests of the Association.

## ARTICLE 6 – OFFICERS

### Section 1 – Officer Positions

The Officers of the Association will be comprised of the President, three Vice Presidents, the Treasurer, and the Secretary. The Officers are a subset of the Board and will address operational issues and day-to-day business issues that may arise between meetings of the Board. The Officers will report to the Board.

### Section 2 – Officer Elections/Appointments

The Officers will be elected or appointed as follows:

- a. The President and 1<sup>st</sup> Vice President will be determined by the schedule in Article 5. The remaining two Vice Presidents for each cycle in the schedule will be from the remaining two Districts (2<sup>nd</sup> Vice President and 3<sup>rd</sup> Vice President).
- b. The Treasurer will be elected/appointed [by the voting members at the Annual Meeting](#), and shall serve a one (1) year term. The same individual may serve for consecutive years.
- c. The Secretary will be elected/appointed [by the voting members at the Annual Meeting](#), and shall serve a one (1) year term. The same individual may serve for consecutive years.
- d. Where there are any discrepancies or uncertainties in positions the Board shall decide and elect or appoint the positions accordingly.

### Section 3 – Officer Duties

The primary duties of the Officers are as follows:

- a. The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Association and at meetings of the Board unless otherwise designated, will serve as the NOSSA Representative for the OFSAA President's Council, 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, in the absence or disability of the President they will have the authority of and perform the duties of the President (based on seniority beginning with the 1<sup>st</sup> Vice President or as otherwise determined by the Board), and they will perform such other duties as may from time to time be established or delegated by the Board.
- c. The Treasurer will manage the Association overall alongside the Secretary, will oversee the finances of the Association including reviewing and presenting the Association's budget, financial reports, and financial statements. They will be the contact person for any necessary financial related issues. Subject to the powers and duties of the Board, they will keep proper accounting records as required by the Act and manage the disbursement of funds and debts of the Association, and they will perform such other duties as may from time to time be established or delegated by the Board.
- d. The Secretary will manage the Association overall alongside the Treasurer, will ensure that all official documents and records of the Association are properly kept, will record the minutes of all meetings, will issue pertinent information to Members and Districts, will track and list District Convenors, will deliver a Fall Package to the Members, and they will perform such other duties as may from time to time be established or delegated by the Board.

In general, the Treasurer and the Secretary are the individuals who collectively manage the overall operations of the Association. As such, they may be provided with an annual honorarium as determined by the Board and approved by the Members.

#### **Section 4 – Meetings**

Meetings of the Officers shall take place between meetings of the Board on an “as needed” basis, at the call of the President or of two other Officers. A quorum for the meetings of Officers is a minimum of 3 Officers.

## ARTICLE 7 - COMMITTEES

### Section 1 – Standing Committees

There shall be the following Standing Committees:

- a. The Nominations Committee as defined in these Bylaws.
- b. The Resolutions Committee as defined in these Bylaws.
- c. The Steering Committee as defined in these Bylaws.
- d. The Protests Committee as defined in the Regulations of the Association.
- e. The Classifications Committee as defined in the Regulations of the Association.

### Section 2 – Ad Hoc Committees

The Board may appoint such Ad Hoc committees as it deems necessary for managing the affairs of the Association or examining specific issues, and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

Membership on any of these committees shall recognize the concepts of gender and District equity.

### Section 3 – Resolutions Committee

The Resolutions Committee will consist of the following:

- a. **From the Board:** the President, the Secretary, the Treasurer, the two (2) CBA/CGA Representative Directors, and the Principals' Representative Director.
- b. **From the Members:** the two (2) voting Delegates from each [Member District](#) that are confirmed to participate in the upcoming Annual Meeting.
- c. **The Chair:** An appointed individual will serve as Chair of the committee, as determined by the Board, and may or may not be from among the two groups above. The Chair is a non-voting member of the Committee.

The primary responsibilities of the Resolutions Committee will include:

- a. To convene on the day prior to the Annual Meeting and as required by the Board, prior to any Special Meeting of Members throughout the upcoming membership year;
- b. To review all notices of motion from each District which are to be presented at the Annual Meeting and to provide suggestions for the Annual Meeting to prevent duplication, to combine similar motions, and to ensure meeting efficiency. The Committee may not reject any motion;
- c. To review the proposed Director nominees as well as nominees for conveners and other representatives to OFSAA and its committees, and to provide suggestions for the Annual Meeting;
- d. To submit names of auditors for the Members to consider at the Annual Meeting; and
- e. To assist with the administration of the Annual Meeting.



**Section 4 – Steering Committee**

The Steering Committee will consist of three (3) members, each of whom represent a different District. Committee members shall be appointed by the President.

The Chair of the committee will be one of its members. The primary responsibilities of the Steering Committee will include:

- a. To convene prior to the Annual Meeting and as required by the President, prior to any Special Meeting of Members throughout the upcoming membership year;
- b. To review notices of motions from the Districts which require interpretation;
- c. To interpret the Bylaws, Regulations, Playing Regulations, and Policies of the Association where a discrepancy is identified and to provide recommendations to the Board and the Resolutions Committee;
- d. To propose revisions to the Board and resolutions Committee for consideration.

**Section 5 – 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.

**Section 6 – President and Executive Director Ex-officio**

The President may serve as ex-officio non-voting members of all committees of the Association.

**Section 7 – Removal**

The Board may remove any member of any committee.

**Section 8 – Debts**

No committee will have the authority to incur debts in the name of the Association.

## **ARTICLE 8 – FINANCE AND MANAGEMENT**

### **Section 1 – Fiscal Year**

Unless otherwise determined by the Board, the fiscal year of the Association will be April 1 to March 31.

### **Section 2 – Bank**

The banking business of the Association will be conducted at such financial institution as the Board may determine.

### **Section 3 - Auditors**

At each Annual Meeting, the Members may appoint an auditor to audit or conduct a review engagement of, the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct an audit or review engagement of the Association under the Public Accounting Act, 2004, as amended. Alternatively, when the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor and waive either an audit or a review engagement.

### **Section 4 - Annual Financial Statements**

The Treasurer shall present annually an audited financial statement for the Association's past fiscal year to the Board in the Association's new fiscal year. The Board will then, within six (6) months of the Association's fiscal year end, approve the financial statements (evidenced by signature of one or more Directors) of the Association. The Board will present the approved financial statements before the Members at every Annual Meeting. A copy of the approved financial statements will be provided to any Member requesting a copy of the financial statements not less than twenty-one (21) days before the Annual Meeting. The financial statements will include:

- a. The financial statements;
- b. The auditor's report; and
- c. Any further information respecting the financial position of the Association.

### **Section 5 - Books and Records**

The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a. The Association's articles and Bylaws;
- b. The minutes of meetings of the Members and of any committee of Members;
- c. The resolutions of the Members and of any committee of Members;
- d. The minutes of meetings of the Directors or any committee of Directors;
- e. The resolutions of the Directors and of any committee of Directors;
- f. A register of Directors;
- g. A register of Officers;
- h. A register of Members; and
- i. Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

**Section 6 - Signing Authority**

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Association will be executed by the Treasurer and the Secretary. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

All regular disbursements shall be executed by either the Treasurer or the Secretary. Any disbursements that exceed \$500 shall be only with the authority of the Board, with exceptions for Annual Meeting expenses, approved honorariums, NOSSA championship material expenses, and insurance policy payments. Both receipts and expenditures for all disbursements shall be recorded in a ledger.

**Section 7 - Property**

The Association 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 Members may determine.

**Section 8 - Borrowing**

The Board may from time to time:

- a. Borrow money on the credit of the Association;
- b. Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes, or other like liabilities (whether secured or unsecured) of the Association;
- c. Give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- d. Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Association.

Borrowing Restriction - The Members may, by Special Resolution, restrict the borrowing powers of the Board, but a restriction so imposed expires at the next Annual Meeting.

**Section 9 - Remuneration**

No Remuneration - All Directors, Officers, and members of committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for the Treasurer and Secretary honorariums and any reimbursement of expenses as determined by the Association. This section does not preclude a Director, Officer, or member of a committee from providing goods or services to the Association under contract or for purchase. Any Director, Officer, or member of a committee will disclose the conflict/potential conflict in accordance with these Bylaws.

**Section 10 - 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 Association 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.

## **ARTICLE 9 – INDEMNIFICATION**

### **Section 1 - Will Indemnify**

The Association will indemnify and hold harmless out of the funds of the Association each Director, Officer, member of a committee, and any individual who acts at the Association'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, member of a committee, or and any individual who acts at the Association's request in a similar capacity.

### **Section 2 - Will Not Indemnify**

The Association will not indemnify a Director, Officer, member of a Committee, or any individual who acts at the Association's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Association will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Association; and
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### **Section 3 - Insurance**

The Association will, at all times, maintain in force such Directors and Officers liability insurance.

## **ARTICLE 10 – BYLAW AMENDMENTS**

### **Section 1 – Voting on Bylaw Amendments**

Subject to Article 11 (when applicable), these Bylaws may only be amended, revised, repealed or added to by:

- a. Ordinary Resolution of the Board. The new, amended, or revised Bylaw is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the voting Members ceases to have effect and no new Bylaw of the same or like substance has any effect until ratified at a meeting of the Members; or
- b. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law. The new, amended, or repealed Bylaw will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the Bylaws by Ordinary Resolution.

### **Section 2 – Bylaw Amendment Submission**

Proposed amendments for the Annual Meeting must be submitted to the Association's Secretary and each of the four (4) District Secretaries no less than twenty-one (21) days prior to the meeting.

### **Section 3 - Effective Date**

Bylaw amendments are effective as of September 1 of the upcoming school year, unless indicated otherwise by the resolution.

## **ARTICLE 11 – FUNDAMENTAL CHANGES**

### **Section 1 – Fundamental Changes**

Under the jurisdiction of the Act, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the Bylaws or articles of the Association. Fundamental Changes are defined as follows:

- a. Change the Association's name;
- b. Add, change, or remove any restriction on the activities that the Association may carry on;
- c. Create a new category of Members;
- d. Change a condition required for being a Member;
- e. Change the designation of any category of Members or add, change, or remove any rights and conditions of any such category;
- f. Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g. Add, change, or remove a provision respecting the transfer of a membership;
- h. Increase or decrease the number of, or the minimum or maximum number of Directors;
- i. Change the purposes of the Association;
- j. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- k. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l. Change the method of voting by Members not in attendance at a meeting of the Members; or
- m. Add, change, or remove any other provision that is permitted by the Act.

## **ARTICLE 12 – NOTICE**

### **Section 1 - Written Notice**

In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

### **Section 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 emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

### **Section 3 - Error in Notice**

The accidental omission to give notice of a meeting of the Board or of 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.

## **A R T I C L E 13 – DISSOLUTION**

### **Section 1 - Dissolution**

The Association may be dissolved in accordance with the Act and all its remaining assets will be distributed to a not-for-profit organization providing similar services to the Association.

## **A R T I C L E 14 – ADOPTION OF THESE BYLAWS**

### **Section 1 - Ratification**

These Bylaws were ratified by the voting Members of the Association at a meeting of Members duly called and held on May 3, 2024, to become effective September 1, 2024.

### **Section 2 - Repeal of Prior Bylaws**

In ratifying these Bylaws, the voting Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.